



May 30, 2022

**BSE Limited**  
Scrip Code: **535755**

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

**Sub.: Annual Secretarial Compliance Audit of Aditya Birla Fashion and retail Limited ("the Company") for the Financial Year ended March 31, 2022**

**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, 2022 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 and Compliance Officer**

*Encl.: As above*

**ADITYA BIRLA FASHION AND RETAIL LIMITED**

**Registered Office:**

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 - 400 070

**CIN:** L18101MH2007PLC233901  
**Tel.:** +91 86529 05000  
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**E-mail:** [secretarial@abfrl.adityabirla.com](mailto:secretarial@abfrl.adityabirla.com)

**ANNUAL SECRETARIAL COMPLIANCE REPORT**  
**OF ADITYA BIRLA FASHION AND RETAIL LIMITED**  
**FOR THE YEAR ENDED MARCH 31, 2022**

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, 2022 ("*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 (Prohibition of Insider Trading) Regulations, 2015;
- d) SEBI (Depositories and Participants) Regulations, 2018;
- e) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;



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- f) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018  
 g) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;  
 h) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 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 with respect of matters specified below;

Sr. No	Compliance Requirement (Regulations/Circulars/ guideline including specific clause)	Deviations	Remarks/ Observations of the Practicing Company Secretary
1.	Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015- Where the chairperson is related to promoter group, atleast half of the board should comprise of Independent Directors.	Since Chairperson of the Company is related to promoter group, listed entity shall have atleast half of the board of Directors as Independent Directors as on February 24, 2021.	The Company has appointed Mr. Arun Adhikari as an Independent Director w.e.f. May 19, 2021 and is in due compliance with Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.
2.	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019	The Company had made delayed application for obtaining trading approval of 8,97,10,503 equity shares under Rights issue.	We were informed that the Company had inadvertently failed to make trading application within 7 working days of grant of listing approval by the Stock Exchange. Further the Company has approached BSE limited for waiver of fine imposed for the said delay.

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- b) maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder, to the extent applicable.

The following are the details of actions taken against the listed entity/ ~~its promoters/ directors/ material subsidiaries~~ 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 there under:-

Sr.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations remarks of the Practicing Company Secretary, if any.
1.	Bombay Stock Exchange and National Stock Exchange of India Limited	Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015- Where the Chairperson is related to promoter group, atleast half of the board should comprise of Independent Directors	A fine of Rs. 5,000/- per day with effect from February 24, 2021 till the date of actual compliance was imposed on the Company. The Company has paid Rs. 4,95,600/- (including GST @18%) on August 24, 2021 to the Stock exchanges for delay in appointment of Independent Director by eighty-four days.	The Company has paid the fine and has been in due compliance with regard to Board composition.
2.	Bombay Stock Exchange	SEBI circular no. SEBI/HO/CFD/DIL2/C IR/P/2019/94 dated 19/08/2019- Failure to make trading application within stipulated time.	A fine of Rs. 20,000/- per day was imposed on the Company. The Company had paid Rs. 20,000/- (Including GST @18%) on August 23, 2021 for delay in making trading application by a period of one day.	The Company has paid the fine and all the subsequent applications have been made in prescribed timelines.

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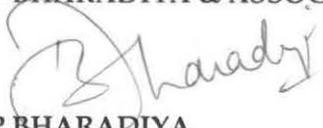


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The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Non-compliance of Regulation 17 (1)(b) of SEBI-LODR Regulations, 2015	FY 2020-21	The Company appointed Mr. Arun Adhikari as an Independent Director of the Company with effect from May 19, 2021.	The Company appointed an Independent Director and duly complied with the provisions of Regulation 17(1)(b) of SEBI Listing Regulations, 2015.

For DILIP BHARADIYA & ASSOCIATES

  
**DILIP BHARADIYA**  
 Partner  
 FCS No.: 7956, CP No.: 6740  
 UDIN : F007956D000338198



Place : Mumbai  
 Date : May 18, 2022