



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	: September 30, 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	September 9, 2021	-	N.A.	2	-	2	1
Mr.	Ashish Dikshit	ADXPB0013 B	01842066	Executive - Managing Director	July 15, 1969	No	Active	N.A.	February 1, 2018	June 23, 2022	-	N.A.	1	-	-	-
Mr.	Arun Adhikari	AEQPA0493 K	00591057	Non-executive - Independent Director	January 20, 1954	No	Active	N.A.	May 19, 2021	-	-	16	5	5	4	-
Mr.	Nish Bhutani	APUPB6468E	03035271	Non-executive - Independent Director	March 7, 1967	No	Active	N.A.	June 5, 2020	-	-	27	1	1	1	-
Ms.	Preeti Vyas	AAAPV4921B	02352395	Non-executive - Independent Director	November 26, 1956	No	Active	N.A.	March 31, 2021	-	-	18	2	2	1	-
Ms.	Sangeeta Pendurkar	ACFPP8033R	03321646	Executive Director	January 24, 1966	No	Active	N.A.	February 24, 2021	-	-	N.A.	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	-	95	4	4	8	-
Mr.	Sunirmal Talukdar	ABNPT6999B	00920608	Non-executive - Independent Director	December 6, 1951	No	Active	N.A.	March 11, 2020	-	-	30	5	5	7	4
Mr.	Vikram Rao	AANPR3719 C	00017423	Non-executive - Independent Director	September 10, 1950	No	Active	N.A.	May 18, 2022	-	-	4	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	-	-	18	1	1	-	-
Mr.	Pankaj Sood	AMJPS384 8M	05185378	Additional 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 Promoter					Yes											

(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 September 30, 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.	May 18, 2022	-	N.A.	Yes	12	11 out of 12	6 out of 6
2.	May 24, 2022	5	N.A.	Yes	12	11 out of 12	6 out of 6
3.	July 26, 2022	62	N.A.	Yes	12	10 out of 12	7 out of 7
4.	August 5, 2022	9	N.A.	Yes	12	12 out of 12	7 out of 7
5.	September 20, 2022	45	N.A.	Yes	12	10 out of 12	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	May 18, 2022	-	N.A.	Yes	4	4 out of 4	4 out of 4	-
2.	Audit Committee	August 5, 2022	78	N.A.	Yes	4	4 out of 4	4 out of 4	-
3.	Audit Committee	August 8, 2022	2	N.A.	Yes	4	4 out of 4	4 out of 4	-
4.	Nomination and Remuneration Committee	May 18, 2022	-	N.A.	Yes	5	5 out of 5	4 out of 4	-
5.	Nomination and Remuneration Committee	August 5, 2022	78	N.A.	Yes	5	5 out of 5	4 out of 4	-
6.	Nomination and Remuneration Committee	September 20, 2022	45	N.A.	Yes	5	4 out of 5	3 out of 4	-
7.	Risk Management and Sustainability Committee	August 8, 2022	N.A.	N.A.	Yes	4	4 out of 4	3 out of 3	-
8.	Stakeholders Relationship Committee	August 8, 2022	N.A.	N.A.	Yes	3	3 out of 3	2 out of 2	-
9.	Corporate Social Responsibility Committee	May 16, 2022	N.A.	N.A.	Yes	4	4 out of 4	3 out of 3	-

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**



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2. The composition of the following committees is in terms of SEBI Listing Regulations:
 - 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 August 5, 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 September 30, 2022. Comments/ observations/ advice of the Board thereon, if any, will be reported in the report with respect to the quarter ended December 31, 2022.

For **Aditya Birla Fashion and Retail Limited**

Geetika Anand
Company Secretary and Compliance Officer

Place : Delhi
Date : October 20, 2022

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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ANNEXURE III

Name of the Company	:	Aditya Birla Fashion and Retail Limited [Scrip codes: BSE - 535755 and NSE – ABFRL]
Six months from closure of Financial Year	:	September 30, 2022

Affirmations:

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For **Aditya Birla Fashion and Retail Limited**

Geetika Anand
Company Secretary and Compliance Officer

Place : Delhi
Date : October 20, 2022

Registered Office:

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ANNEXURE IV

Name of the Company	:	Aditya Birla Fashion and Retail Limited [Scrip codes: BSE - 535755 and NSE – ABFRL]
Half Year ending	:	September 30, 2022

I. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC.¹

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

¹ These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/ for the Government or government company

b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

c) by a banking company or an insurance company; and

d) by the listed entity to its employees or directors as a part of the service conditions



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II. AFFIRMATIONS:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. - **Yes**

For **Aditya Birla Fashion and Retail Limited**

Jagdish Bajaj
Chief Financial Officer

Place : Mumbai
Date : October 20, 2022

Registered Office:

Piramal Agastya Corporate Park, Building 'A',
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