



**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	:	June 30, 2023

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.	Ashish Dikshit	ADXPA0013B	01842066	Executive - Managing Director	July 15, 1969	No	Active	N.A.	February 1, 2018	-	-	N.A.	1	-	1	-
Mr.	Arun Kumar Adhikari	AEQPA0493K	00591057	Non-executive - Independent Director	January 20, 1954	No	Active	N.A.	May 19, 2021	May 19, 2021	-	25.13	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	-	36.26	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	-	27.01	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 Anand Kripalu	AAAPK9658A	06994202	Non-executive - Independent Director	October 30, 1960	No	Active	N.A.	October 13, 2014	August 21, 2019	-	104.19	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	-	39.21	5	5	6	4
Mr.	Vikram Dhondu Rao	AANPR3719C	00017423	Non-executive - Independent Director	September 10, 1950	No	Active	N.A.	May 18, 2022	May 18, 2022	-	13.14	1	1	1	1
Mr.	Harihara 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	-	27.15	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	-
Mr.	Aryaman Vikram Birla	CFJPB9114E	08456879	Non-executive - Non-Independent Director	July 9, 1997	No	Active	N.A.	January 30, 2023	-	-	N.A.	2	-	-	-
Ms.	Ananyashree Birla	BMNPN3760N	06625036	Non-executive - Non-Independent Director	July 17, 1994	No	Active	N.A.	January 30, 2023	-	-	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 June 30, 2023.

(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. Kumar Mangalam Birla	00012813	Chairperson related to Promoter - Non-executive - Non-Independent Director - Member	February 7, 2023	-
3.	Risk Management and Sustainability Committee	Yes	Mr. Sunirmal Talukdar	00920608	Non-executive - Independent Director - Chairperson	March 11, 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. Vikram Rao	00017423	Non-executive - Independent Director - Chairperson	April 1, 2021	-
			Ms. Sukanya Kripalu	06994202	Non-executive - Independent Director - Member	October 28, 2014	-
			Mr. Ashish Dikshit	01842066	Executive - Managing Director - Member	February 7, 2023	-
5.	Corporate Social Responsibility Committee	Yes	Mr. Ashish Dikshit	01842066	Executive - Managing Director - Chairperson	February 7, 2023	-
			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.	January 30, 2023	-	N.A.	Yes	12	10 out of 12	6 out of 7
2.	February 7, 2023	7	N.A.	Yes	14	13 out of 14	7 out of 7
3.	May 5, 2023	86	N.A.	Yes	14	14 out of 14	7 out of 7
4.	May 22, 2023	16	N.A.	Yes	14	12 out of 14	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	February 7, 2023	-	N.A.	Yes	4	4 out of 4	4 out of 4	
2.	Audit Committee	March 23, 2023	43	N.A.	Yes	4	4 out of 4	4 out of 4	
3.	Audit Committee	May 5, 2023	42	N.A.	Yes	4	4 out of 4	4 out of 4	-
4.	Audit Committee	May 22, 2023	16	N.A.	Yes	4	4 out of 4	4 out of 4	-
5.	Corporate Social Responsibility Committee	May 8, 2023	N.A.	N.A.	Yes	4	3 out of 4	3 out of 3	-
6.	Stakeholders Relationship Committee	March 23, 2023	N.A.	N.A.	Yes	3	3 out of 3	2 out of 2	-
7.	Risk Management and Sustainability Committee	February 1, 2023	N.A.	N.A.	Yes	3	3 out of 3	3 out of 3	-
8.	Nomination and Remuneration Committee	January 30, 2023	N.A.	N.A.	Yes	4	3 out of 4	3 out of 4	-

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

- 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:
 - Audit Committee: **Yes**



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- 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 May 22, 2023 ("*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 June 30, 2023. Comments/ observations/ advice of the Board thereon, if any, will be reported in the report with respect to the quarter ended September 30, 2023.

For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary
A11197

Place : Mumbai
Date : July 20, 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

CIN: L18101MH2007PLC233901
Tel.: +91 86529 05000
Fax: +91 86529 05400

Website: www.abfrl.com
E-mail: secretarial@abfrl.adityabirla.com