



May 29, 2025

BSE Limited
Scrip Code: **535755**

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

Sub.: Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2025

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

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, 2025 in terms of compliance of the said SEBI Listing Regulations.

A copy of the report is enclosed herewith.

Trust you find the above in order.

Yours faithfully,
For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary

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

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Website: www.abfrl.com

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Dilip Bharadiya

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B.Com., LLB, PGDSLCL, A.C.S.

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DILIP BHARADIYA & ASSOCIATES

COMPANY SECRETARIES

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ANNUAL SECRETARIAL COMPLIANCE REPORT
OF ADITYA BIRLA FASHION AND RETAIL LIMITED
FOR THE YEAR ENDED MARCH 31, 2025

To,
The Board of Directors,
ADITYA BIRLA FASHION AND RETAIL LIMITED
Piramal Agastya Corporate Park,
Building A, 4th and 5th Floor,
Unit No.401, 403, 501, 502,
L. B.S. Road, Kurla, Mumbai-400070.

We, Dilip Bharadiya & Associates, Practicing Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Aditya Birla Fashion and Retail Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Piramal Agastya Corporate Park, Building A, 4th and 5th Floor, Unit No.401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai-400070. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide my observations thereon for the year ended March 31, 2025.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that we have examined:

- all the documents and records made available to us and explanation provided by Aditya Birla Fashion and Retail Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the Stock Exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March 2025** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



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

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "(SEBI LODR Regulations)";
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- to the extent applicable;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- Not applicable during the period under review;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – to the extent applicable;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 – to the extent applicable;
- i) Companies Act, 2013 and rules made thereunder;
- j) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - to the extent applicable; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the	Observations made in the secretarial compliance report for the	Compliance Requirement (Regulations/ circulars/ guidelines)	Details of violation / deviations and actions taken /	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
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	previous reports) (PCS)	year ended 31 st March 2024	including specific clause)	penalty imposed, if any, on the listed entity		
1	Regulation 29(1) & (2) of SEBI (LODR) Regulations, 2015- Prior Intimation of the Meeting of Board of Directors.- Non-Submission of prior intimation about the meeting of the board of directors in which fund-raising proposal was considered	The Company has not intimated regarding proposal for fund raising about issuance of NCD amounting to Rs. 750 crores to National Stock Exchange India Limited	Regulation 29(1) & (2) of SEBI (LODR) Regulations, 2015	Non-Submission of prior intimation about the meeting of the board of directors in which fund-raising proposal was considered	The information w.r.t the issuance of NCD amounting to ₹ 750 crores was already submitted to BSE and available in public domain. Hence, our intention was to complete the aforesaid compliance by submitting the announcement to the Stock Exchanges. However, due to technical issues faced by the Company at the time of submission on NSE, the intimation could not be submitted. A waiver application was submitted by the Company to NSE on October 23, 2023. NSE has informed the Company vide letter dated May 22, 2024 that the same was not considered favourably and levied the penalty of Rs. 10,000/-	The Company has paid the requisite levied fine of Rs. 11,800/-



- c) I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	NA
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes Yes	NA
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	Yes Yes Yes	NA
4	Disqualification of Director(s): None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013.	Yes	NA
5	Details related to subsidiaries of listed entities: <ul style="list-style-type: none"> a) Identification of material subsidiary companies. b) Requirements with respect to disclosure of material as well as other subsidiaries. 	Yes Yes	Complied
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI (LODR) Regulations.	Yes	NA
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	NA
8	Related Party Transactions: <ul style="list-style-type: none"> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee. 	Yes Yes	The listed entity has obtained prior approval / timely ratified for all Related Party Transactions by the Audit Committee.



9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations within the time limits prescribed thereunder.	Yes	NA
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11	Actions taken by SEBI or Stock Exchange(s), if any: No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	No actions were taken by SEBI or by Stock Exchanges
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	During the year under review, there was no resignation of Statutory Auditors from the listed entity or its material subsidiary. Hence, disclosure related to resignation of statutory auditor from listed entity and its material subsidiary as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October 2019 is not applicable.
13	No additional non-compliances observed: No additional non-compliances observed for any of the SEBI regulation/circular/guidance SEBI note etc. except as reported above.	NA	No additional non-compliances were observed

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai
Date: May 29, 2025

For **DILIP BHARADIYA & ASSOCIATES**



DILIP BHARADIYA
Partner

FCS No.: 7956., C P No.:6740

UDIN: F007956G000492154

PEER REVIEW NUMBER: 5825/2024

