



May 28, 2021

BSE Limited
Scrip code: 535755 & 890148

National Stock Exchange of India Limited
Symbol: ABFRL & ABFRLPP1

Sub.: Outcome of the Board Meeting of Aditya Birla Fashion and Retail Limited [“the Company”]

Ref.: 1. Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. ISIN: INE647001011 & IN9647001027.

Dear Sir/ Madam,

Pursuant to the above referred, kindly note that the Board of Directors of the Company at its meeting held today have *inter alia* considered and approved Audited Standalone & Consolidated Financial Results for the quarter and year ended March 31, 2021 [“Audited Financial Results”]

Enclosed:

- 1) Audited Financial Results;
 - (a) Auditors’ Reports thereon;
 - (b) Declaration : Auditors’ Reports with unmodified opinion;
- 2) Press Release : Audited Financial Results;
- 3) Update : Impact of Covid-19 on the operations of the Company; and
- 4) Investor Presentation.

Kindly note:

- The meeting concluded at 2:20 p.m.;
- The signed copies of the Audited Financial Results were received from the Auditors at 3:56 p.m.
- The Trading Window for dealing in its securities shall remain closed until 48 hours from this announcement. The same is being duly communicated to all the Designated Persons; and
- The above is being made available on the Company’s website i.e. www.abfrl.com.

Thanking you.

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



Geetika Anand
Company Secretary & Compliance Officer

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,
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



Aditya Birla Fashion and Retail Limited

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2021

₹ in Crore

Sr. No.	Particulars	Quarter ended			Year ended	
		March 31, 2021 (Audited) (Refer note 4)	December 31, 2020 (Unaudited)	March 31, 2020 (Audited) (Refer note 4)	March 31, 2021 (Audited)	March 31, 2020 (Audited)
I	Revenue from operations	1,783.59	2,059.00	1,817.43	5,181.14	8,742.53
II	Other income (Refer note 8)	20.21	14.10	16.88	72.64	65.29
III	Total Income (I + II)	1,803.80	2,073.10	1,834.31	5,253.78	8,807.82
IV	Expenses					
	(a) Cost of materials consumed	163.21	114.22	222.60	419.23	783.03
	(b) Purchases of stock-in-trade	626.86	517.19	803.27	1,508.83	3,781.52
	(c) Changes in amount of finished goods, work-in-progress and stock-in-trade	42.50	350.89	(140.28)	609.56	(358.79)
	(d) Employee benefits expense	230.44	200.18	271.48	823.91	1,045.95
	(e) Finance costs	119.50	109.54	118.63	498.39	412.73
	(f) Depreciation and amortisation expense	246.97	277.09	232.47	945.00	876.82
	(g) Rent expense (Refer note 8)	86.88	109.74	106.16	10.67	486.92
	(h) Other expenses	386.70	355.46	398.15	1,214.63	1,778.53
	Total expenses	1,893.15	1,964.31	2,012.48	6,030.22	8,816.71
V	Profit/(loss) before tax (III - IV)	(89.35)	88.79	(178.17)	(776.44)	(9.09)
VI	Income tax expense					
	(a) Current tax	-	-	-	-	-
	(b) Deferred tax (Refer note 7 and 18)	45.49	22.40	(37.88)	(126.80)	136.10
VII	Net profit/(loss) after tax (V - VI)	(134.84)	66.39	(140.29)	(649.64)	(145.19)
VIII	Other comprehensive income					
	Items that will not be reclassified to profit or loss					
	(a) Remeasurement gain/(losses) on defined benefit plans	4.49	(0.52)	(2.07)	2.63	4.55
	Income tax effect on above	(1.13)	0.13	0.52	(0.66)	(1.31)
	(b) Fair value gains/(losses) on equity instruments	-	-	-	(0.50)	2.95
	Income tax effect on above	-	-	-	0.13	(0.74)
	Total other comprehensive income	3.36	(0.39)	(1.55)	1.60	5.45
IX	Total comprehensive income (VII + VIII)	(131.48)	66.00	(141.84)	(648.04)	(139.74)
X	Paid-up equity share capital (Face value of ₹ 10/- each)	915.05	819.55	773.95	915.05	773.95
XI	Other equity (excluding share suspense)	-	-	-	1,769.51	311.90
XII	Earnings per equity share (of ₹ 10/- each) (not annualised) (including share suspense) (Refer note 10 and 12)					
	(a) Basic (₹)	(1.54)	0.81	(1.81)	(7.95)	(1.87)
	(b) Diluted (₹)	(1.54)	0.77	(1.81)	(7.95)	(1.87)

SIGNED FOR IDENTIFICATION
BY
d
SRBC & COLLP
MUMBAI



Notes:

1 Statement Balance Sheet

		₹ In Crores	
Particulars		As at March 31, 2021 (Audited)	As at March 31, 2020 (Audited)
A ASSETS			
I Non-current assets			
(a) Property, plant and equipment		534.50	638.10
(b) Capital work-in-progress		34.64	40.06
(c) Right-of-use assets		2,066.89	2,174.43
(d) Goodwill		1,859.60	1,859.60
(e) Other intangible assets		45.33	56.22
(f) Intangible assets under development		-	3.54
(g) Financial assets:			
(i) Investment in equity of subsidiaries and joint venture		687.87	162.85
(ii) Other investments		6.66	7.16
(iii) Loans		2.59	3.43
(iv) Security deposits		303.74	298.99
(v) Other financial assets		145.84	0.34
(h) Deferred tax assets (net)		321.23	194.96
(i) Non-current tax assets (net)		21.55	22.25
(j) Other non-current assets		64.97	76.14
Total - Non-current assets		6,090.41	5,332.07
II Current assets			
(a) Inventories		1,742.93	2,349.40
(b) Financial assets:			
(i) Current investments		299.53	-
(ii) Loans		6.49	7.12
(iii) Security deposits		99.79	107.60
(iv) Trade receivables		722.40	840.19
(v) Cash and cash equivalents		164.26	264.91
(vi) Bank balance other than cash and cash equivalents		0.28	0.14
(vii) Other financial assets		253.82	190.31
(c) Other current assets		382.75	391.10
Total - Current assets		3,672.25	4,350.86
TOTAL - ASSETS		9,762.66	9,682.93
B EQUITY AND LIABILITIES			
I Equity			
(a) Equity share capital		915.05	773.95
(b) Other equity		1,769.53	311.92
Total - Equity		2,684.58	1,085.87
II Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings		802.09	855.02
(ii) Lease liabilities		1,895.10	1,791.47
(iii) Deposits		167.28	109.78
(iv) Other financial liabilities		198.85	60.13
(b) Provisions		89.44	97.04
(c) Other non-current liabilities		11.44	12.29
Total - Non-current liabilities		2,964.20	2,925.63
III Current liabilities			
(a) Financial liabilities			
(i) Borrowings		0.06	1,507.78
(ii) Lease liabilities		690.47	675.68
(iii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises		26.74	97.73
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		2,306.95	2,175.61
(iv) Deposits		130.63	153.60
(v) Other financial liabilities		794.04	877.31
(b) Provisions		84.91	87.91
(c) Other current liabilities		80.08	101.91
Total - Current liabilities		4,114.99	5,677.13
TOTAL - EQUITY AND LIABILITIES		9,762.66	9,682.93

Includes Current maturities of non-current borrowings - ₹ 315.77 (March 31, 2020 - ₹ 433.52)

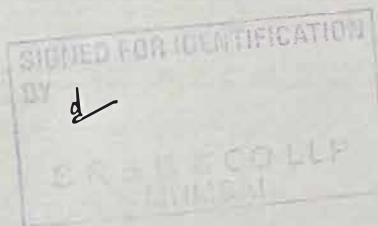


SIGNED FOR IDENTIFICATION
BY *d*
SRBC & COLLP
MUMBAI

2 Standalone Statement of Cash Flows

₹ in Crore

	Particulars	Year ended March 31, 2021 (Audited)	Year ended March 31, 2020 (Audited)
I	Cash flows from operating activities		
	Less before tax	(776.44)	(9.09)
	Adjustments for:		
	Depreciation and amortisation expense	945.00	876.92
	Finance costs	496.17	419.98
	Gain on retirement of right-of-use assets	(20.54)	(12.93)
	Rent concession on lease rentals	(340.43)	-
	Loss on sale/ discard of property, plant and equipment	0.67	2.92
	Fair value changes in derivative financial instrument (net)	0.39	-
	Share-based payment to employees	11.88	19.86
	Interest income	(3.40)	(0.77)
	Liabilities no longer required written back	(3.83)	-
	Net gain on sale of current investments	(3.20)	(4.71)
	Net unrealised exchange (gain)/ loss	1.46	(2.64)
	Expense/ (income) on financial assets/ liabilities that is designated as at fair value through profit or loss	(26.84)	(24.28)
	Provision for doubtful debts, deposits and advances	14.17	10.81
	Operating profit/ (loss) before working capital changes	295.06	1,275.97
	Changes in working capital:		
	(Increase)/ decrease in trade receivables	110.32	(67.12)
	(Increase)/ decrease in inventories	606.47	(428.12)
	(Increase)/ decrease in other assets	(151.17)	(117.62)
	Increase/ (decrease) in trade payables	68.19	(132.58)
	Increase/ (decrease) in provisions	(8.00)	(12.99)
	Increase/ (decrease) in other liabilities	218.53	145.28
	Cash generated from/ (used in) operations	1,149.40	667.81
	Income taxes paid (net of refund)	0.87	(6.13)
	Net cash flow from/ (used in) operating activities	1,150.27	661.68
II	Cash flows from Investing activities		
	Purchase of property, plant and equipment, intangible assets and capital advance	(147.53)	(313.46)
	Consideration paid for acquisition of/ Investment in subsidiaries and joint venture	(523.07)	(159.30)
	Purchase of current investments	(12,359.02)	(6,811.30)
	Inter-corporate deposits to subsidiaries	(26.86)	(14.39)
	Investment in equity shares held by ESOP trust	(3.97)	(100.49)
	Proceeds from sale of property, plant and equipment and intangible assets	2.71	6.00
	Proceeds from sale/ maturity of current investments	12,069.35	6,816.01
	Repayment of inter-corporate deposits by subsidiaries	0.60	2.83
	Interest received	3.17	0.57
	Net cash flow used in investing activities	(984.62)	(574.13)
III	Cash flows from Financing activities		
	Proceeds from issue of equity shares	0.50	7.23
	Proceeds from Rights Issue (net off charges)	738.66	-
	Proceeds from Preferential Issue (net off charges)	1,499.63	-
	Proceeds from non-current borrowings (net off charges)	683.36	1,044.77
	Proceeds from sale of property, plant and equipment under sale and leaseback arrangement	28.65	47.99
	Proceeds/ (payments) of current borrowings (net)	(1,507.72)	1,032.34
	Repayment of non-current borrowings	(834.04)	(1,004.64)
	Repayment of lease liabilities	(402.57)	(584.90)
	Interest paid	(472.47)	(422.56)
	Net cash flow from/ (used in) financing activities	(266.30)	120.17
	Net increase/ (decrease) in cash and cash equivalents	(100.65)	207.72
	Cash and cash equivalents at the beginning of the year	264.91	57.19
	Cash and cash equivalents at the end of the year	164.26	264.91

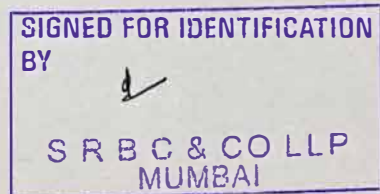


Notes:

