



May 29, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Sub.: Annual Secretarial Compliance Audit of the Company for the Financial Year ended March 31, 2019

Ref.: Scrip Codes (Equity): BSE - 535755; NSE - ABFRL

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, 2019 in terms of Compliance under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of their report is enclosed herewith (*Annexure A*).

Trust you find the above in order.

Yours faithfully,
For Aditya Birla Fashion and Retail Limited


Geetika Anand
Asst. Vice President & Company Secretary



Encl.: As above

Dilip Bharadiya
B.Com., A.C.A., F.C.S.
Proprietor

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, 2019

To,
The Board of Directors,
Aditya Birla Fashion and Retail Limited,
701-704, 7th Floor, Skyline Icon Business Park,
86-92, Off A.K. Road, Marol Village,
Andheri East, Mumbai,
Maharashtra- 400059

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 documents and records made available to us and explanation provided by the Company;
- the filings/ submissions made by the Company to the Stock Exchanges;
- website of the Company;
- other relevant documents/ filings,

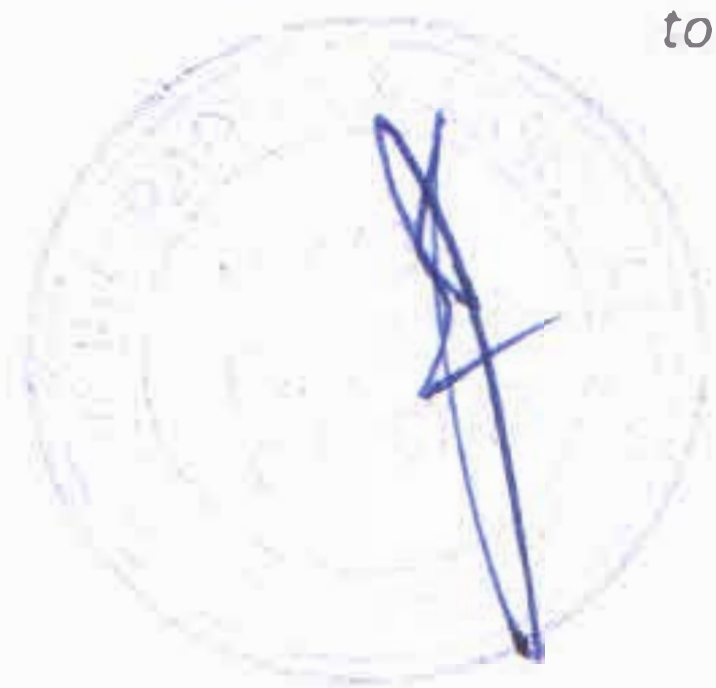
for the year ended March 31, 2019 (*"Review Period"*) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956, 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: -

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- SEBI (Share Based Employee Benefits) Regulations, 2014;
- SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- SEBI (Depositories and Participants) Regulations, 2018;
- SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not Applicable to the Company during the Review Period*);
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (*Not Applicable to the Company during the Review Period*);

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- i) SEBI (Buyback of Securities) Regulations, 2018 *(Not applicable to the Company during the Review Period);*
- j) SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 *(Not applicable to the Company during the Review Period).*

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

- a) complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- b) maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

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.

This is the first Annual Secretarial Compliance Report of the Company. Accordingly, there are no previous/ outstanding observations to be reported.

For **DILIP BHARADIYA & ASSOCIATES**



DILIP BHARADIYA
Proprietor

Place : Mumbai

Date : May 29, 2019

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