



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, 2022 |

I. COMPOSITION OF THE BOARD OF DIRECTORS

| Title (Mr./ Ms.) | Name of the director | PAN | DIN | Category | Date of birth | Whether the Director is disqualified? | Current status | 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 | AEFPB5926H | 00012813 | Chairperson related to Promoter - Non-executive - Non-Independent Director | June 14, 1967 | No | Active | N.A. | February 24, 2021 | - | - | N.A. | 7 | - | - | - |
| Mr. | Himanshu Kapania | AAIPK2985J | 03387441 | Non-executive - Non-Independent Director | April 23, 1961 | No | Active | N.A. | January 1, 2020 | - | - | N.A. | 2 | - | 2 | 1 |
| Mr. | Ashish Dikshit | ADXPA0013B | 01842066 | Executive - Managing Director | July 15, 1969 | No | Active | N.A. | February 1, 2018 | - | - | N.A. | 1 | - | - | - |
| Mr. | Arun Adhikari | AEQPA0493K | 00591057 | Non-executive - Independent Director | January 20, 1954 | No | Active | N.A. | May 19, 2021 | May 19, 2021 | - | 19.13 | 5 | 5 | 4 | - |
| Mr. | Nish Bhutani | APUPB6468E | 03035271 | Non-executive - Independent Director | March 7, 1967 | No | Active | N.A. | June 5, 2020 | June 5, 2020 | - | 30.26 | 1 | 1 | 1 | - |
| Ms. | Preeti Vyas | AAAPV4921B | 02352395 | Non-executive - Independent Director | November 26, 1956 | No | Active | N.A. | March 31, 2021 | March 31, 2021 | - | 21.01 | 2 | 2 | 1 | - |
| Ms. | Sangeeta Pendurkar | ACFPP8033R | 03321646 | Executive Director | January 24, 1966 | No | Active | N.A. | February 24, 2021 | - | - | N.A. | 2 | 1 | 2 | - |



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| Title (Mr./ Ms.) | Name of the director | PAN | DIN | Category | Date of birth | Whether the Director is disqualified? | Current status | 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⁾ |
|--|----------------------|------------|----------|--------------------------------------|--------------------|---------------------------------------|----------------|---|-----------------------------|-----------------------|-------------------|---|--|--|---|--|
| Ms. | Sukanya Kripalu | AAAPK9658A | 06994202 | Non-executive - Independent Director | October 30, 1960 | No | Active | N.A. | October 13, 2014 | August 21, 2019 | - | 98.19 | 4 | 4 | 8 | - |
| Mr. | Sunirmal Talukdar | ABNPT6999B | 00920608 | Non-executive - Independent Director | December 6, 1951 | No | Active | N.A. | March 11, 2020 | March 11, 2020 | - | 33.21 | 5 | 5 | 6 | 4 |
| Mr. | Vikram Rao | AANPR3719C | 00017423 | Non-executive - Independent Director | September 10, 1950 | No | Active | N.A. | May 18, 2022 | May 18, 2022 | - | 7.14 | 1 | 1 | 1 | - |
| Mr. | Vishak Kumar | ABJPK7731J | 09078653 | Executive Director | June 23, 1972 | No | Active | N.A. | February 24, 2021 | - | - | N.A. | 1 | - | - | - |
| Mr. | Yogesh Chaudhary | AFKPC1923P | 01040036 | Non-executive - Independent Director | October 9, 1986 | No | Active | N.A. | March 17, 2021 | March 17, 2021 | - | 21.15 | 1 | 1 | - | - |
| Mr. | Pankaj Sood | AMJPS3848M | 05185378 | Non - executive - Nominee Director | July 11, 1975 | No | Active | N.A. | September 20, 2022 | - | - | N.A. | 2 | - | 1 | - |
| Whether Regular chairperson appointed | | | | | Yes | | | | | | | | | | | |
| Whether Chairperson related to MD 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, 2022.

(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 - 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 - 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 - Independent Director - Member | April 1, 2021 | - |
| 5. | Corporate Social Responsibility Committee | Yes | Mr. Himanshu Kapania | 03387441 | Non-executive - 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) | Total Number of Director as on date of the Meeting | Number of directors present | Number of independent directors present |
|---------|--|--|-----------------------------|---|--|-----------------------------|---|
| 1. | July 26, 2022 | - | N.A. | Yes | 12 | 10 out of 12 | 7 out of 7 |
| 2. | August 5, 2022 | 9 | N.A. | Yes | 12 | 12 out of 12 | 7 out of 7 |
| 3. | September 20, 2022 | 45 | N.A. | Yes | 12 | 10 out of 12 | 7 out of 7 |
| 4. | November 4, 2022 | 44 | N.A. | Yes | 13 | 13 out of 13 | 7 out of 7 |

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) | Total Number of Director as on date of the Meeting | Number of Directors present | Number of Independent Directors present | No. of Members attending the meeting (other than the Board) ⁽²⁾ |
|---------|--|--|---|-------------------------------|---|--|-----------------------------|---|--|
| 1. | Audit Committee | August 5, 2022 | - | N.A. | Yes | 4 | 4 out of 4 | 4 out of 4 | - |
| 2. | Audit Committee | August 8, 2022 | 2 | N.A. | Yes | 4 | 4 out of 4 | 4 out of 4 | - |
| 3. | Audit Committee | November 4, 2022 | 87 | N.A. | Yes | 4 | 4 out of 4 | 4 out of 4 | - |
| 4. | Nomination and Remuneration Committee | August 5, 2022 | - | N.A. | Yes | 5 | 5 out of 5 | 4 out of 4 | - |
| 5. | Nomination and Remuneration Committee | September 20, 2022 | 45 | N.A. | Yes | 5 | 4 out of 5 | 3 out of 4 | - |
| 6. | Risk Management and Sustainability Committee | August 8, 2022 | N.A. | N.A. | Yes | 4 | 4 out of 4 | 3 out of 3 | - |
| 7. | Stakeholders Relationship Committee | August 8, 2022 | N.A. | N.A. | Yes | 3 | 3 out of 3 | 2 out of 2 | - |

Note: (1) Excluding the day of meeting.

(2) Mandatory for Risk Management and Sustainability Committee only.

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

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"): **Yes**
2. The composition of the following committees is in terms of SEBI Listing Regulations:
 - a. Audit Committee: **Yes**
 - b. Nomination and Remuneration Committee: **Yes**



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- 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 4, 2022 (*"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, 2022. Comments/ observations/ advice of the Board thereon, if any, will be reported in the report with respect to the quarter ended March 31, 2023.

For **Aditya Birla Fashion and Retail Limited**

Anil Malik
Company Secretary and Compliance Officer
A11197

Place : Mumbai
Date : January 18, 2023

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

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