



**COMPLIANCE REPORT ON CORPORATE GOVERNANCE IN TERMS OF REGULATION 27(2) OF THE
SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

ANNEXURE I

Name of the Company	:	Aditya Birla Fashion and Retail Limited [Scrip codes: BSE - 535755 and NSE – ABFRL]
Quarter ending	:	December 31, 2021

I. COMPOSITION OF THE BOARD OF DIRECTORS

Title (Mr./Ms.)	Name of the director	PAN	DIN	Category	Date of birth	Whether special resolution passed? (Refer Reg. 17(1A) of SEBI Listing Regulations) If yes, date of passing Special Resolution	Initial date of appointment	Date of reappointment	Date of cessation	Tenure of director ⁽¹⁾ (in months)	Number of directorship in listed entities including this listed entity (Refer Reg. 17A(1) of SEBI Listing Regulations)	Number of independent directorship in listed entities including this listed entity (Refer Reg. 17A(1) of SEBI Listing Regulations)	Number of memberships in audit/ stakeholder committee(s) including this listed entity (Refer Reg. 26(1) of SEBI Listing Regulations) ⁽²⁾	Number of post of chairperson in audit/ stakeholder committee held in listed entities including this listed entity (Refer Reg. 26(1) of SEBI Listing Regulations) ⁽²⁾
Mr.	Kumar Mangalam Birla	AFFPB5926H	00012813	Chairperson related to Promoter - Non-executive - Non Independent Director	June 14, 1967	N.A.	February 24, 2021	-	-	N.A.	7	-	-	-
Mr.	Himanshu Kapania	AAIPK2985J	03387441	Non-executive - Non Independent Director	April 23, 1961	N.A.	January 1, 2020	September 9, 2021	-	N.A.	2	-	2	1
Mr.	Ashish Dikshit	ADXPA0013B	01842066	Executive - Managing Director	July 15, 1969	N.A.	February 1, 2018	-	-	N.A.	1	-	-	-
Mr.	Arun Adhikari	AEQPA0493K	00591057	Non-executive - Independent Director	January 20, 1954	N.A.	May 19, 2021	-	-	7	5	5	4	-
Mr.	Nish Bhutani	APUPB6468E	03035271	Non-executive - Independent Director	March 7, 1967	N.A.	June 5, 2020	-	-	18	1	1	1	-
Ms.	Preeti Vyas	AAAPV4921B	02352395	Non-executive - Independent Director	November 26, 1956	N.A.	March 31, 2021	-	-	9	2	2	1	-
Ms.	Sangeeta Pendurkar	ACFPP8033R	03321646	Executive Director	January 24, 1966	N.A.	February 24, 2021	-	-	N.A.	1	-	2	-
Ms.	Sukanya Kripalu	AAAPK9658A	06994202	Non-executive - Independent Director	October 30, 1960	N.A.	October 13, 2014	August 21, 2019	-	86	4	4	8	-



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Title (Mr./ Ms.)	Name of the director	PAN	DIN	Category	Date of birth	Whether special resolution passed? (Refer Reg. 17(1A) of SEBI Listing Regulations) If yes, date of passing Special Resolution	Initial date of appointment	Date of reappointment	Date of cessation	Tenure of director ⁽¹⁾ (in months)	Number of directorship in listed entities including this listed entity (Refer Reg. 17A(1) of SEBI Listing Regulations)	Number of independent directorship in listed entities including this listed entity (Refer Reg. 17A(1) of SEBI Listing Regulations)	Number of memberships in audit/ stakeholder committee(s) including this listed entity (Refer Reg. 26(1) of SEBI Listing Regulations) ⁽²⁾	Number of post of chairperson in audit/ stakeholder committee held in listed entities including this listed entity (Refer Reg. 26(1) of SEBI Listing Regulations) ⁽²⁾
Mr.	Sunirmal Talukdar	ABNPT6999B	00920608	Non-executive - Independent Director	December 6, 1951	N.A.	March 11, 2020	-	-	21	5	5	8	5
Mr.	Vikram Rao	AANPR3719C	00017423	Non-executive - Non Independent Director	September 10, 1950	N.A.	March 17, 2021	-	-	N.A.	1	-	1	-
Mr.	Vishak Kumar	ABJPK7731J	09078653	Executive Director	June 23, 1972	N.A.	February 24, 2021	-	-	N.A.	1	-	-	-
Mr.	Yogesh Chaudhary	AFKPC1923P	01040036	Non-executive - Independent Director	October 9, 1986	N.A.	March 17, 2021	-	-	9	1	1	-	-
Whether Regular chairperson appointed					Yes									
Whether Chairperson is related to managing director or CEO					No									

(1) In terms of the Circular bearing No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021 issued by Securities and Exchange Board of India ("SEBI"), the tenure is provided only for Independent Directors from the date of appointment upto December 31, 2021.

(2) Deemed public companies have also been considered in the count of Memberships/Chairpersonships for the Audit and Stakeholders Committee.