- 3 The above standalone financial results, as reviewed and recommended by the Audit Committee, have been approved by the Board of Directors at its meeting held on May 28, 2021.
- The figures for the quarter ended March 31, 2021 and March 31, 2020 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2021 and March 31, 2020 and the unaudited published year-to-date figures upto December 31, 2020 and December 31, 2019 respectively, being the dates of the end of the third quarters of the financial year which were subjected to limited review.
- 4 The audit as required under Regulation 33 and 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been completed by the Auditors of the Company and the related report is being submitted to the concerned Stock Exchanges.
- 5 The segment information as per Ind AS 108 "Operating Segments" is provided on the basis of consolidated financial results, hence the same is not provided separately for the standalone financial results.
- 6 During the year ended March 31, 2020, the Company decided to exercise the option permitted under section 115BA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company recognised provision for income taxes based on the rate prescribed in the aforesaid section. Further, management reviewed the components of deferred tax assets/liabilities leading to a reassessment of its estimates compared to earlier periods. Such reassessments and change in rate of tax resulted in one-time additional tax charge of ₹ 130.38 Crore.
- 7 The Ministry of Corporate Affairs vide notification dated July 24, 2020, issued an amendment to Ind AS 116 - Leases, by inserting a practical expedient w.r.t. "COVID-19 Related Rent Concessions" effective from the period beginning on or after April 01, 2020. Pursuant to the above amendment, the Company has applied the practical expedient with effect from April 01, 2020. The Company has accounted the unconditional rent concessions of ₹ 18.51 Crore (including ₹ 8 Crore pertaining to periods after March 31, 2021) during the quarter ended March 31, 2021 and ₹ 340.43 Crore (including ₹ 0.48 Crore pertaining to periods after March 31, 2021) during the year ended March 31, 2021. The same has been accounted as a reduction of rent expenses in the Statement of Profit and Loss. till quarter ended December 31, 2020, the Company had accounted the rent concessions under "Other Income" in the Statement of Profit and Loss, which has now been regrouped as reduction of rent expenses. Comparative periods have been reworked to conform to the current period's classification. Rent concession for the quarter and nine months ended December 31, 2020 amounted to ₹ 42.87 Crore and ₹ 321.92 Crore, respectively.
- 8 COVID-19 pandemic has had a significant impact on the business operations and the financial results of the Company for the quarter and for the year ended March 31, 2021. The Company has assessed the impact of this pandemic on its business operations and has considered all relevant internal and external information available up to the date of approval of these financial results, in determination of the recoverability and carrying value of financial assets and non-financial assets. The impact of the current surge in COVID-19 pandemic on the overall economic environment is uncertain and may affect the underlying assumptions and estimates used to prepare the Company's financial results, whereby actual outcome may differ from those assumptions and estimates considered as a part of the approval of these financial results. The Company will continue to closely monitor any material changes to future economic conditions. The Company continues to take various precautionary measures to ensure health and safety of its customers, employees and their families from COVID-19.
- 9 ESOPT Share Allotment: The Stakeholders Relationship Committee of the Board of Directors allotted fully paid-up Equity Shares of ₹ 10/- each pursuant to the exercise of Restricted Stock Units by eligible employees as mentioned hereunder:
- Employee Stock Options Scheme - 2013
- Nil equity shares during the quarter ended March 31, 2021.
 - 3,78,840 equity shares during the year ended March 31, 2021.
- Employee Stock Options Scheme - 2017
- 35,801 equity shares during the quarter ended March 31, 2021.
 - 4,64,601 equity shares during the year ended March 31, 2021.
- 11 On effectiveness of the Composite Scheme of Arrangements amongst the Company, erstwhile Aditya Birla Nuvo Limited ("ABNL"), Madura Garments Lifestyle Retail Company Limited ("MGLRCL") and their respective Shareholders and Creditors under Section 391 to 394 of the Companies Act, 1956, the Company had issued 67,98,19,778 Equity Shares to the Shareholders of ABNL and MGLRCL (said Shares). Out of the said Shares, 67,80,37,600 Equity Shares were allotted to the Shareholders of ABNL and MGLRCL on January 27, 2016. However, pursuant to Clause 21 of the Composite Scheme, allotment of 37,82,178 Equity Shares to 3,475 Non-Resident Shareholders, including 4 Overseas Corporate Bodies ("OCBs") of ABNL ("NRE Shareholders") was kept pending until receipt of applicable regulatory approvals. Thereafter, from time to time, the Company has allotted 37,65,325 Equity Shares to 3,471 NRE Shareholders in terms of applicable laws. Accordingly, out of the said Shares, 16,85,331 Equity Shares held by a OCBs remain pending for allotment until receipt of Regulatory approvals.
- 12 Rights Issue: a) The Board of Directors of the Company on May 27, 2020 approved fund raising by way of a Rights Issue and on June 25, 2020 approved issue of 9,04,65,693 equity shares of face value of ₹ 10 each (the "Rights Equity Shares") at a price of ₹ 110 per Rights Equity Share (including premium of ₹ 100 per Rights Equity Share), aggregating to ₹ 995.12 Crore, in the ratio of 9 Rights Equity Shares for every 77 existing fully-paid shares held by the eligible Equity Shareholders as on the Record Date i.e. July 1, 2020. On July 28, 2020, the Company approved allotment of 9,02,77,042 Rights Equity Shares of face-value ₹ 10 each to the eligible applicants. The Rights Equity Shares were allotted as partly paid-up for an amount of ₹ 55 per Rights Equity Share received on application (of which ₹ 5 was towards face value and ₹ 50 towards premium). The allotment of 1,88,651 Rights Equity Shares has been kept in abeyance pending regulatory/ other clearances.
- b) On January 11, 2021, the Company called for the 1st call money of ₹ 27.50 per partly paid shares ("PPS") of which ₹ 2.50 is towards face value and ₹ 25 towards premium. It received the due amount in respect of 8,99,09,500 PPS. However, due to non-payment of the 1st call money, in accordance with the Articles of Association, the Company forfeited 3,67,542 PPS.
- c) The final call of ₹ 27.50 [of which ₹ 2.50 shall be towards face value and ₹ 25 towards premium] per Rights Equity Share would be made in July 2021.
- d) There has been no deviation in the use of proceeds of the Rights Issue, from the objects stated in the Offer document.
- e) Pursuant to Ind AS 33, basic and diluted earnings per share for the previous periods have been restated for the bonus element in respect of the aforesaid Rights Issue.
- 13 Preferential Issue: On October 23, 2020, the Board of Directors approved issuance of equity shares on a preferential basis to Flipkart Investments Private Limited ("Flipkart"), a foreign portfolio investor, duly registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, aggregating upto ₹ 1,500 Crore ("Preferential Issue"). The Company received the approval of shareholders by way of Postal Ballot on November 22, 2020 and received the approval of Competition Commission of India on January 20, 2021. On January 28, 2021, post completion of the closing conditions under the Investment Agreement, the Board of Directors approved allotment of 7,31,70,731 fully paid-up equity shares to Flipkart at ₹ 205 per Equity Share (of which ₹ 10 is towards face value and ₹ 195 towards premium) on receipt of the consideration. There has been no deviation in the use of proceeds of the Preferential Issue, from the objects stated in the Investment agreement.
- 14 Acquisition of 51% stake in Sabyasachi Calcutta LLP: On January 27, 2021, the Board of Directors approved the acquisition of 51% stake in Sabyasachi Calcutta LLP (formerly M/S. Sabyasachi Couture, a partnership firm ("Sabyasachi")) by entering into a Framework Agreement. On February 24, 2021, post completion of the customary closing conditions under the Agreement, the Company concluded the acquisition. Considering the terms of the Agreement, investment in Sabyasachi is considered as a subsidiary of the Company.
- 15 Acquisition of 33.50% stake in Goodview Fashion Private Limited: On February 24, 2021, the Board of Directors approved the acquisition of 33.50% stake in Goodview Fashion Private Limited (formerly known as Goodview Properties Private Limited) ("GFPL"), by way of entering into a Share Purchase and Subscription agreement ("SPSA") along with a Shareholders Agreement. On March 19, 2021, post completion of the customary closing conditions under the said SPSA, the Company concluded the acquisition. Considering the terms of the SPSA and Shareholders' Agreement, the investment in GFPL is considered as a Joint Venture.
- 16 Acquisition of 80% stake in Indivinity Clothing Retail Private Limited: On February 24, 2021, the Board of Directors approved the acquisition of 80% stake in Indivinity Clothing Retail Private Limited ("ICRPL") by way of entering into Share Subscription and Shareholders Agreement ("SSSA"). On March 26, 2021, post completion of the customary closing conditions under the said SSSA, ICRPL became a subsidiary of the Company.
- 17 Remuneration paid to managerial personnel for the year ended March 31, 2021 is in excess of the limits available under section 197 of the Companies Act, 2013 ("Act") read with Schedule V of the Act by ₹ 0.56 Crore. The Company shall obtain necessary approvals for the same from the Shareholders at the forthcoming general meeting.
- 18 The Finance Act, 2021 has amended section 32 of the Income Tax Act, 1961, whereby effective from April 1, 2020, goodwill of a business is not considered as a depreciable asset and depreciation on goodwill is not allowed as deductible expenditure. Consistent to such amendment, in accordance with the requirements of Ind AS 12 - Income Taxes, the Company has recognised a one-time net deferred tax expense amounting to ₹ 68.84 Crore pertaining to net deferred tax liability ("DTL") arising from difference between the carrying value of goodwill as per books of account and as per updated tax written down value of NIL resulting from the aforementioned amendment.

In view of the amendments introduced by the Finance Act, 2021 to the Income Tax Act, 1961 and considering the opinion received by the Company from a senior legal counsel, as at March 31, 2021, the Company recognised deferred tax asset of ₹ 243.11 Crore on the carry forward unabsorbed depreciation pertaining to goodwill pertaining to earlier years arising from demerger, and consequent deferred tax liability of the same amount pertaining to difference between the carrying value of goodwill as per books of account and as per tax books.

The reversal of the aforesaid DTL and cash outflow on this account is deemed unlikely as the value of associated goodwill is expected to be recovered through value in use.



Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Debt equity ratio (times) ¹	0.24	2.31
Debt service coverage ratio (times) ²	(0.67)	0.28
Interest savings coverage ratio (times) ³	(1.43)	0.96
Net worth (₹ in Crore)	2,634.58	1,085.87
Net profit/ (loss) after tax (₹ in Crore)	(649.64)	(145.19)

Ratios have been computed as follows:

- Debt equity ratio = Debt / Net worth, (Net worth: Equity share capital + Other equity)
Debt comprises Non-current borrowings, Current borrowings, Current maturities of non-current borrowings, net of cash and cash equivalents, bank balances other than cash and cash equivalents and current investments.
 - Debt service coverage ratio = Earnings before interest* and tax / (Finance cost* + Principal repayment of non-current borrowings (netted off to the extent of non-current borrowings availed during the same period for the repayments))
 - Interest savings coverage ratio = Earnings before interest* and tax / Finance cost*
- * Finance cost/ interest comprises of interest expense on borrowings and excludes interest expense on lease liabilities and interest charge on fair value of financial instruments.

Details w.r.t the unsecured, rated, redeemable, Non-Convertible Debentures ("NCDs") issued by the Company are as follows:

- The credit rating by CRISIL for the NCDs continues to be AA (Stable).
- The non-convertible debt securities of the Company are unsecured.
- The previous due date(s) for payment of interest and repayment of principal:
Redemption of Series 3 NCDs issued by the Company in the year 2016 was due on April 20, 2020. Accordingly, the redemption amount has been duly paid.
- The next due dates for the payment of interest and repayment of principal:
NCDs issued by the Company in the year 2018, under Series 5, are Zero Coupon and payment of the redemption amount is due on August 14, 2021.
NCDs issued by the Company in the year 2019, under Series 6, are Zero Coupon and payment of the redemption amount is due on November 11, 2022.
NCDs issued by the Company in the year 2020, under Series 7, at Coupon rate of 8.75% p.a. Coupon payment is due annually commencing from May 22, 2021 and payment of the redemption amount is due on May 22, 2023.

- Details of the outstanding redeemable preference shares are as under:
500,000, 8% Cumulative redeemable preference shares of ₹ 10/- each, redeemable at any time after completion of 15 years from March 31, 2009 and
500,000 Cumulative redeemable preference shares of ₹ 100/- each, redeemable at any time after completion of 15 years from October 14, 2009


20 Previous periods' figures have been regrouped/ rearranged wherever necessary to conform to the current period's classification(s).

