

FUTURE RETAIL



30th June, 2020

To
Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051

Scrip Code: 540064
Scrip Code of Debt : 958809, 958810 & 959518

Symbol: FRETAIL

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2020.

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the year ended 31st March, 2020.

Kindly take the above on your record.

Thanking you,

Yours faithfully,
For Future Retail Limited

Virendra Samani
Company Secretary

Encl.: a/a

Off. : Panchsheel 3A/101, Raheja Township, Rani Sati Marg, Malad (E), Mumbai - 400097
Mailing Address : Panchsheel 1A/203, Raheja Township, Rani Sati Marg, Malad (E), Mumbai - 400097

Secretarial compliance report of Future Retail Limited (the "Company") for the year ended 31st March, 2020

To,
The Board of Directors
Future Retail Limited
Knowledge House, Off. Jogeshwari - Vikhroli Link Road
Jogeshwari (East), Mumbai - 400 060

I, Bindu Darshan Shah, Proprietor of K Bindu & Associates, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by the Company;
- b) the filings/ submissions made by the Company to the stock exchanges;
- c) website of the Company;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (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;
- (b) 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;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; -
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not applicable for the period under review**

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) any other regulations as applicable

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. However, in absence of any transaction relating to Buyback of securities and issue of Non-convertible and Redeemable Preference Shares during the Review Period, the compliance of relevant Regulations as specified above did not arise.
- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) No actions were taken against the Company/ 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 thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

**For K Bindu & Associates
Company Secretaries**

BINDU
DARSHAN SHAH

Digitally signed by
BINDU DARSHAN SHAH
Date: 2020.06.30
13:01:10 +05'30'

**Bindu Darshan Shah
Proprietor**

ACS No.: 20066 C P 7378

Date: 30.06.2020

Place : Mumbai

UDIN : A020066B000400701