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II. COMPOSITION OF COMMITTEES

Sr. No.	Name of the Committee	Whether Regular Chairperson appointed (Yes/No)	Name of the Committee members	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of appointment	Date of cessation
1.	Audit Committee	Yes	Mr. Sunirmal Talukdar	00920608	Non-executive - Independent Director - Chairperson	March 11, 2020	-
			Mr. Arun Adhikari	00591057	Non-executive - Independent Director - Member	May 28, 2021	-
			Mr. Nish Bhutani	03035271	Non-executive - Independent Director - Member	June 5, 2020	-
			Ms. Sukanya Kripalu	06994202	Non-executive - Independent Director - Member	October 28, 2014	-
2.	Nomination and Remuneration Committee	Yes	Ms. Sukanya Kripalu	06994202	Non-executive – Independent Director - Chairperson	October 28, 2014	-
			Mr. Arun Adhikari	00591057	Non-executive - Independent Director - Member	May 28, 2021	-
			Mr. Nish Bhutani	03035271	Non-executive - Independent Director - Member	June 5, 2020	-
			Mr. Sunirmal Talukdar	00920608	Non-executive - Independent Director - Member	March 11, 2020	-
			Mr. Himanshu Kapania	03387441	Non-Executive - Non Independent Director - Member	November 3, 2021	-
3.	Risk Management and Sustainability Committee	Yes	Mr. Sunirmal Talukdar	00920608	Non-executive - Independent Director - Chairperson	March 11, 2020	-
			Mr. Himanshu Kapania	03387441	Non-Executive - Non Independent Director - Member	January 1, 2020	-
			Mr. Vikram Rao	00017423	Non-executive - Non Independent Director - Member	April 1, 2021	-
			Mr. Yogesh Chaudhary	01040036	Non-executive - Independent Director - Member	May 28, 2021	-
4.	Stakeholders Relationship Committee	Yes	Mr. Himanshu Kapania	03387441	Non-Executive Director - Non Independent Director- Chairperson	January 1, 2020	-
			Ms. Sukanya Kripalu	06994202	Non-executive - Independent Director - Member	October 28, 2014	-
			Mr. Vikram Rao	00017423	Non-executive - Non Independent Director - Member	April 1, 2021	-
5.	Corporate Social Responsibility Committee	Yes	Mr. Himanshu Kapania	03387441	Non-Executive Director - Non Independent Director - Chairperson	January 1, 2020	-
			Mr. Nish Bhutani	03035271	Non-executive - Independent Director - Member	June 5, 2020	-
			Ms. Preeti Vyas	02352395	Non-executive - Independent Director - Member	May 28, 2021	-
			Mr. Yogesh Chaudhary	01040036	Non-executive - Independent Director - Member	April 1, 2021	-



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III. MEETING OF BOARD OF DIRECTORS

Sr. No.	Date(s) of meeting(s) (if any) in the previous quarter and current quarter	Maximum gap between any two consecutive meetings ⁽¹⁾ (in number of days)	Note for not providing date	Whether requirement of quorum met (Yes/No)	Number of directors present (All Directors including Independent Director)	Number of independent directors present
1.	July 30, 2021	-	N.A.	Yes	11 out of 12	5 out of 6
2.	August 18, 2021	18	N.A.	Yes	7 out of 12	5 out of 6
3.	November 3, 2021	76	N.A.	Yes	11 out of 12	6 out of 6
4.	December 14, 2021	40	N.A.	Yes	10 out of 12	6 out of 6

Note: (1) Excluding the day of meeting.

IV. MEETING OF COMMITTEES

Sr. No.	Name of the committee	Date(s) of meeting(s) of the committee in the previous quarter and current quarter	Maximum gap between any two consecutive meetings in number of days ⁽¹⁾	Reason for not providing date	Whether requirement of quorum met (Yes/No)	Number of directors present (All Directors including Independent Director)	Number of independent directors present
1.	Audit Committee	July 30, 2021	-	N.A.	Yes	4 out of 4	4 out of 4
2.	Audit Committee	August 17, 2021	17	N.A.	Yes	4 out of 4	4 out of 4
3.	Audit Committee	November 3, 2021	77	N.A.	Yes	4 out of 4	4 out of 4
4.	Nomination and Remuneration Committee	August 18, 2021	-	N.A.	Yes	4 out of 4	4 out of 4
5.	Nomination and Remuneration Committee	November 3, 2021	76	N.A.	Yes	4 out of 4	4 out of 4
6.	Risk Management and Sustainability Committee	August 17, 2021	N.A.	N.A.	Yes	4 out of 4	2 out of 2
7.	Stakeholders Relationship Committee	August 17, 2021	N.A.	N.A.	Yes	3 out of 3	1 out of 1

Note: (1) Excluding the day of meeting.

V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/N.A.)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. AFFIRMATIONS

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"): **Yes**
- The composition of the following committees is in terms of SEBI Listing Regulations:



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- a. Audit Committee: **Yes**
- b. Nomination and Remuneration Committee: **Yes**
- c. Stakeholders Relationship Committee: **Yes**
- d. Risk Management Committee: **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Listing Regulations: **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI Listing Regulations: **Yes**
5. a. The report submitted in the previous quarter has been placed before board of directors at its meeting held on November 3, 2021 (*"said report"*). There were no specific comments/ observations/ advice of the Board on the said report.
- b. This report will be placed at the meeting of Board of Directors of the Company for the quarter ended on December 31, 2021. Comments/ observations/ advice of the Board thereon, if any, will be reported in the report with respect to the quarter ended March 31, 2022.

For **Aditya Birla Fashion and Retail Limited**

Geetika Anand
Company Secretary and Compliance Officer

Place : Mumbai
Date : January 18, 2022

Registered Office:

Piramal Agastya Corporate Park, Building 'A',
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