August 8, 2026

BSE Limited
Scrip code: **535755**

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

Sub.: Outcome of the Board Meeting of the Company approving introduction & adoption of Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2026

Ref.: a. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") **and**
b. SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular")

Dear Sir/ Madam,

With reference to the captioned subject, this is to inform that the Board of Directors of the Company at its meeting held today i.e., Saturday, August 8, 2026, based on the recommendation of Nomination and Remuneration Committee (hereinafter referred to as "NRC") have *inter alia* considered and approved the introduction & adoption of Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2026 ("ABFRL ESOP Scheme 2026") in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB SE Regulations"), subject to the approval of members of the Company.

In this regard, brief details in accordance with the SEBI Listing Regulations read with aforesaid SEBI Master Circular are annexed herewith as **Annexure A**.

The meeting commenced at 1:00 p.m. and concluded at 2:55 p.m.

This is for your information and records.

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**
Rajeev Agrawal
Digitally signed by: Rajeev Agrawal
DN: CN = Rajeev Agrawal C = IN O = Personal
Date: 2026.08.08 15:40:25 +05'30'
Rajeev Agrawal
Company Secretary & Compliance Officer
ACS 18877

Encl: As above

ADITYA BIRLA FASHION AND RETAIL LIMITED
Registered Office:
Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400 070
CIN: L18101MH2007PLC233901
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Website: www.abfrl.com
E-mail: secretarial@abfrl.adityabirla.com

Annexure A

Sr. No.	Particulars	Details
a)	Brief details of options granted	The aggregate number of Stock Options proposed to be granted under the "ABFRL ESOP Scheme 2026" shall not be exercisable into more than 3,12,95,000 equity shares corresponding to ~2.5% of the paid-up equity share capital of the Company, on fully diluted basis, in one or more tranches.
b)	Whether the scheme is in terms of SEBI SBEB SE Regulations, 2021 (if applicable)	Yes, the ABFRL ESOP Scheme 2026 is in terms of SEBI SBEB SE Regulations, 2021.
c)	Total number of shares covered by these options	The total number of equity shares covered under these shall be 3,12,95,000.
d)	Pricing formula	The exercise price for the options shall not be less than face value of the shares of the Company and shall not exceed the prevailing fair market value of the shares as on the grant date, or exercise price as may be decided by the NRC, subject to compliance with the accounting policies laid down under the SEBI SBEB SE Regulations, 2021, Regulations. Each vested Option, upon exercise, shall entitle the eligible employee to apply for and be allotted 1 (One) equity share of the Company.
e)	Options vested	Not Applicable, as this outcome is pertaining to approval of the Scheme by the Board of Directors.
f)	Time within which option may be exercised	The vested Options shall be exercisable on payment of exercise price and applicable taxes according to the terms and conditions as determined and set forth under the ABFRL ESOP Scheme 2026, within a maximum period of 5 years from the date of vesting of such Options.
g)	Options exercised	Not Applicable, as this outcome is pertaining to approval of the Scheme by the Board of Directors.
h)	Money realized by exercise of options	
i)	The total number of shares arising as a result of exercise of option	
j)	Options lapsed	
k)	Variation of terms of options	

l)	Brief details of significant terms	The ABFRL ESOP Scheme 2026 shall be administered by the NRC, which will function as the Compensation Committee for the purposes of the Scheme. The ABFRL ESOP Scheme 2026 shall be implemented through the issuance of new equity shares by the Company. The grant of stock options under the ABFRL ESOP Scheme 2026 shall be made to eligible employees in accordance with the eligibility criteria prescribed under the Scheme. There shall be a minimum period of one (1) year between grant of options and vesting of options. The granted Options once vested shall entitle the Option holder to acquire equal number of Equity Shares, upon payment of exercise price and applicable taxes in accordance with terms and conditions of the ABFRL ESOP Scheme 2026.
m)	Subsequent changes or cancellation or exercise of such options	Not Applicable, as this outcome is pertaining to approval of the Scheme by the Board of Directors.
n)	Diluted earnings per share pursuant to issue of equity shares on exercise of options	

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