Place : Bengaluru
Date : May 28, 2021


Ashish Dikshit
Managing Director

Aaditya Biv to Fashion and Retail Limited
Registered Office: Piranaul Agastya Corporate Park, Building 'A', 4th and 5th Floor,
Unit No. 401, 402, 501, 502, L.B.S. Road, Kurla, Mumbai - 400 070
CIN: L38101MH2007PLC233901 | E-mail: secretarial@aadityabiv.com
Tel: (+91) 88529 05000 | Fax: (+91) 88529 05400 | Website: www.aadityabiv.com



SIGNED FOR IDENTIFICATION
BY 
S R B C & CO LLP
MUMBAI

Independent Auditor's Report on the Quarterly and Year to Date Audited Standalone Financial Results of the Company Pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
Aditya Birla Fashion and Retail Limited

Report on the audit of the Standalone Financial Results**Opinion**

We have audited the accompanying statement of quarterly and year to date standalone financial results of Aditya Birla Fashion and Retail Limited (the "Company") for the quarter ended March 31, 2021 and for the year ended March 31, 2021 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net loss and other comprehensive loss and other financial information of the Company for the quarter ended March 31, 2021 and for the year ended March 31, 2021.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to Note 9 of the Statement, which describes management's assessment of the impact of COVID 19 pandemic on the Company's operations and carrying value of assets as at March 31, 2021. Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India.



S R B C & CO LLP

Chartered Accountants

compliance with Regulation 33 and 52 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

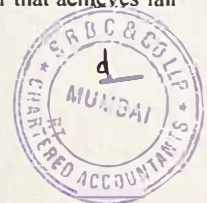
The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.



SRBC & CO LLP

Chartered Accountants

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

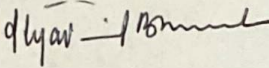
Other Matter

The Statement includes the results for the quarter ended March 31, 2021 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2021 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For SRBC & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Aditya Vikram Bhauwala
Partner

Membership Number: 208382

UDIN: 21208382 AAAA BR 7047



Bengaluru

May 28, 2021



STATEMENT OF ADJUSTED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2021

Sr. No.	Particulars	Quarter ended		Year ended	
		March 31, 2021	December 31, 2020	March 31, 2021	March 31, 2020
		(Amount) (Refer note 4 & 19)	(Amount) (Refer note 4 & 19)	(Amount) (Refer note 4 & 19)	(Amount) (Refer note 19)
I	Revenue from operations	1,821.52	2,076.15	1,831.88	5,108.92
II	Other income (Refer note 8)	17.66	18.58	16.03	73.40
III	Total Income (I + II)	1,839.18	2,094.73	1,847.91	5,182.32
IV	Expenses				
(A)	Cost of materials consumed	184.30	114.71	222.71	421.25
(B)	Provision of stock-in-trade	633.67	244.28	806.75	1,576.71
(C)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	46.67	343.73	(137.53)	(14.99)
(D)	Employee benefits expense	241.21	206.88	179.78	865.39
(E)	Finance costs	120.91	110.60	133.46	502.60
(F)	Depreciation and amortisation expense	253.29	231.06	233.24	862.75
(G)	Rent expense (Refer note 8)	86.90	109.79	105.95	10.67
(H)	Other expenses	413.32	387.89	403.96	1,255.15
	Total expenses	2,580.47	2,028.34	2,434.37	8,086.05
V	Profit / (Loss) before Share in Profit/(Loss) of Joint Venture and Tax (III - IV)	(121.23)	79.34	(145.82)	(87.30)
VI	Add: Share in Profit/(Loss) of Joint Venture (Refer note 15)	(0.30)	-	-	(0.34)
VII	Profit / (Loss) before tax (V+VI)	(121.53)	79.34	(145.82)	(87.54)
VIII	Income tax expense				
(a)	Current tax (Refer note 6 and 7)	39.33	-	0.01	40.12
(b)	Deferred tax (Refer note 6 and 18)	34.56	21.40	(35.24)	(141.66)
IX	Net profit / (loss) after tax (VII - VIII)	(116.70)	100.74	(180.85)	(169.08)
X	Other comprehensive income				
	Items that will not be reclassified to profit or loss				
(A)	Re-measurement gain/(loss) on defined benefit plans	4.68	(0.52)	(2.37)	2.89
	Income tax effect on above	(1.18)	0.13	0.47	(0.73)
(B)	Fair value gain/(loss) on equity investments	-	-	-	(0.90)
	Income tax effect on above	-	-	-	0.13
	Items that will be reclassified to profit or loss				
(a)	Exchange differences on translation of foreign operations	0.03	-	(0.03)	0.02
	Income tax effect on above	-	-	-	(0.01)
	Total other comprehensive income	3.53	(0.39)	(1.93)	1.81
XI	Total comprehensive income (IX + X)	(113.17)	99.35	(182.78)	(167.27)
XII	Profit / (loss) attributable to Owners of the Company - Non-controlling interest	(137.64)	58.40	(146.08)	(672.51)
		(16.22)	(0.96)	(0.51)	(50.48)
		(153.86)	57.44	(146.59)	(723.00)
XIII	Other comprehensive income attributable to Owners of the Company - Non-controlling interest	3.45	(0.39)	(1.76)	1.67
		0.08	-	(0.06)	0.14
		3.53	(0.39)	(1.82)	1.81
XIV	Total comprehensive income attributable to Owners of the Company - Non-controlling interest	(150.33)	57.05	(148.35)	(721.19)
XV	Paid-up equity share capital (Face value of ₹ 10/- each)	915.05	819.55	773.95	915.05
XVI	Other equity (excluding share suspense)	-	-	-	1,728.72
XVII	Earnings per equity share (of ₹ 10/- each) (last annualized) (excluding share suspense)				
(a)	Basic EPS	(1.57)	0.73	(1.89)	(8.23)
(b)	Diluted EPS	(1.57)	0.68	(1.89)	(8.23)

SIGNED FOR IDENTIFICATION
BY

S R B C & CO LLP
MUMBAI



Notes:

1. Consolidated Balance Sheet

Particulars	₹ in Crores	
	As at March 31, 2021 (Audited)	As at March 31, 2020 (Audited)
A ASSETS		
I Non-current assets		
(a) Property, plant and equipment	524.71	641.89
(b) Capital work-in-progress	17.60	44.08
(c) Right-of-use assets	2,141.42	2,328.85
(d) Investment properties	1.92	-
(e) Goodwill	1,997.26	1,983.06
(f) Other intangible assets	694.65	107.20
(g) Intangible assets under development	-	3.54
(I) Financial assets		
(i) Investment in Joint Venture	66.93	-
(ii) Other investments	6.66	7.16
(iii) Loans	2.59	3.43
(iv) Security deposits	308.95	308.89
(v) Other financial assets	0.46	0.39
(II) Deferred tax assets	233.92	194.96
(III) Non-current tax assets (net)	28.88	2.48
(IV) Other non-current assets	71.93	77.75
Total non-current assets	6,268.88	5,584.88
B Current assets		
(a) Investments	1,846.96	2,366.78
(b) Financial assets		
(i) Current investments	384.31	7.04
(ii) Loans	6.56	7.23
(iii) Security deposits	100.80	108.13
(iv) Trade receivables	732.47	840.46
(v) Cash and cash equivalents	265.13	265.80
(vi) Bank balances other than cash and cash equivalents	15.62	0.14
(vii) Other financial assets	211.17	177.97
(c) Other current assets	620.29	396.71
Total current assets	3,802.58	4,170.88
TOTAL ASSETS	10,071.47	9,755.76
B EQUITY AND LIABILITIES		
I Equity		
(a) Equity share capital	915.05	773.95
(b) Other equity	1,728.74	293.94
Equity attributable to owners of the Company	2,643.79	1,067.89
(c) Non-controlling interest	31.48	19.50
Total Equity	2,675.27	1,087.39
II Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	814.37	856.93
(ii) Lease liabilities	1,754.13	1,620.23
(iii) Deposits	143.28	108.78
(iv) Other financial liabilities	627.21	62.13
(b) Deferred tax liabilities	0.31	7.25
(c) Provisions	95.34	603.39
(d) Other non-current liabilities	11.84	12.29
Total non-current liabilities	3,377.48	2,667.33
III Current liabilities		
(a) Financial liabilities		
(i) Borrowings	4.00	1,511.88
(ii) Lease liabilities	709.27	680.97
(iii) Trade payables		
(a) Total outstanding dues of micro enterprises and small	26.89	91.39
(b) Total outstanding dues of creditors other than micro	2,346.55	2,190.53
small enterprises		
(c) Deposits	130.73	152.40
(d) Other financial liabilities	682.50	679.38
(b) Provisions	91.58	88.73
(c) Other current liabilities	113.80	106.18
Total current liabilities	4,024.75	5,778.46
TOTAL EQUITY AND LIABILITIES	10,171.47	9,785.56

* Includes current maturities of non-current liabilities - ₹ 234.82 (March 31, 2020 - ₹ 434.22)

SIGNED FOR IDENTIFICATION
BY
d
SRBC & CO LLP
MUMBAI



2 Consolidated Statement of Cash Flows

₹ in Crores

Particulars	Year ended	Year ended
	March 31, 2023	March 31, 2020
	(Audited)	(Audited)
	(Rupee crore 1%)	(Rupee crore 1%)
Cash flows from operating activities	(837.54)	(32.89)
Loss before tax		
Adjustments for:		
Depreciation and amortisation expense	962.75	885.31
Finance costs	502.38	421.96
Finance costs	(21.74)	(12.93)
Gain on retirement of right-of-use assets	(343.72)	2.77
Share consideration on lesser revolve	0.77	20.02
Loss on total disposal of property, plant and equipment	11.70	(0.88)
Share-based payment to employees	(2.42)	
Interest income	(3.83)	(4.85)
Liabilities no longer required written back	(3.29)	(2.64)
Net gain on sale of current investments	1.46	(24.28)
Net unrealised exchange gain/loss	(27.05)	
Expense/(income) on financial assets/ liabilities that is designated as at fair value through profit or loss	14.22	11.01
Provision for doubtful debts, deposits and advances	1.89	0.88
Bad debts written off	0.34	-
Share of profits/loss of joint venture		
	253.86	1,263.18
Operating profit/(loss) before working capital changes		
Changes in working capital:		
(Increase)/ decrease in trade receivables	302.43	(63.07)
(Increase)/ decrease in inventories	611.14	(431,564)
(Increase)/ decrease in other assets	(6.05)	(113,551)
(Increase)/ decrease in trade payables	69.33	(138,54)
(Increase)/ decrease in provisions	(7164)	(12,37)
(Increase)/ decrease in other liabilities	61.57	145.47
Cash generated from/(used in) operations	1,186.62	468.54
Income tax paid (net of refund)	(3.82)	(8.30)
Net cash flow from/(used in) operating activities	1,182.80	566.84
Cash flows from financing activities	(161.26)	(318.44)
Purchase of property, plant and equipment, intangible assets and capital contribution received/(paid) on acquisition of investment in Subsidiaries, net of cash acquired	15.56	(136.25)
Drawings by minority holder LLP	(316.24)	-
Drawings by other ventures	167.388	(6,859.51)
Purchase of current investments	(12,418.75)	(100,49)
Proceeds from reacquisition of rights by ESOP trust	(1,97)	(100,49)
Proceeds from sale of property, plant and equipment and intangible assets	2.74	6.15
Proceeds from sale/maturity of current investments	12,083.44	6,857.32
Interest received	2.54	0.33
	(895.22)	(936.88)
Net cash flow used in financing activities		
Cash flows from financing activities	0.50	7.23
Proceeds from issue of equity shares	738.66	-
Proceeds from rights issue (net off charges)	1,499.63	-
Proceeds from preferential issue (net off charges)	692.32	1,044.77
Proceeds from non-current borrowings (net off charges)	28.65	47.83
Proceeds from sale of property, plant and equipment under sale and leaseback arrangements	(1,513.38)	1,036.62
Proceeds/(Repayments) from current borrowings (net)	183.67	(7,007.21)
Repayment of non-current borrowings	(606.18)	(488,60)
Repayment of lease liabilities	(475.87)	(424,28)
Interest paid	(288.25)	118.46
Net cash flow from/(used in) financing activities	(28.07)	289.61
Net increase/(decrease) in cash and cash equivalents	256.80	57.15
Cash and cash equivalents at the beginning of the year	246.33	266.80
Cash and cash equivalents at the end of the year		

SIGNED FOR IDENTIFICATION
 BY
 ✓
 S R B C & CO LLP
 MUMBAI



Notes:

