



May 27, 2026

BSE Limited
Scrip code: 535755

National Stock Exchange of India Limited
Symbol: ABFRL

Sub.: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2026

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

Dear Sir/ Madam,

With reference to the captioned subject, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2026, issued by M/s. BNP & Associates, Company Secretaries.

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
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
Tel.: +91 86529 05000
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Website: www.abfrl.com

E-mail: secretarial@abfrl.adityabirla.com

**SECRETARIAL COMPLIANCE REPORT OF ADITYA BIRLA FASHION AND RETAIL LIMITED
for the Financial Year ended March 31, 2026**

We BNP and Associates, 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 (CIN: L18101MH2007PLC233901) and 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, Maharashtra, 400070. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

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 and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the Financial Year ended March 31, 2026, complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We, BNP & Associates, the Secretarial Auditors of the listed entity, have examined:

- (a) all the relevant documents and records made available to us as well as the explanations provided by the listed entity for the purposes of our audit,
- (b) the filings/ submissions made by the listed entity to the Stock Exchange(s),
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this Report,

for the financial year ended March 31, 2026 ("Review Period") in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board Of India ("SEBI").
- (b) 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 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") as amended from time to time;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST"); (to the extent applicable);
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – (Not applicable during the Review period)
- (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;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015*;

*The listed entity has also maintained a Structured Digital Database ("SDD") pursuant to the requirements of regulation 3 (5) and 3 (6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 as amended from time to time;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Master Circular No. SEBI/HO/DDHS/DDHS PoD/P/CIR/2025/0000000137 dated October 15, 2025 as amended from time to time for Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper;

and the circulars/ guidelines issued thereunder;

Based on the above examination, we 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. (a) | Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b) | Regulation / Circular No. (c) | Deviations (d) | Action Taken by (e) | Type of Action (f) |
|-------------|---|---|----------------|---------------------|----------------------------|
| 1. | Regulation 31 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation 31 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | - | - | - |
| 2. | Regulation 60(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | SEBI circular no. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 amended from time to time. | 1 day delay | BSE Limited (BSE) | BSE has levied the penalty |

| Details of Violation (g) | Fine Amount (h) | Observations/Remarks of the Practicing Company Secretary (i) | Management response (j) | Remarks (k) |
|--|-----------------|---|---|-------------|
| Delay in intimation regarding Shareholding Pattern filed for the quarter ended June 30, 2025 to the Bombay Stock Exchange Limited. | - | The listed entity has committed a delay in intimating the Shareholding Pattern for the quarter ended June 30, 2025, to BSE Limited (BSE). The | The intimation of Shareholding pattern was filed with the BSE on July 22, 2025, one day after the due date because of technical glitches. | As stated, |



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|---|---|---|---|---|
| | | delay, as explained to us was due to a technical issue encountered during the filing process. The entity has subsequently submitted the required clarification to BSE, explaining the circumstances leading to the delay. | | |
| 1 day delay in filing an intimation of Record Date for purpose of payment of interest amount of Non-Convertible Debentures bearing ISIN: INE647008123 to BSE as required under Regulation 60(2) of SEBI (LODR) Regulations, 2015. | BSE imposed a fine of Rs. 11,800/- (Rupees Eleven Thousand Eight Hundred Only) (Inclusive of Taxes) upon the listed entity. | The listed entity has committed a delay in filing an intimation as regards the fixation of Record Date for purpose of payment of interest amount of Non-Convertible Debentures bearing ISIN: INE647008123 to BSE. | There was an inadvertent delay of 1 day in filing an intimation of record date under (Reg. 60(2) of and SEBI LODR) for payment of interest obligations of NCDs issued by the listed entity. The listed entity has submitted a request to BSE for seeking waiver of the said fine. The listed entity has generally been regular and prompt in complying with all the regulatory requirements and has not committed any such non-compliance previously. | - |

(b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

| Sr. No. (a) | Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS) (b) | Observations made in the Secretarial compliance report for the year ended (c) | Compliance Requirements (d) | Details of violation/d eviations and actions taken / penalty imposed, if any (e) | Remedial actions if any taken by the Company (f) | Comments of the PCS on the actions taken by the Company (f) |
|-------------|--|---|-----------------------------|--|--|---|
| None | | | | | | |



I. We 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. | <p><u>Secretarial Standards:</u> The compliances made the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) which have mandatory application.</p> | Yes | The listed entity has generally complied with the requirements of Secretarial Standard 1 and Secretarial Standard 2 respectively in respect of meetings of the Board and its Committees and General meetings of Members as notified by the Central Government under Section 118(10) of the Act. |
| 2. | <p><u>Adoption and timely Updation of the Policies:</u></p> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entities• All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated on time, as per the regulations/circulars/guidelines issued by SEBI. | Yes | Complied |
| 3. | <p><u>Maintenance and disclosure on Website:</u></p> <ul style="list-style-type: none">• The Listed Entity is maintaining a functioning website• Timely dissemination of the documents/information under a separate section on the website• Web-links provide in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | Complied |

| | | | |
|----|---|-----|---|
| 4. | <u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the Bank | Yes | The listed entity has provided the required confirmation on the same and reliance has been placed on the same. |
| 5. | <u>Details related to Subsidiaries of the listed entity have been examined w.r.t.</u> (a) Identification of material subsidiary companies (b) Disclosure Requirements of material as well as other subsidiaries | Yes | Complied |
| 6. | <u>Preservation of Documents:</u> 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. | Yes | Complied |
| 7. | <u>Performance Evaluation:</u> 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 | Complied |
| 8. | <u>Related Party Transactions:</u> (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 | Complied The listed entity has ratified two related party transactions at its Audit Committee meeting held on February 05, 2026. The listed entity has placed all the required information as per SEBI (LODR) Regulations to the Audit Committee for ratification. |
| 9. | <u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | Generally Complied |

| | | | |
|-----|--|----------------|--|
| | | | |
| 10. | <p>Prohibition of Insider Trading The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p> | Yes | Complied |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been 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</p> | Yes | The listed entity has made delayed intimation as regards fixation of the record date for payment on interest on the Non-Convertible Debentures. The listed entity has made an application to the BSE for waiver of fine. |
| 12. | <p>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 subsidiaries 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</p> | Not Applicable | There has been no resignation by the Statutory Auditor of the listed entity during the review period. |
| 13. | <p>Additional non-compliances, if any: No any additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p> | Not Applicable | No additional non-compliance has been observed during the Review period. |

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46 (2) (za) of the SEBI LODR.

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 certify 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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
[PR No.: 7353/2025]**



A handwritten signature in black ink, appearing to read "Kalidas Ramaswami".

**Kalidas Ramaswami
Partner**

**FCS No.: 2440- COP No.: - 22856
UDIN: - F002440H000465661**

**Date: - May 25, 2026
Place: Mumbai**