



**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**

<b>Name of the Company</b>	:	<b>Aditya Birla Fashion and Retail Limited [Scrip codes: BSE - 535755 &amp; 890148* and NSE – ABFRL &amp; ABRLPP1*]</b>
<b>Quarter ending</b>	:	<b>June 30, 2021</b>

**I. COMPOSITION OF THE BOARD OF DIRECTORS**

<b>Title (Mr./Ms.)</b>	<b>Name of the director</b>	<b>DIN</b>	<b>Category</b>	<b>Date of birth</b>	<b>Whether special resolution passed? (Refer Reg. 17(1A) of SEBI Listing Regulations) If yes, date of passing Special Resolution</b>	<b>Initial date of appointment</b>	<b>Date of reappointment</b>	<b>Date of cessation</b>	<b>Tenure of director<sup>(1)</sup> (in months)</b>	<b>Number of directorship in listed entities including this listed entity (Refer Reg. 17A(1) of SEBI Listing Regulations)</b>	<b>Number of independent directorship in listed entities including this listed entity (Refer Reg. 17A(1) of SEBI Listing Regulations)</b>	<b>Number of memberships in audit/stakeholder committee(s) including this listed entity (Refer Reg. 26(1) of SEBI Listing Regulations)<sup>(2)</sup></b>	<b>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)<sup>(2)</sup></b>
Mr.	Kumar Mangalam Birla	00012813	Chairperson related to Promoter - Non-executive - Non Independent Director	June 14, 1967	N.A.	February 24, 2021	-	-	N.A.	7	-	-	-
Mr.	Himanshu Kapania	03387441	Non-executive - Non Independent Director	April 23, 1961	N.A.	January 1, 2020	-	-	N.A.	2	-	2	1
Mr.	Ashish Dikshit	01842066	Executive - Managing Director	July 15, 1969	N.A.	February 1, 2018	-	-	N.A.	1	-	-	-
Mr.	Arun Adhikari	00591057	Non-executive - Independent Director	January 20, 1954	N.A.	May 19, 2021	-	-	1	5	5	4	-
Mr.	Nish Bhutani	03035271	Non-executive - Independent Director	March 7, 1967	N.A.	June 5, 2020	-	-	12	1	1	1	-
Ms.	Preeti Vyas	02352395	Non-executive - Independent Director	November 26, 1956	N.A.	March 31, 2021	-	-	3	2	2	1	-
Ms.	Sangeeta Pendurkar	03321646	Executive Director	January 24, 1966	N.A.	February 24, 2021	-	-	N.A.	1	-	2	-

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<b>Quarter ending</b>	: June 30, 2021

Title (Mr./ Ms.)	Name of the director	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 <sup>(1)</sup> (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) <sup>(2)</sup>	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) <sup>(2)</sup>
Ms.	Sukanya Kripalu	06994202	Non-executive - Independent Director	October 30, 1960	N.A.	October 13, 2014	August 21, 2019	-	80	4	4	8	-
Mr.	Sunirmal Talukdar	00920608	Non-executive - Independent Director	December 6, 1951	N.A.	March 11, 2020	-	-	15	5	5	8	5
Mr.	Vikram Rao	00017423	Non-executive - Non Independent Director	September 10, 1950	N.A.	March 17, 2021	-	-	N.A.	1	-	1	-
Mr.	Vishak Kumar	09078653	Executive Director	June 23, 1972	N.A.	February 24, 2021	-	-	N.A.	1	-	-	-
Mr.	Yogesh Chaudhary	01040036	Non-executive - Independent Director	October 9, 1986	N.A.	March 17, 2021	-	-	3	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 June 30, 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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<b>Quarter ending</b>	:	<b>June 30, 2021</b>

**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	-
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 Director and Vice Chairman - 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 and Vice Chairman - 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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<b>Quarter ending</b>	:	<b>June 30, 2021</b>

**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 <sup>(1)</sup> (in number of days)	Note for not providing date	Whether requirement of quorum met (Yes/No)	Number of directors present	Number of independent directors present
1.	January 27, 2021	-	N.A.	Yes	6 out of 6	3 out of 3
2.	January 28, 2021	0	N.A.	Yes	6 out of 6	3 out of 3
3.	February 8, 2021	10	N.A.	Yes	6 out of 6	3 out of 3
4.	February 24, 2021	15	N.A.	Yes	6 out of 7	2 out of 3
5.	May 28, 2021	92	N.A.	Yes	12 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 <sup>(1)</sup>	Reason for not providing date	Whether requirement of quorum met (Yes/No)	Number of directors present	Number of independent directors present
1.	Audit Committee	February 8, 2021	-	N.A.	Yes	4 out of 4	3 out of 3
2.	Audit Committee	March 17, 2021	36	N.A.	Yes	4 out of 4	3 out of 3
3.	Audit Committee	May 28, 2021	71	N.A.	Yes	3 out of 3	3 out of 3
4.	Risk Management and Sustainability Committee	March 17, 2021	N.A.	N.A.	Yes	3 out of 3	1 out of 1
5.	Stakeholders Relationship Committee	March 17, 2021	N.A.	N.A.	Yes	3 out of 3	1 out of 1
6.	Corporate Social Responsibility Committee	March 17, 2021	-	N.A.	Yes	3 out of 3	1 out of 1
7.	Corporate Social Responsibility Committee	June 28, 2021	102	N.A.	Yes	3 out of 4	2 out of 3
8.	Nomination and Remuneration Committee	January 21, 2021	-	N.A.	Yes	4 out of 4	3 out of 3
9.	Nomination and Remuneration Committee	February 24, 2021	33	N.A.	Yes	3 out of 4	2 out of 3
10.	Nomination and Remuneration Committee	March 17, 2021	20	N.A.	Yes	4 out of 4	3 out of 3
11.	Nomination and Remuneration Committee	March 31, 2021	13	N.A.	Yes	3 out of 4	3 out of 3
12.	Nomination and Remuneration Committee	May 18, 2021	47	N.A.	Yes	3 out of 3	3 out of 3

Note: (1) Excluding the day of meeting.

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<b>Quarter ending</b>	:	<b>June 30, 2021</b>

**V. RELATED PARTY TRANSACTIONS**

<b>Subject</b>	<b>Compliance status (Yes/No/N.A.)</b>
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**
  - 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 28, 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 June 30, 2021. Comments/ observations/ advice of the Board thereon, if any, will be reported in the report with respect to the quarter ended September 30, 2021.

For **Aditya Birla Fashion and Retail Limited**

**Geetika Anand**  
**Company Secretary & Compliance Officer**



**Place** : New Delhi  
**Date** : July 11, 2021

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**ADITYA BIRLA FASHION AND RETAIL LIMITED**

**Registered Office:**

Piramal Agastya Corporate Park, Building ‘A’,  
4<sup>th</sup> and 5<sup>th</sup> Floor, Unit No. 401, 403, 501, 502,  
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