- The above consolidated financial results, as reviewed and re-audited by the Audit Committee, have been approved by the Board of Directors at its meeting held on May 28, 2021.
- The figures for the quarters ended March 31, 2021 and March 31, 2020 are the historical figures whereas the audited figures in respect of the full financial year ended March 31, 2021 and March 31, 2020 and the unaudited published year-to-date figures upto December 31, 2019 respectively, being the date of the end of the third quarter of the financial year which was audited by the Statutory Auditor.
- The audit as required under Regulation 13 and 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 has been conducted by the Auditors of the Company and the related report is being submitted to the concerned Stock Exchanges.
- During the year ended March 31, 2020, the Group decided to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Group recognized provision for income taxes based on the rate prescribed in the aforesaid section. Further, management reviewed the components of deferred tax assets/liabilities leading to a reassessment of its estimates compared to earlier periods. Such re-measurement and change in rate of tax resulted in one-time additional tax charge of ₹ 1,29,59 Crores.
- Current Tax includes a one-time tax of ₹ 39.69 Crores on deemed capital gains on reconstitution of Salyachai Calcutta LLP ("the LLP") relating to existing partners arising from the induction of the Company as a partner in the LLP. This is entirely attributable to the Non Controlling Interest in LLP and not to the Company.
- The Ministry of Corporate Affairs vide its notification dated July 24, 2020, issued an amendment to the AS 116-1, Income, by inserting a practical expedient w.r.t. "Covid-19 related share transactions" effective from the period beginning on or after April 01, 2020. Pursuant to the above amendment, the Company has applied the practical expedient with effect from April 01, 2020. The Group has accounted the unrealized net transactions of ₹ 18.92 Crores (including ₹ 68 pertaining to periods after March 31, 2021) during the quarter ended March 31, 2021 and ₹ 363.77 Crores (including ₹ 6.49 Crores pertaining to periods after March 31, 2021) during the year ended March 31, 2021. The latter has been accounted to a reduction of net expenses in the Statement of Profit and Loss. The Group has also accounted the net transactions under "Other Income" in the Statement of Profit and Loss, which has now been reclassified as reduction of net expenses. Comparative periods have been reclassified to conform to the current period's classification. Net expenses for the quarter and year ended December 31, 2020 amounted to ₹ 43.35 Crores and ₹ 324.80 Crores, respectively.
- COVID-19 pandemic has had a significant impact on the business operations and the financial results of the Group for the quarter and year ended March 31, 2021. The Group has assessed the impact of the pandemic on its business operations and has considered relevant internal and external information available up to the date of approval of these financial results, in determination of the recoverability and carrying value of financial assets and non-financial assets. The impact of the current surge in COVID-19 pandemic on the overall economic environment is uncertain and may affect the underlying assumptions and estimates used to prepare the Group's financial results, whereby actual outcomes may differ from those assumptions and estimates considered as at the date of approval of these financial results. The Group will continue to closely monitor any material changes to future economic conditions. The Group continues to take various precautionary measures to ensure health and safety of its customers, employees and their families from COVID-19.
- ESOP Share Abandonment: The Shareholders' Representative Committee of the Board of Directors allotted fully paid up Equity Shares of ₹ 100 each pursuant to the exercise of Restricted Stock Units by eligible employees as mentioned hereunder:
Employee Stock Option Scheme - 2013
• 88 equity shares during the quarter ended March 31, 2021.
• 37,840 equity shares during the year ended March 31, 2021.
Employee Stock Option Scheme - 2017
• 36,801 equity shares during the quarter ended March 31, 2021.
• 4,64,601 equity shares during the year ended March 31, 2021.
- In effect, holders of the Convertible Scheme of Arrangements assigned the Company, erstwhile Aditya Birla Fashion Limited ("ABFL"), Madhav Garments (Private) Limited Company Limited ("MGLCL") and their respective Shareholders and Creditors under Section 391 to 396 of the Companies Act, 1956, the Company, had issued 1,02,11,776 Equity Shares to the Shareholders of ABFL and MGLCL ("said Shares"). Out of the said Shares, 67,60,37,000 Equity Shares were allotted to the Shareholders of ABFL and MGLCL, on January 27, 2016. However, pursuant to Clause 21 of the Convertible Scheme, allotment of 31,62,176 Equity Shares to 3,475 Non-Resident Shareholders, including 4 Overseas Corporate Bodies ("OCBs") of ABFL ("NRE Shareholders") was kept pending until receipt of applicable regulatory approvals. Thereafter, from time to time, the Company has allotted 31,65,325 Equity Shares to 3,471 NRE Shareholders in terms of applicable law. Accordingly, out of the said Shares, 68,833 Equity Shares held by 4 OCBs remain pending for allotment until receipt of regulatory approvals.
- Rights Issue: (a) The Board of Directors of the Company on July 27, 2020 approved final terms by way of a Rights Issue and on June 25, 2020 approved issue of 9,94,65,883 equity shares of face value of ₹ 10 each (the "Rights Equity Shares") at a price of ₹ 110 per Rights Equity Share (including premium of ₹ 100 per Rights Equity Share), representing ₹ 1,09,41,241 Crores, in the ratio of 9 Rights Equity Shares for every 77 existing fully-paid shares held by the eligible equity shareholders as on the Record Date i.e. July 1, 2020. On July 28, 2020, the Company approved allotment of 9,92,77,042 Rights Equity Shares of face value ₹ 10 each to the eligible applicants. The Rights Equity Shares were allotted as partly paid-up for an amount of ₹ 55 per Rights Equity Share received on application (of which ₹ 5 towards face value and ₹ 50 towards premium). The allotment of 1,88,551 Rights Equity Shares has been kept in abeyance pending regulatory approval. (b) On January 11, 2021, the Company called for the full call money of ₹ 27.50 per partly paid share ("PPS") of which ₹ 2.50 is towards face value and ₹ 25 towards premium. It received the full amount in respect of 6,99,62,503 PPS, however, due to non-payment of the full call money, in accordance with the Articles of Association, the Company forfeited 1,62,542 PPS. (c) The full call of ₹ 27.50 (of which ₹ 2.50 shall be towards face value and ₹ 25 towards premium) per Rights Equity Share would be made in July 2021. (d) There has been no decrease in the use of proceeds of the Rights Issue, from the amount stated in the Offer Document. (e) Pursuant to Section 45(1) of the Income Tax Act, 1961, the minimum periods have been stipulated for the issue of the dividend which is:
- Preferential Issue: On October 23, 2020, the Board of Directors approved issuance of equity shares on a preferential basis to Pratik Investments Private Limited ("Pratik"), a foreign portfolio investor, duly registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, representing ₹ 1,15,09 Crores, in the ratio of 9 Rights Equity Shares for every 77 shares held by the shareholders by way of partial fulfilment on November 22, 2020 and received the approval of Committee of Independent Directors on January 20, 2021. On January 28, 2021, post completion of the closing operations under the Investors Agreement, the Board of Directors approved allotment of 7,31,70,731 fully paid-up equity shares to Pratik at ₹ 205 per Equity Share (of which ₹ 10 is towards face value and ₹ 195 towards premium) on receipt of the consideration. There has been no deviation in the use of proceeds of the Preferential Issue, from the amount stated in the Investors Agreement.
- Acquisition of 51% stake in Salyachai Calcutta LLP: On February 24, 2021, the Board of Directors approved the acquisition of 51% stake in Salyachai Calcutta LLP (formerly M/s. Salyachai Calcutta, a partnership firm ("Salyachai")) by entering into a Framework Agreement. On February 24, 2021, post completion of the customary closing conditions under the Agreement, the Company concluded the acquisition. Considering the terms of the Framework Agreement, Salyachai is considered as a subsidiary of the Company, in respect of the balance 69% held by promoters of the LLP. The Company has accounted the same as non-current financial liability, consistent with the put option provided to the promoter.
- Acquisition of 33.50% stake in Gashimra Fashion Private Limited: On February 24, 2021, the Board of Directors approved the acquisition of 33.50% stake in Gashimra Fashion Private Limited (formerly known as Gashimra Properties Private Limited) ("GFLP"), by way of entering into a Share Purchase and Subscription Agreement ("SPA") along with a Shareholders Agreement. On March 29, 2021, post completion of the customary closing conditions under the said SPA, the Company concluded the acquisition. Considering the terms of the SPA and Shareholders Agreement, the investment in GFLP is considered as a Joint Venture.
- Acquisition of 80% stake in a subsidiary, Chaitany Retail Private Limited: On February 24, 2021, the Board of Directors approved the acquisition of 80% stake in Chaitany Retail Private Limited ("CRPL") by way of entering into Share Subscription and Shareholders Agreement ("SSA"). On March 26, 2021, post completion of the customary closing conditions under the said SSA, CRPL became a subsidiary of the Company.
- Remuneration paid to management personnel for the year ended March 31, 2021 is in excess of the limit stipulated under section 197 of the Companies Act, 2013 ("Act") read with Schedule V of the Act by ₹ 0.56 Crores. The Company shall discuss remedial approach for the same from the shareholders at the forthcoming general meeting.
- The Finance Act, 2021 has amended section 32 of the Income Tax Act, 1961, whereby effective from April 1, 2020, goodwill of a business is not considered as a depreciable asset and depreciation on goodwill is not allowed as deductible expenditure. Consistent to such amendments, in accordance with the requirements of Ind AS 12, Income Taxes, the Company has accounted a one-time net deferred tax expense amounting to ₹ 68.84 Crores pertaining to net deferred tax liability ("DTL") arising from difference between the carrying value of goodwill as per books of account and its per tax book value. The net results from the aforementioned amendment:

Place: Mumbai
Date: May 28, 2021

Atish Dikshit
Managing Director

Aditya Birla Fashion and Retail Limited
Registered Office: Promod Agrawal Corporate Park, Building 'A', 4th and 5th Floor,
Unit No. 403, 401, 501, 502, LBS Road, Bandra, Mumbai - 400 050
Tel: (91) 22 60902777 (23 Lines) | E-mail: investor@adityabirlafashion.com
Tel: (+91) 86529 05000 | Fax: (+91) 86629 05400 | Website: www.adb.com

SIGNED FOR IDENTIFICATION
BY
S R B C & CO LLP
MUMBAI



Independent Auditor's Report on the Quarterly and Year to Date Consolidated Financial Results of the Company Pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
Aditya Birla Fashion and Retail Limited

Report on the audit of the Consolidated Financial Results**Opinion**

We have audited the accompanying statement of quarterly and year to date consolidated financial results of Aditya Birla Fashion and Retail Limited ("Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its joint venture for the quarter ended March 31, 2021 and for the year ended March 31, 2021 ("Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate audited financial statements/ financial information of the subsidiaries and joint venture, the Statement:

- i. includes the results of the following entities:

Holding Company:

- (i) Aditya Birla Fashion and Retail Limited

Subsidiaries:

- (i) Jaypore E-commerce Private Limited
(ii) Jaypore Inc.
(iii) TG Apparel & Décor Private Limited
(iv) Finesse International Design Private Limited
(v) Sabyasachi Calcutta LLP
(vi) Sabyasachi Inc.
(vii) Indivinity Clothing Retail Private Limited

Joint venture:

- (i) Goodview Fashion Private Limited

- ii. are presented in accordance with the requirements of the Listing Regulations in this regard; and
iii. gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of the consolidated net loss and other comprehensive loss and other financial information of the Group and joint venture for the quarter ended March 31, 2021 and for the year ended March 31, 2021.



S R B C & CO LLP

Chartered Accountants

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group, and joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 9 of the Statement, which describes management's assessment of the impact of the COVID 19 pandemic on the Group's and joint venture's operations and carrying value of assets as at March 31, 2021. Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net loss and other comprehensive income and other financial information of the Group and joint venture in accordance with the applicable accounting standards prescribed under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52 of the Listing Regulations. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of the Group and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group and its joint venture or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of the Group and of its joint venture.

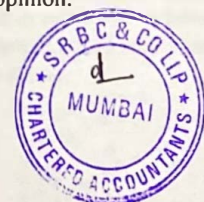


Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its joint venture of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.



SRBC & CO LLP

Chartered Accountants

We communicate with those charged with governance of the Holding Company and such other entities included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities Exchange Board of India under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

Other Matter

The accompanying Statement includes the audited financial results/statements and other financial information, in respect of:

- (i) Six subsidiaries, whose financial results/statements include total assets of Rs. 991.90 Crore as at March 31, 2021, total revenues of Rs. 29.84 Crore and Rs. 50.79 Crore, total net loss after tax of Rs. 56.20 Crore and Rs. 69.63 Crore, total comprehensive loss of Rs. 56.18 Crore and Rs. 69.68 Crore, for the quarter and the year ended on that date, respectively, and net cash inflows of Rs. 62.06 Crore for the year ended March 31, 2021, as considered in the Statement which have been audited by their respective independent auditors.
- (ii) a joint venture, whose financial results/statements include Group's share of net loss of Rs. 0.34 Crore and Group's share of total comprehensive loss of Rs. 0.25 Crore for the quarter and for the year ended March 31, 2021, as considered in the Statement whose financial results/financial statements, other financial information has been audited by its independent auditors.

