

24th May, 2019

To,

Dept. of Corporate Services (CRD) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai - 400 001</u> Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra - Kurla Complex, Bandra (East) <u>Mumbai - 400 051</u>

BSE Scrip Code: 540064

NSE Symbol: FRETAIL

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February, 2019, please find enclose herewith Annual Secretarial Compliance Report for the year ended 31st March, 2019.

Kindly take the above on your record.

Thanking you,

Yours faithfully, for Future Retail Limited

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Virendra Samani Company Secretary

Encl.: a/a



K Bindu & Associates

Company Secretaries

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 for the Financial Year ended 31st March, 2019

We, K Bindu & Associates, have examined:

- all the documents and records made available to us and explanation provided by Future Retail Limited ("the Company");
- b) the filings / submissions made by the Company to the Stock Exchanges;
- c) website of the Company;
- d) other document / filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with request to 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;
- (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;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) any other regulations and circulars / guidelines issued and as applicable to the Company from time to time;

and based on the above examination, we 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 does 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



Place: Mumbai Date: May 24, 2019 For K Bindu & Associates Company Secretaries

no

Bindu Darshan Shah Proprietor ACS No.: 20066 C P No.:7378