



May 27, 2021

**BSE Limited**

Scrip Code: **535755** & **890148**

**National Stock Exchange of India Limited**

Symbol: **ABFRL** & **ABFRLPP1**

**Sub.: Annual Secretarial Compliance Audit of Aditya Birla Fashion and retail Limited ("the Company") for the Financial Year ended March 31, 2021**

**Ref.: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("said Regulation")**

Dear Sir/ Madam,

M/s. Dilip Bharadiya & Associates, Company Secretaries, have conducted the Annual Secretarial Compliance Audit of the Company for the Financial Year ended March 31, 2021 in terms of Compliance of the said Regulation.

A copy of the report is enclosed herewith.

Trust you find the above in order.

Yours faithfully,

For **Aditya Birla Fashion and Retail Limited**

**Geetika Anand**

**Company Secretary & Compliance Officer**

*Encl.: As above*

**ADITYA BIRLA FASHION AND RETAIL LIMITED**

**Registered Office:**

Pirama l Agastya Corporate Park, Building 'A',  
4<sup>th</sup> and 5<sup>th</sup> Floor, Unit No. 401, 403, 501, 502,  
L.B.S. Road, Kurla, Mumbai - 400 070

**CIN:** L18101MH2007PLC233901

**Tel.:** +91 86529 05000

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**ANNUAL SECRETARIAL COMPLIANCE REPORT**  
**OF ADITYA BIRLA FASHION AND RETAIL LIMITED**  
**FOR THE YEAR ENDED MARCH 31, 2021**

To,  
The Board of Directors,  
**Aditya Birla Fashion and Retail Limited,**  
Piramal Agastya Corporate Park,  
Building A, 4<sup>th</sup> and 5<sup>th</sup> Floor,  
Unit No.401, 403, 501, 502,  
L.B.S. Road, Kurla, Mumbai 400070.

We have conducted the Annual Secretarial Compliance Audit of Aditya Birla Fashion and Retail Limited (*hereinafter referred to as "the Company"*) in terms of compliance with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, have examined all the:

- a) documents and records made available to us and explanation provided by the Company;
- b) the filings/ submissions made by the Company with Securities and Exchange Board of India ("SEBI") and the Stock Exchanges;
- c) other relevant documents/ filings,
- d) content on the website of the Company;

for the year ended March 31, 2021 ("*Review Period*") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by SEBI.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) SEBI (Share Based Employee Benefits) Regulations, 2014;
- c) SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- d) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- e) SEBI (Depositories and Participants) Regulations, 2018;
- f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;



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- g) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
  - h) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - i) SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013
- and circulars/ guidelines issued thereunder;

Based on the above examination, we hereby report that, during the Review Period, the Company has:

- a) complied with all the applicable provisions of the above Regulations and circulars/ guidelines issued thereunder except to the extent of compliance with Regulation 17(1)(b) of the SEBI Listing Regulations w.e.f. February 24, 2021. The Company is in due compliance with the said regulation w.e.f. May 19, 2021;
- b) maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder, to the extent applicable.

We further confirm that there have been no actions taken against the Company/ its promoters/ directors either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

We further confirm that the previous year Secretarial Compliance Report dated May 27, 2020 was clean and was unqualified.

For DILIP BHARADIYA & ASSOCIATES

DILIP BHARADIYA  
Proprietor  
FCS No.: 7956, CP No.: 6740  
UDIN : F007956C000375048



Place : Mumbai

Date : May 26, 2021