The independent auditors of one subsidiary in their audit report have reported that the consolidated financial statements of such subsidiary includes unaudited financial results /statements and other unaudited financial information in respect of a downstream subsidiary, whose financial results/statements and other financial information reflect total assets of Rs. 12.28 Crore as at March 31, 2021, and total revenues of Rs. Nil, total net loss after tax of Rs. 0.28 Crore, total comprehensive loss of Rs. 0.26 Crore, for the quarter and the year ended on that date and cash inflows of Rs. 0.37 Crore for the period ended March 31, 2021. Such unaudited financial statements/ financial information/ financial results have been approved and furnished to the other auditors by the Management and the other auditor's opinion, in so far as it relates to the amounts and disclosures included in respect of such subsidiary is based solely on unaudited financial statements/ financial information/financial results. The other auditors have reported that in their opinion and according to the information and explanations given by the Management, the financial statements/ financial information/financial results of such downstream subsidiary are not material to the entity.

The other auditor's opinion on the financial statements/financial results is not modified in respect of the above matter with respect to their reliance on the financial results/financial information certified by the Management.

The independent auditor's report on the financial statements/financial results/financial information of these entities have been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture is based solely on the reports of such auditors and the procedures performed by us as stated in paragraph above.



S R B C & CO LLP

Chartered Accountants

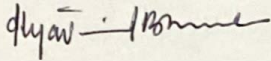
Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

The Statement includes the results for the quarter ended March 31, 2021 being the balancing figures between the audited figures in respect of the full financial year ended March 31, 2021 and the published unaudited year-to-date figures up to the end of the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Aditya Vikram Bhauwala

Partner

Membership Number: 208382

UDIN: 21208382AAAA55291



Bengaluru

May 28, 2021



May 28, 2021

BSE Limited
Scrip code: 535755 & 890148

National Stock Exchange of India Limited
Symbol: ABFRL & ABFRLPP1

Sub.: Declaration on behalf of Aditya Birla Fashion and Retail Limited ["the Company"]

- Ref.: 1. Regulations 33(3)(d), 52, 63 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;**
2. SEBI Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016 ["said circular"]
3. ISIN: INE647O01011 & IN9647O01027.

Dear Sir/Madam,

In terms of the above referred, read, we hereby declare and confirm that the Statutory Auditor of the Company viz. M/s. S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No.: 324982E/ E300003) has issued an Audit Report with unmodified opinion on the Audited Standalone & Consolidated Financial Results of the Company for the Financial Year ended March 31, 2021.

The above is for your information and record.

Thanking you,

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

A handwritten signature in black ink that reads "Geetika Anand". The signature is written in a cursive style and is enclosed within a hand-drawn rectangular box.



Geetika Anand
Company Secretary & Compliance Officer

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

PiramaI 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



Aditya Birla Fashion and Retail reports resilient quarterly performance with EBITDA growth of 51% YoY, despite unprecedented disruption.

Performance Highlights

1. Q4 continued with the strong recovery trend through the quarter until the disruption due to the second wave of COVID-19 led to localized shutdowns. The company responded to the challenge with utmost agility
 - a. Q4FY21 Sales ended almost at the same level as last year
 - b. Good sales in smaller towns and cities— best ever e-commerce growth across brands and resilient product strategy were drivers of the recovery
 - c. Strong traction gained on e-commerce with the share of business growing more than two folds
 - d. Other Businesses comprising of Innerwear and International Brands grew at an impressive rate of 36%
 - e. Ethnic Portfolio grew at 165% NSV growth over LY on the back of new store additions
2. Company delivered a consolidated EBITDA of Rs. 253 Cr in the quarter, 51% higher than LY level with EBITDA margin expansion of 480 bps to reach a margin of 13.9% for Q4FY21
 - a. This was on account of a strong recovery in sales, far exceeding the restoration of costs
 - b. Other Businesses recorded their first-ever quarter of positive EBITDA
3. Continued strong growth investments
 - a. Launched more than 400 new stores across businesses and formats during the year FY 21 as well as rationalized the network
 - b. Scaled up across town classes through asset light model
 - c. Focused on new product categories in line with changing consumer preferences for more casual and activewear
 - d. Successfully closed investments in brands Sabyasachi and Tarun Tahiliani
4. Rationalized over Rs. 1200 Cr of cost during the year to mitigate the impact of Covid on profitability
5. Debt reduced from Rs. 2,511 Cr (exit FY 20) to Rs. 654 through a mix of operating cash flows and equity infusion

6. Strengthened play in ethnic wear segment with new investment of Rs. 520 Cr in partnerships with Sabyasachi and Tarun Tahiliani. Excluding these growth investments, debt actually was down to Rs. 134 Cr.

Financial Performance

The Board of Directors of the Company, at its meeting today, approved the results for the quarter ended 31st March 2021. These financials are post factoring in necessary adjustments under Ind AS 116.

Consolidated Financials

<i>In Rs. Cr.</i>	Q4FY21	Q4 FY20	Growth YOY
Revenue	1822	1832	-1%
EBITDA	253	167	51%
PAT Comparable	-87	-147	
PAT Reported	-196	-147	

Through a slew of cost control measures, despite lower sales, The Company posted a robust improvement in comparable PAT.

While the recovery was strong through most of the quarter on the back of pent-up demand, the resurgence of the second wave of COVID by the end of March impacted customer footfalls and decelerated growth. Given these factors, the business performance for the quarter was almost at the same level as last year.

Each of our business segments posted an encouraging performance

- Lifestyle brands – With an increased focus on strengthening casual wear and accelerating e-commerce growth, Lifestyle brands achieved 94% of LY revenue levels in Q4 and an EBITDA margin of 17.5%. Retail channels exhibited strong resilience and posted a growth of 8% Y-o-Y, testimony to the strength of its brands, strong product innovations and proficient retail operations.
- Pantaloons – Led by a firm control of costs, the business recorded a robust EBITDA margin of 14.5%, with absolute EBITDA growing by 54% over the LY level.
- Other businesses –
 - This segment comprises of Youth fashion brands such as Forever 21 and American Eagle, Innerwear and Athleisure business, Global super premium brands and the newly incubated ethnic wear businesses
 - Active Athleisure Innerwear segment grew 56% over the same quarter last year driven by solid e-commerce growth (1.5x Y-o-Y). The performance was also aided by aggressive

demand for the category including comfort wear and athleisure. The business also expanded its distribution footprint by adding 5500+ new trade outlets during the year. On a full-year basis, the business recovered strongly and was ahead of last year levels, thus validating the strength of the brand Van Heusen in innerwear and athleisure categories.

- During the year, the company also strengthened its position in the ethnic space by forging strategic partnerships with two of the largest ethnic brands in the country- Sabyasachi and Tarun Tahiliani.

OUTLOOK

ABFRL is focused on the wellbeing of its employees and their families at present, while strengthening itself to capture the large growth opportunity post the pandemic. With widespread vaccination over next few months, the Company expects consumers to ride through the current challenging times, giving way for an optimistic consumption outlook during the later part of the year.

On the operational front, optimized cost control and tighter cash flow management will continue to be at the core of the business model. The company is now much better placed to manage business disruptions. With a gradual recovery in consumer footfalls and spends going forward, the company will emerge stronger on the other side of this crisis.

About Aditya Birla Fashion and Retail Limited

ABFRL is part of a leading Indian conglomerate, The Aditya Birla Group. With revenue of Rs. 5,249 cr. spanning retail space of 8.4 million sq. ft. (as on March 31, 2021), it is India's first billion-dollar pure-play fashion powerhouse with an elegant bouquet of leading fashion brands and retail formats.

The Company has a network of 3,212 stores across approximately 31,000 multi-brand outlets with 6,800+ point of sales in department stores across India (as on 31st March, 2020).

It has a repertoire of leading brands such as **Louis Philippe, Van Heusen, Allen Solly** and **Peter England** established for over 25 years. **Pantaloons** is one of India's largest fast fashion store brand.

The Company holds exclusive online and offline rights to the India network of California-based fast fashion brand **Forever 21**. The International Brands portfolio includes - **The Collective**, India's largest multi-brand retailer of international brands, **Simon Carter** and select mono-brands such as **American Eagle, Ralph Lauren, Hackett London, Ted Baker** and **Fred Perry**.

Van Heusen Innerwear, Athleisure and Active wear is establishing itself as India's most innovative and fashionable brand. The Company's foray into branded ethnic wear business includes **Jaypore** and Designers '**Shantanu & Nikhil**'. Additionally, the Company closed two strategic investments with Designers '**Sabyasachi**' and '**Tarun Tahiliani**'.

Disclaimer : *Certain statements in this "Press Release" may not be based on historical information or facts and may be "forward looking statements" within the meaning of applicable securities laws and regulations, including, but not limited to, those relating to general business plans & strategy of the Company, its future outlook & growth prospects, future developments in its businesses, its competitive & regulatory environment and management's current views & assumptions which may not remain constant due to risks and uncertainties. Actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any statement, on the basis of any subsequent development, information or events, or otherwise. This "Press Release" does not constitute a prospectus, offering circular or offering memorandum or an offer to acquire any shares and should not be considered as a recommendation that any investor should subscribe for or purchase any of the Company's shares. The financial figures in this "Press Release" have been rounded off to the nearest Rs. one Crore. The financial results are consolidated financials unless otherwise specified.*



COVID Update

Aditya Birla Fashion and Retail Limited is India's largest pure-play fashion and lifestyle company with a strong bouquet of leading fashion brands and retail formats. The Company has a network of 3,212 stores, presence across approximately 31,000+ multi-brand outlets with 6,800+ point of sales in department stores across India. The company sells a bouquet of product offerings in men's, women's and kids fashion across formal, casual, ethnic, athleisure and intimate wear. ABFRL's portfolio of brands are positioned across the value, premium and luxury segments.

ABFRL had astounding recovery in performance through Q2 and Q3 FY 21. Fueled by weddings and renewed consumer optimism, the business grew strongly between January and February 2021, as against the same period in FY 20.

The emergence of 2nd wave of COVID 19 and consequent lockdowns and restrictions in large parts of the country including Maharashtra, Delhi, Karnataka, Tamil Nadu, etc. dramatically impacted the footfall in stores towards the end of Q4 FY 21.

Being better prepared to handle the crisis this year, the company took immediate and proactive steps towards ensuring safety of our customers and employees. While the store operations continued to follow best in class safety standards in operations, ABFRL continued to enable the staff to work from home with clearly established protocols on health monitoring, technology enablement and assistance.

Key measures/developments:

The company was focused on ensuring the well-being and safety of the employees and families affected. The company formed a comprehensive healthcare program named CAER (Covid Assistance and Emergency Response). The program was rolled out for all employees across offices, Stores and manufacturing Units covering 35000+ employees & their families both on-roll & off-roll, PAN India. It extended all forms of support like Digital Doctor consultation, Covid testing support, Ambulance Support, Home Isolation Support, extending additional health insurance to cover home care, vaccination support and all necessary awareness, to provide a safety net for the employees in these trying times.

On the business front, we experienced the following -

- Store footfalls began falling with the surge in cases by mid-March in major cities. Initially, the malls were shut down in Mumbai with subsequent lockdowns implemented across Maharashtra, Delhi and most parts of the country, affecting consumer mobility and retail footfalls
- The company had worked relentlessly towards strengthening its e-commerce play through whole of last year and could ramp up online sales significantly, that continues to grow.

- Own brands websites and third party channels of online sales were scaled rapidly to ensure consumers could safely shop our range of products from the safety and convenience of their homes
- While working remotely, teams worked to streamline business processes and ensured adherence to stringent systems and controls.
- Our well-trained front-end staff could swiftly switch to working with restricted store timings owing to local travel curbs while ensuring global safety standards at the stores.
- We are in dialogue again with mall owners and landlords to relook at rental costs in light of the fresh episode of virus outbreak
- Our leadership team is continuously monitoring the situation and is collaborating well within the group and with external ecosystem to implement all possible measures to ensure seamless continuity of operations

Outlook

The second wave had lockdowns that were more localized. As cases fall, the lockdowns may become relaxed and restricted to only a few parts of the country while the rest of the cities would start opening up. Also, large vaccination drives will ensure the recovery to be much quicker vs last year. We are hopeful that the festive season performance shall be as good as last year levels and customers will have a safer shopping experience.

We expect the economic activity to pick up gradually over the upcoming months post Q1 FY 22. Our view regarding the future is as follows –

1. As we are allowed to resume our operations post easing of lockdowns, we are prepared for opening each store with utmost precautions, implementing highest standards and protocols on safety and hygiene to make them absolutely safe for our consumers. As of today, out of a total network of 3212 stores, about 419 stores are operational as on 25th May, 2021.
2. We have already started enabling and supporting vaccination of our employees for providing them protection.
3. While we expect a delay in normalization, we are tirelessly working towards strengthening our supply chain and digital back end
4. Our e-commerce play is expected to outpace the growth of previous years across all its brands. The investments in Hyper-local, WhatsApp commerce and mobile apps shall grow their contribution significantly to sales
5. We have refreshed our product designs and focused on higher casualization of brands to fit the market context with people working from home. Our portfolio of brands has re-invigorated their offerings and would continue to fulfill fashion needs of our consumers
6. Our network expansion plans shall be aggressive in order to increase our reach deeper and wider into the country.

Disclaimer : Certain statements in this "Press Release" may not be based on historical information or facts and may be "forward looking statements" within the meaning of applicable securities laws and regulations, including, but not limited to, those relating to general business plans & strategy of the Company, its future outlook & growth prospects, future developments in its businesses, its competitive & regulatory environment and management's current views & assumptions which may not remain constant due to risks and uncertainties. Actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any statement, on the basis of any subsequent development, information or events, or otherwise. This "Press Release" does not constitute a prospectus, offering circular or offering memorandum or an offer to acquire any shares and should not be

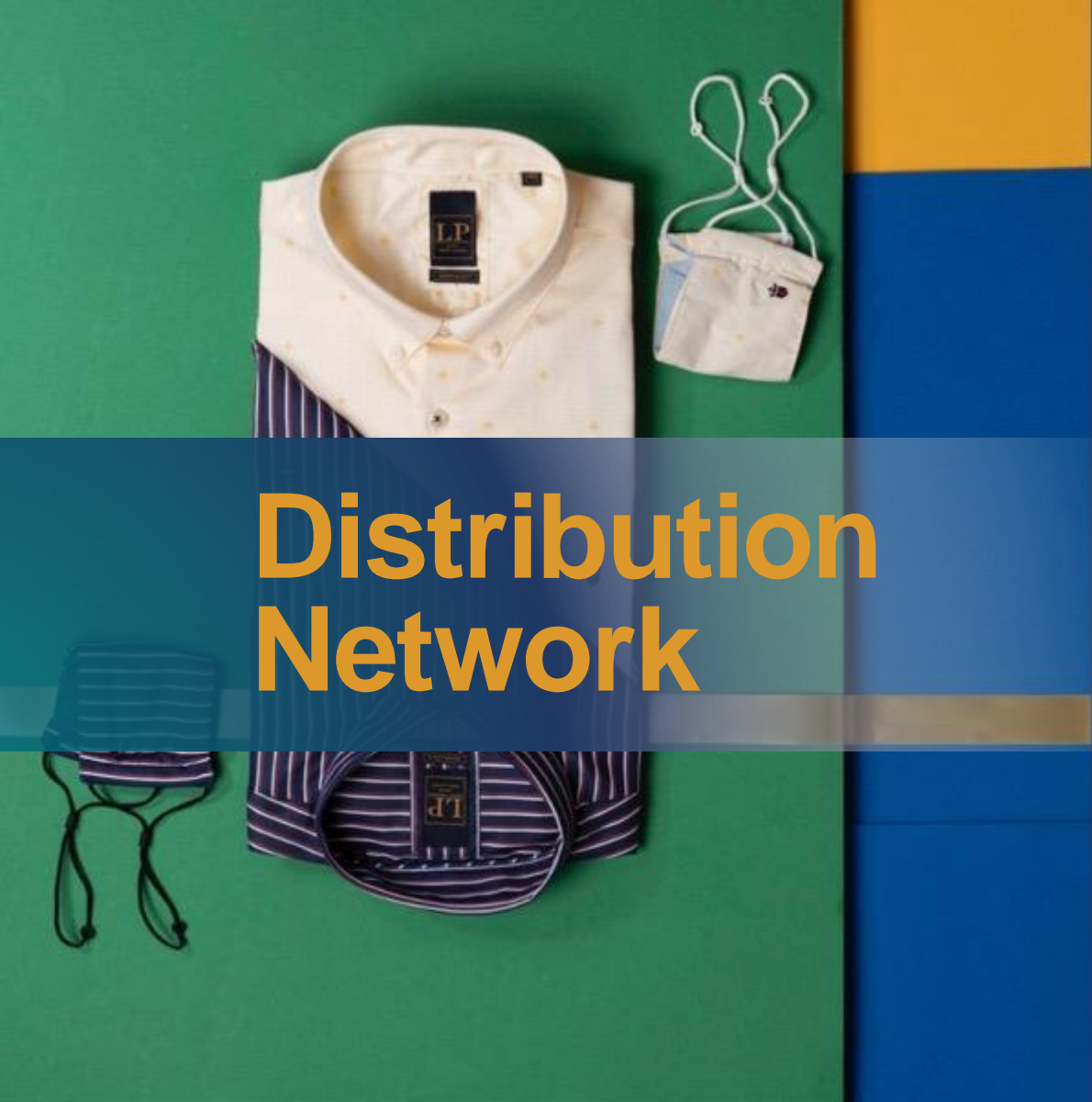
considered as a recommendation that any investor should subscribe for or purchase any of the Company's shares. The financial figures in this "Press Release" have been rounded off to the nearest Rs. one Crore. The financial results are consolidated financials unless otherwise specified.



Q4 FY21

Performance
Highlights





Distribution Network

Distribution Network

COVID Response

Market Update

Q4 & FY Highlights

Performance of key portfolios

Way Forward

Company Financials

2,866

Brand Stores

346

Pantaloons
Stores

31,767

Multi-brand
Outlets

6,878

SIs across
Dept. stores

India's widest distribution network

8.4 Q4 FY21

Footprint
(million sq. ft.)

8.1 Q4 FY20





COVID Response

Distribution
Network

COVID
Response

Market
Update

Q4 & FY
Highlights

Performance
of key
portfolios

Way
Forward

Company
Financials

Response to COVID

Partner

Collaborated with vendors, landlords, digital partners and external agencies to align with the dynamic situation

Product

Introduced product categories with world class anti-viral and anti-bacterial fabrics to meet the customer needs

Society

Employee Volunteer Network across 70 cities and 25 states were activated to respond to the crisis

Digital

Ramped up the e-commerce sales on own.com as well as third party partners with agility in back-end

Response to COVID

CAER Program

(Covid Assistance and
Emergency Response)

Vaccination

Close to 80% of eligible* employees vaccinated; more vaccines being rolled out in coming months for all our employees

Medical Resources

Ramped up Testing support through Tie-ups with partners

Ensured availability of critical health resources for our people

Financial Support

Topped up insurance coverage specifically for COVID care

Enhanced financial assistance & other support for families of deceased

Family and Health

Came together as a large family

Extended support to our teams for taking care of their and family's physical, mental and emotional well being

*Employees above 45 years of age



Market Updates

COVID
Response

Distribution
Network

Market
Update

Q4 & FY
Highlights

Performance
of key
portfolios

Way
Forward

Company
Financials



Market Update

Covid 2nd wave

Monthly run rate during the quarter ahead of last year, Emergence of 2nd wave affected momentum later.

Alternate Channels

Pandemic accelerated digital adoption amongst consumers. Ecommerce, Hyper-local and other digital channels gained share

Products

Innovative products launched to cater to changing consumer needs. Categories such as work from home, kids wear & home furnishing gained traction

Geography

Relatively better performance in few markets; smaller Tier 1 & Tier 2 markets recovered much faster



Q4 & FY Highlights

COVID
Response

Distribution
Network

Market
Update

Q4 & FY
Highlights

Performance
of key
portfolios

Way
Forward

Company
Financials

ABFRL | Q4 Highlights

Strong recovery

Despite covid impact in March, business achieved 99% of last year revenue level

Strengthened Ethnic Portfolio

Two new partnerships with Sabyasachi & Tarun Tahiliani to consolidate position in ethnic space

Covid Resurgence

Resurgence of 2nd wave of covid led to reduction in consumer footfalls impacting the latter part of Q4FY21

Accelerated e-commerce

Made significant strides on ecommerce across all brands with both owned as well as partnered Ecommerce

ABFRL | Q4 Performance (Consolidated)

<i>In Rs. Cr.</i>	Q1 FY21	Q2 FY21	Q3 FY21	Q4 FY21	Q4 FY20
Revenue	323	1028	2076	1822	1832
Growth% (QoQ)		218%	102%	-12%	
Growth% (YoY)	-84%	-55%	-20%	-1%	
EBITDA	-182	136	422	253	167
EBITDA Margin	-56.3%	13.2%	20.3%	13.9%	9.1%
EBIT	-419	-106	190	0	-66
PAT (Comparable)				-87	
Extraordinary Items				-108	
PAT (Reported)	-410	-188	58	-196	-147

One time tax impact in Q4 FY21:

1. Rs 68.8 Cr. due to one-time deferred tax due to non availability of tax depreciation on unamortized goodwill of Rs. 274 Cr.*
2. Rs 39.7 Cr. due to reconstitution of entities as part of Sabyasachi transaction, not attributable to ABFRL

*Ref. finance bill 2021

Key segments | Q4 Performance

Consolidated Financials (In Rs. Cr.)	NSV			EBITDA			EBITDA %	
	Q4 FY20	Q4 FY21	Growth	Q4 FY20	Q4 FY21	Growth	Q4 FY20	Q4 FY21
Madura								
Lifestyle Brands	1072	1003	-6%	164	176	7%	15.3%	17.5%
Other Businesses	157	214	36%	-43	12		-27.5%	5.7%
Madura Segment	1229	1217	-1%	121	188	55%	9.9%	15.5%
Pantaloons Segment	626	597	-5%	56	86	54%	8.9%	14.5%
Elimination	-38	-30		-4	2			
ABFRL	1817	1784	-2%	173	277	60%	9.5%	15.5%
Ethnic Subsidiaries	14	38	165%	-6	-24		-42.2%	-63.8%
ABFRL Consolidated	1832	1822	-1%	167	253	51%	9.1%	13.9%

Strong Recovery across all Business segments

- EBITDA improvement across all business segments; ABFRL Margin expanded by 480 bps
- Other businesses segment reported its maiden profits -
 - Posted a strong growth of 36% with 5.7% EBIDTA margin
- Lifestyle and Pantaloons recovered to 94% & 95% of LY levels
- Ethnic Portfolio grew at ~165% through a combination of organic & inorganic measures

ABFRL | FY21 Highlights

Strengthened balance sheet

Reduced Net debt by ~74% from Rs. 2,511 Cr. in FY20 to Rs. 654 Cr. in FY21

Deep cost rationalization

Executed cost reduction of Rs. ~1,200 Cr.

Product Innovation

Successfully launched several new products in line with changing consumer needs

Digital business model

Rapid growth of Ecommerce
~1000 stores Omni-enabled

ABFRL | FY21 Performance (Consolidated)

<i>In Rs. Cr.</i>	FY20	FY21
Revenue	8788	5249
EBITDA	1277	628
EBITDA Margin	14.5%	12.0%
EBIT	392	-335
PAT (Comparable)	-165	-628
Extraordinary Items		-108
PAT (Reported)	-165	-736

One time tax impact in FY21:

1. Rs 68.8 Cr. due to one-time deferred tax due to non availability of tax depreciation on unamortized goodwill of Rs. 274 Cr.*
2. Rs 39.7 Cr. due to reconstitution of entities as part of Sabyasachi transaction, not attributable to ABFRL

*Ref. finance bill 2021

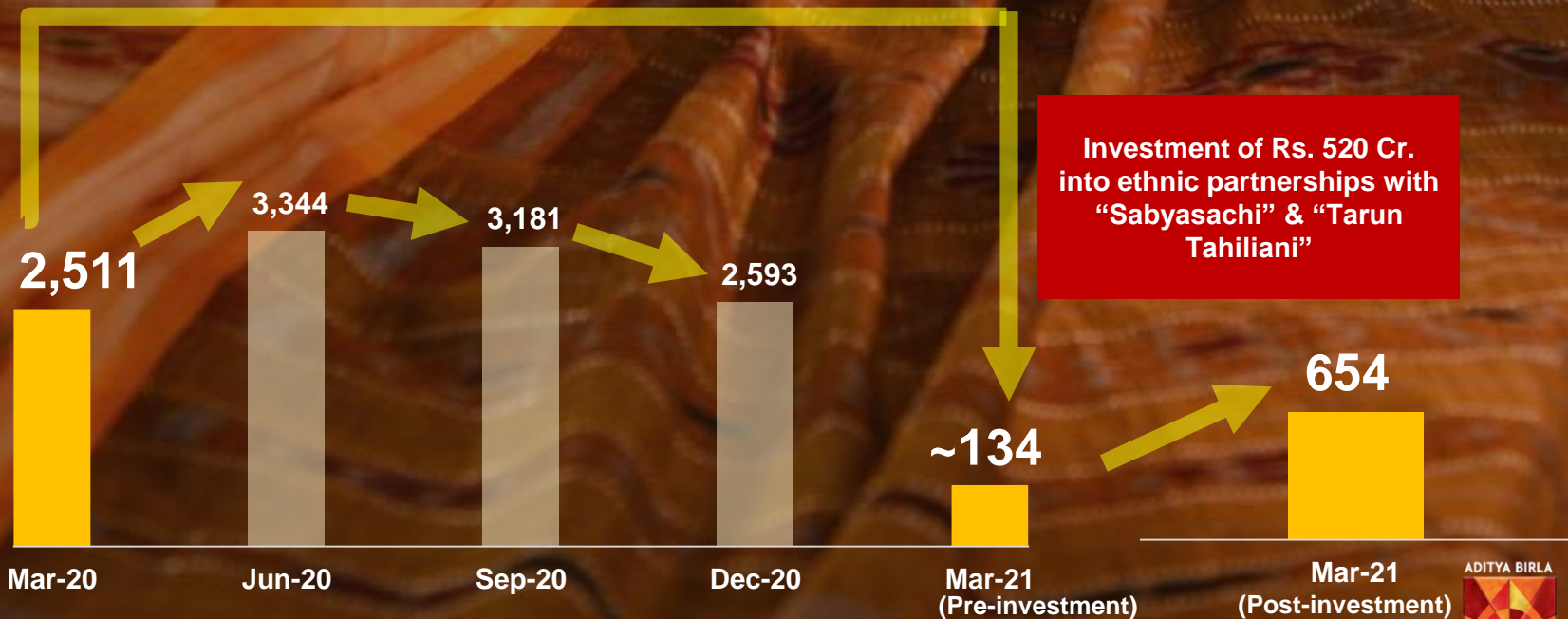
Key segments | FY21 Performance

Consolidated Financials (In Rs. Cr.)	NSV			EBITDA		EBITDA %	
	FY20	FY21	Growth	FY20	FY21	FY20	FY21
Madura							
Lifestyle Brands	4626	2750	-41%	797	340	17.2%	12.3%
Other Businesses	808	656	-19%	-51	26	-6.3%	4.0%
Madura Segment	5434	3405	-37%	746	365	13.7%	10.7%
Pantaloons Segment	3514	1859	-47%	563	276	16.0%	14.8%
Elimination	-205	-83		-19	26		
ABFRL	8743	5181	-41%	1290	667	14.8%	12.9%
Ethnic Subsidiaries	45	68	50%	-13	-39	-29.1%	-57.2%
ABFRL Consolidated	8788	5249	-40%	1277	628	14.5%	12.0%

Aggressive cost cuts helped mitigate the impact of lower sales on profitability

ABFRL | Debt Reduction

- Equity infusion of Rs. 2,250 Cr. during FY21 raised through rights issue and preference fund raise, utilized for :
 - Investments into new ventures (Rs. 520 Cr.)
 - Reduction in debt from Rs. 2,511 Cr. in FY20 to Rs. 654 Cr. in FY21



Final Rights call money of Rs. ~250 Cr. to be received in July 2021

ABFRL | Working Capital Management

Particulars	FY20	FY21	Change (YoY)
Inventory	2,349	1,743	(606)
Trade Receivables	840	722	(118)
Trade Payables	2,273	2,334	60
Trade working Capital	916	132	(785)

- Focused on liquidating old inventory in H1
- Deferred buying in line with business recovery in H2
- Introduced freshness in Q4

Cost Reduction | FY Highlights

In Rs. Cr.	FY 20	FY 21	Change over FY20
Revenue from Operations	8788	5249	-40%
Other Income	65	73	
Total Income	8853	5322	-40%
COGS	4224	2563	-39%
Employee Benefits Expense	1068	865	-19%
Rent Expense	487	11	-98%
Other Expenses	1797	1255	-30%
Total Fixed Expenses	3352	2131	-36%
EBITDA	1277	628	

Cost reduction of Rs. 1,221 in FY21 vs FY20:

- Rent expense – Rs. 476 Cr.
- Employee expenses – Rs. 203 Cr.
- Other expenses - Rs. 542 Cr.

Annualized saving of fixed costs of over Rs. 1,200 Cr over LY



Performance of key portfolios

COVID
Response

Distribution
Network

Market
Update

Q4 & FY
Highlights

Performance
of key
portfolios

Way
Forward

Company
Financials



Lifestyle

Aggressively gained market share led by

- Brand strength
- Network expansion
- Product innovation



Pantaloons

Strong operational performance:

- Cost reduction
- Working capital improvement

Refreshed brand

- New retail identity



Other Businesses

Portfolio ahead of pre-covid numbers

Innerwear performance backed by robust category demand

International brands gained significant ground on ecommerce



Ethnic

Consolidated position through investments in iconic brands “Sabyasachi” & “Tarun Tahiliani”



LIFESTYLE BRANDS


LOUIS PHILIPPE

 VAN HEUSEN
POWER DRESSING

 Allen Solly™

 PETER ENGLAND

ADITYA BIRLA

FASHION & RETAIL

LIFESTYLE BRANDS

Q4FY21 Update

- Operated at 94% of the last year levels
 - Rs. 1,003 Cr. In Q4FY21 from Rs. 1,072 Cr. In Q4FY20
- Retail stores delivered industry leading growth of ~8% YoY (~-1.7% LTL) despite covid impact
- EBITDA grew by ~7% from Rs. 164 Cr. (Q4FY20) to Rs. 176 Cr. ;
 - EBITDA margin expanded by ~220 bps from 15.3% to 17.5%
 - Margin expansion due to strong cost measures
- Ecommerce revenue doubled mainly at the back of strong performance of own ecommerce
- PE Red stores crossed the 300+ milestone in Q4FY21; Piloted AS prime stores
- Continued with aggressive stores addition; Added more than 100 new stores during the quarter

LIFESTYLE BRANDS

FY21 Update

Retail Network

	Q4 FY20	Q4 FY21
Area (,000 sq.ft.)	2832	3011
Stores	2253	2379

- Revenue recovered to 60% of last year levels
 - Rs. 2,750 Cr. in FY21 Vs. Rs. 4,626 Cr. in FY20
- EBITDA of Rs. 340 Cr. Vs. Rs. 797 Cr. last year due to lower sales
- Continued aggressive network expansion
 - Added 383 new stores during the year, ~88% franchisee led
 - Closed 247 stores for commercial reasons
- Consistently rising share of casual product portfolio – From ~50% in FY19 to ~55% in FY21
- Ecommerce share more than doubled from 7% to 15%

Q4FY21

Channel-wise Revenue (in Rs. crore)

	Q4FY20	Q4FY21
Wholesale	411	245
Retail	458	494
Others	203	264

FY21

Channel-wise Revenue (in Rs. crore)

	FY20	FY21
Wholesale	1,749	497
Retail	1,953	1,392
Others	924	861

Q4FY21 Performance

- Led by innovative product launches, direct consumer channels (retail, ecom) did exceedingly well post COVID
- Industry leading performance in retail channel, posted YoY growth of ~8% (LTL@ ~-1.7%)
- Wholesale channel (particularly DS) continued to be impacted by the Covid, although it grew 70% over the last qtr.
- Other channels (including ecommerce) posted a remarkable growth of ~30%

Loyalty Base (lakh)

Q4 FY21		224
Q4 FY20		183



51%

of revenues from
loyal customers



pantaloon

pantaloon's

Q4 Update

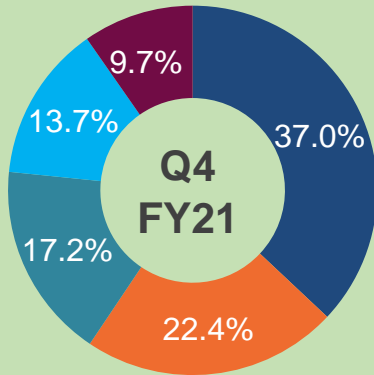
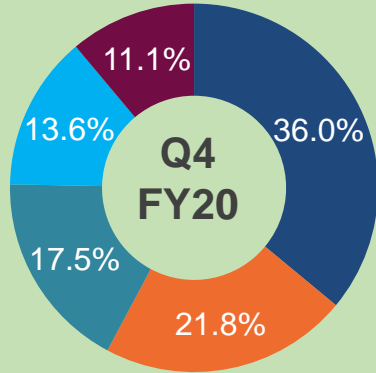
- Revenue recovered to 95% of last year levels
- LTL of -10.6%
- Sales impacted in March due to second wave of COVID
- EBITDA jumped 54% from Rs. 56 Cr. in FY20 To Rs. 86 Cr. led by strong cost reduction initiatives
- EBITDA margin expanded by 560 bps from 8.9% in Q4FY20 to 14.5% in Q4FY21
- Continue to witness differential recovery across markets
 - Smaller towns grew YoY while Metros / Tier 1 cities still lagged behind LY levels
 - High Street stores recovery faster than Malls
- E-Commerce channel grew 3x
 - Continued rollout of Omni-channel across the network

Retail Network

	Q4 FY20	Q4 FY21
Area (,000 sq.ft.)	4363	4460
Stores	342	346

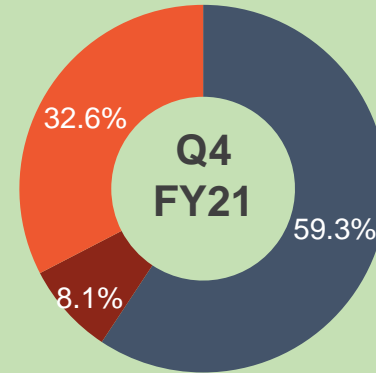
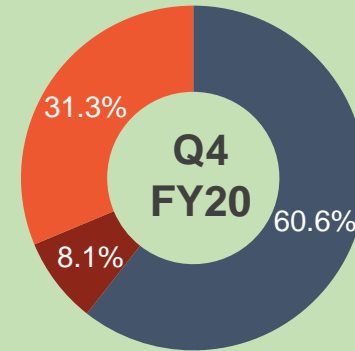
Category Mix

- Men
- Women's Western
- Women's Ethnic
- Kids
- Non Apps



Ownership Mix

- Own Brands
- MFL
- Others

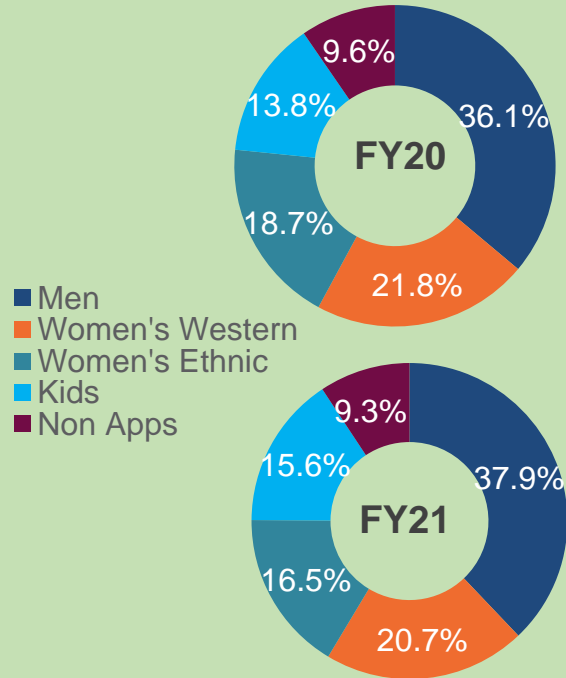


pantaloons

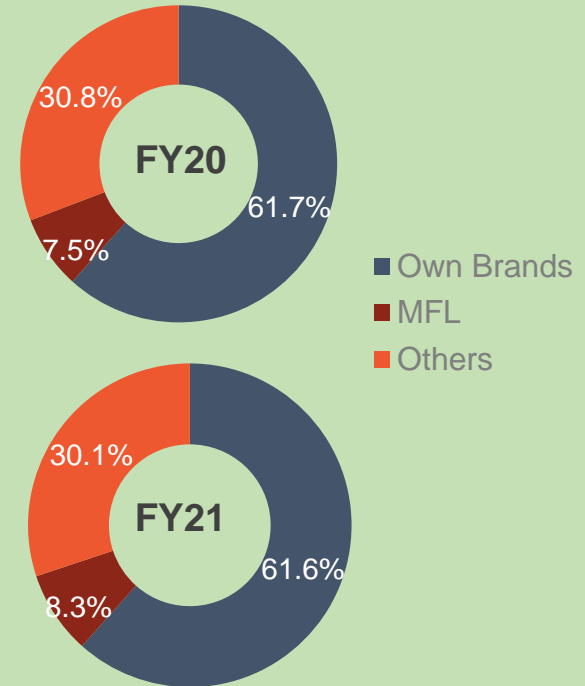
FY21 Performance

- Business recovered to 53% of LY
 - ~Rs. 1,859 Cr. in FY21 Vs. 3,514 in FY20
- Delivered EBITDA of Rs. 276 Cr. in FY21 Vs. Rs. 563 Cr. in FY20
- Opened 19 new stores in FY21; closed 15 unviable stores
 - Refreshed brand with new retail Identity – Rolled out across 5 stores
- Ecommerce revenues grew 2.3x
 - Scaled up Omni-Channel across Pt.com & 3rd party Ecom
 - Widened assortment with expansion of range - Launched E-com specific ranges & new categories
- Successfully piloted new revenue channels - PopShop, ChatShop
- Stores operated with highest standards of safety

Category Mix



Ownership Mix





OTHER BUSINESS SEGMENTS

Active Athleisure Innerwear
Youth Western Fashion
Super premium Brands
Ethnic wear





ACTIVE ATHLEISURE INNERWEAR

- Quarterly revenue grew 56% YoY; FY21 revenue ahead of last year (up 3% YoY)
 - Continued expansion in trade channel ; Added 5500+ new outlets during the year
 - Work from home aided athleisure consumption
 - Higher consumer acceptance with increased visibility across digital platforms
- Strategically tested new EBO locations & formats
 - Added 10 new stores during the year
 - Network operating at 47 stores
- Aggressively expanded Ecommerce – Revenue share doubled to ~15%

Youth Western Wear

FOREVER 21

- Quarterly revenue up by 7% YoY showing a strong recovery
- With renewed terms with parent, business now poised for growth
 - Opened new store in DLF Saket, Delhi

AMERICAN EAGLE

- Consistent aggressive growth trajectory, grew 80% YoY during the quarter
- Full year revenue ahead of last year
- Aggressive growth in Ecommerce business ; Share doubled YoY



TED BAKER
LONDON



RALPH LAUREN

HACKETT
LONDON

THE COLLECTIVE

Super Premium Brands

- Posted stellar performance – Q4FY21 revenue grew 100% YoY
- Full year revenue ahead of last year
 - Strong improvement in profitability ; EBITDA grew ~64%
- Ecommerce & Omni-Channel continued to gain traction
 - [Thecollective.in](https://www.thecollective.in) grew 5 times
- Continued offline expansion, Launched 3 more stores during the year



JAYPORE



SHANTANU & NIKHIL



Ethnic Wear

JAYPORE

- Introduced Home category, sleep wear, lounge wear
- Q4 revenue grew 72% on the back of 61% growth in E-com. revenue
- Board approved fresh equity infusion to fund rapid growth
 - 10 new stores in FY22



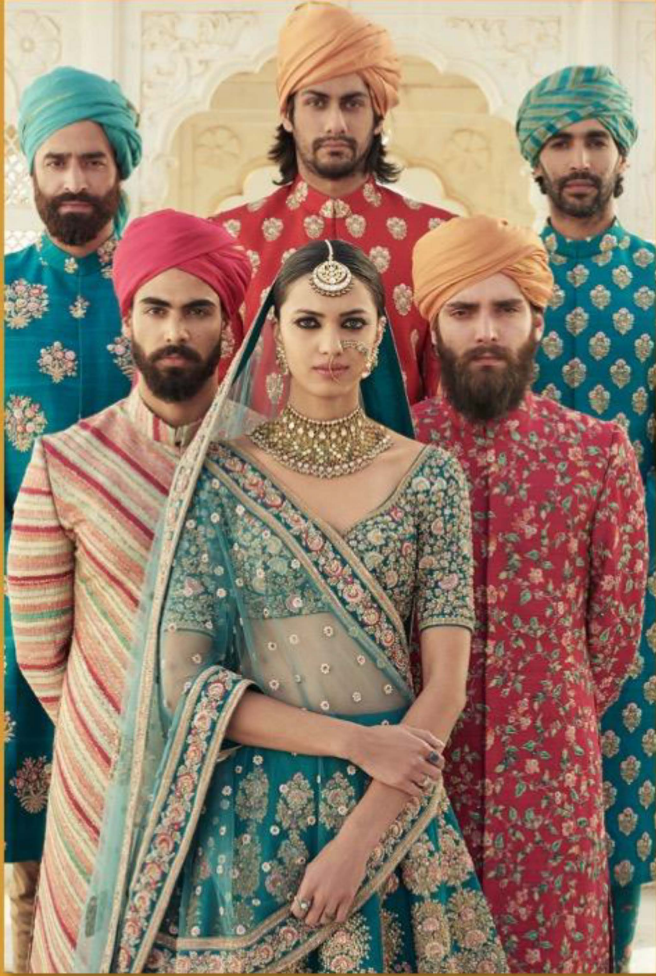
SHANTANU & NIKHIL

- Recovery on track ; Business ahead of last year
 - Quarterly revenue grew at ~12% YoY
- Expanding retail presence through Phygital avatar
- Fresh growth investment planned

ADITYA BIRLA



FASHION & RETAIL




SABYASACHI
CALCUTTA

Sabyasachi

- ABFRL closed the investment for 51% stake purchase in Sabyasachi brand during Q4FY21
- Business creating its long term growth plan
 - To create India's first Global Luxury fashion brand



TARUN TAHILIANI



TARUN TAHILIANI



Tarun Tahiliani

- Closed investment for strategic partnership within the brand 'Tarun Tahiliani' through:
 - 33.5% in the existing couture business
 - 80% stake in new entity to create a new brand in affordable premium men's ethnic wear
 - Brand to be launched by festive season

ADITYA BIRLA



FASHION & RETAIL



Way Forward

**COVID
Response**

**Distribution
Network**

**Market
Update**

**Q4 & FY
Highlights**

**Performance
of key
portfolios**

**Way
Forward**

**Company
Financials**



Lifestyle

- Continued product innovation with focus on category extension, premiumization & casualization
- Deeper penetration into tier 2-3 markets with new retail formats



Pantaloon

- Wider and deeper expansion into the country
- Accelerated brand investments
- Product value enhancement
- Ramp-up ecommerce



Other Businesses

- Inner wear to accelerate distribution expansion and strengthen ecommerce
- Global brands to build on ecommerce momentum; Create consumer delight through personalized services



Ethnic

- Aggressive ramp-up of acquired businesses
- Comprehensively play across price points and consumer segments



Company Financials

**COVID
Response**

**Distribution
Network**

**Market
Update**

**Q4 & FY
Highlights**

**Performance
of key
portfolios**

**Way
Forward**

**Company
Financials**

Financials

<i>ABFRL - Consolidated</i>	<i>In Rs. Cr.</i>	Q4 FY20	Q4 FY21	FY20	FY21
Revenue from Operations		1832	1822	8788	5249
Other Income		17	18	65	73
Total Income		1849	1839	8853	5322
EXPENSES					
Cost of Materials Consumed		223	165	786	421
Purchases of Stock-in-Trade		807	634	3801	1527
Changes in Inventories		-138	47	-362	615
Employee Benefits Expense		280	241	1068	865
Finance Costs		119	121	425	503
Depreciation & Amortisation		233	253	885	963
Rent Expense		106	87	487	11
Other Expenses		404	413	1797	1255
Total Expenses		2034	1960	8886	6160
Profit before Tax		-186	-122	-33	-838
Net Profit after Tax		-147	-196	-165	-736
Other Comprehensive Income		-2	4	5	2
Total Comprehensive Income		-148	-192	-160	-734
Non-Controlling Interest		-1	-58	-2	-63
Total Comprehensive Income (Owners)		-148	-134	-158	-671

<i>Consolidated Balance Sheet</i>	FY20	FY21
Net worth	1,088	2,676
Net Debt (net off Cash and Liquid Investment)	2,509	530
Lease Liability	2,502	2,463
Capital Employed	6,099	5,670
Net Block (incl CWIP)	798	1,312
Goodwill	1,983	1,997
Right of Use Assets	2,207	2,141
Investment	7	76
Deferred tax assets	195	334
Net Working Capital	909	(190)
Capital Employed	6,099	5,670

One time tax impact

- ₹ 68.8 Cr. due to one-time deferred tax due to non availability of tax depreciation on unamortized goodwill of ₹ 274 Cr.*
- ₹ 39.7 Cr. due to reconstitution of entities as part of Sabyasachi transaction (Not attributable to ABFRL)

Disclaimer

Certain statements made in this presentation may not be based on historical information or facts and may be “forward looking statements” including, but not limited to, those relating to general business plans & strategy of Aditya Birla Fashion and Retail Limited (“ABFRL”), its future outlook & growth prospects, future developments in its businesses, its competitive & regulatory environment and management’s current views & assumptions which may not remain constant due to risks and uncertainties. Actual results may differ materially from these forward-looking statements due to a number of factors, including future changes or developments in ABFRL’s business, its competitive environment, its ability to implement its strategies and initiatives and respond to technological changes and political, economic, regulatory and social conditions in the countries in which ABFRL conducts business. Important factors that could make a difference to ABFRL’s operations include global and Indian demand supply conditions, finished goods prices, feed stock availability and prices, cyclical demand and pricing in ABFRL’s principal markets, changes in Government regulations, tax regimes, competitors actions, economic developments within India and the countries within which ABFRL conducts business and other factors such as litigation and labour negotiations.

This presentation does not constitute a prospectus, offering circular or offering memorandum or an offer to acquire any shares and should not be considered as a recommendation that any investor should subscribe for or purchase any of ABFRL’s shares. Neither this presentation nor any other documentation or information (or any part thereof) delivered or supplied under or in relation to the shares shall be deemed to constitute an offer of or an invitation by or on behalf of ABFRL.

ABFRL, as such, makes no representation or warranty, express or implied, as to, and does not accept any responsibility or liability with respect to, the fairness, accuracy, completeness or correctness of any information or opinions contained herein. The information contained in this presentation, unless otherwise specified is only current as of the date of this presentation. ABFRL assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events or otherwise. Unless otherwise stated in this document, the information contained herein is based on management information and estimates. The information contained herein is subject to change without notice and past performance is not indicative of future results. ABFRL may alter, modify or otherwise change in any manner the content of this presentation, without obligation to notify any person of such revision or changes. This presentation may not be copied and disseminated in any manner.

INFORMATION PRESENTED HERE IS NOT AN OFFER FOR SALE OF ANY EQUITY SHARES OR ANY OTHER SECURITY OF ABFRL

This presentation is not for publication or distribution, directly or indirectly, in or into the United States, Canada or Japan. These materials are not an offer of securities for sale in or into the United States, Canada or Japan.

Aditya Birla Fashion and Retail Limited / CIN L18101MH2007PLC233901

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

Website www.abfrl.com **Email** invrelations.abfrl@adityabirla.com