



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

<b>Name of the Company</b>	<b>: Aditya Birla Fashion and Retail Limited</b> (formerly known as Pantaloons Fashion & Retail Limited)
<b>Quarter ended</b>	<b>: September 30, 2016</b>

I. COMPOSITION OF THE BOARD OF DIRECTORS									
Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category	Date of Appointment in the current term /cessation	Tenure	Number of Directorship in Listed Entities including this Listed Entity [Reg 25 (1)]*	Number of memberships in Audit/ Stakeholder Committee (s) including this Listed Entity [Reg 26 (1)]	Number of post of Chairperson in Audit/ Stakeholder Committee held in Listed Entities including this Listed Entity [Reg 26 (1)]
Ms.	Sukanya Kripalu	AAAPK9658A	06994202	Non-Executive - Independent	October 13, 2014	Five consecutive years from October 13, 2014	3	3	0
Mr.	Bharat Patel	ACXPP5089K	00060998	Non-Executive - Independent	August 27, 2014	Five consecutive years from August 27, 2014	2	2	1

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Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category	Date of Appointment in the current term /cessation	Tenure	Number of Directorship in Listed Entities including this Listed Entity [Reg 25 (1)]*	Number of memberships in Audit/ Stakeholder Committee(s) including this Listed Entity [Reg 26 (1)]	Number of post of Chairperson in Audit/ Stakeholder Committee held in Listed Entities including this Listed Entity [Reg 26 (1)]
Mr.	Arun Thiagarajan	AAUPT7709H	00292757	Non-Executive - Independent	May 11, 2015	Five consecutive years from May 11, 2015	6	3	3
Mr.	Sushil Agarwal	AADPA3179R	00060017	Non-Executive	August 28, 2015 <sup>#</sup>	NA	2	3	0
Mr.	Pranab Barua	AEKPB2045N	00230152	Executive	October 25, 2013	NA	1	1	0

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Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category	Date of Appointment in the current term / <del>cessation</del>	Tenure	Number of Directorship in Listed Entities including this Listed Entity [Reg 25 (1)]*	Number of memberships in Audit/ Stakeholder Committee(s) including this Listed Entity [Reg 26 (1)]	Number of Chairperson in Audit/ Stakeholder Committee held in Listed Entities including this Listed Entity [Reg 26 (1)]

\* Directorships only in Listed Public Companies whose Equity Shares have been listed have been taken in to consideration  
 # Mr. Sushil Agarwal was originally appointed as a Non-Executive Director on August 6, 2009, liable to retire by rotation. Mr. Agarwal who was retiring from office by rotation, was reappointed as a Non-Executive Director.



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<b>Quarter ended</b>	: September 30, 2016

<b>II. COMPOSITION OF COMMITTEES</b>		
Name of the Committee	Name of the Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
<b>1. Audit Committee</b>	a. Mr. Arun Thiagarajan	Non-Executive - Independent - Chairperson
	b. Ms. Sukanya Kripalu	Non-Executive – Independent
	c. Mr. Bharat Patel	Non-Executive – Independent
	d. Mr. Sushil Agarwal	Non-Executive
<b>2. Nomination &amp; Remuneration Committee</b>	a. Mr. Bharat Patel	Non-Executive - Independent - Chairperson
	b. Ms. Sukanya Kripalu	Non-Executive – Independent
	c. Mr. Arun Thiagarajan	Non-Executive – Independent
	d. Mr. Sushil Agarwal	Non-Executive
<b>3. Risk Management Committee</b>	a. Mr. Bharat Patel	Non-Executive - Independent - Chairperson
	b. Mr. Sushil Agarwal	Non-Executive
	c. Mr. Pranab Barua	Managing Director
<b>4. Stakeholders Relationship Committee</b>	a. Mr. Bharat Patel	Non-Executive - Independent - Chairperson
	b. Ms. Sukanya Kripalu	Non-Executive – Independent

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**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

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<b>Quarter ended</b>	<b>: September 30, 2016</b>

<b>5. Corporate Social Responsibility Committee</b>	<b>c. Mr. Sushil Agarwal</b>	<b>Non-Executive</b>
	<b>a. Mr. Bharat Patel</b>	<b>Non-Executive Independent</b>
	<b>b. Mr. Sushil Agarwal</b>	<b>Non-Executive</b>
	<b>c. Mr. Pranab Barua</b>	<b>Managing Director</b>

<b>III. MEETING OF BOARD OF DIRECTORS</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
May 25, 2016	August 31, 2016	97 <sup>e</sup>

<sup>e</sup> excluding the day(s) of meetings



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<b>Quarter ended</b>	<b>: September 30, 2016</b>

IV. MEETING OF COMMITTEES				
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee	August 31, 2016	YES	May 25, 2016	97 <sup>®</sup>
2. Nomination & Remuneration Committee	NA	NA	NA	NA
3. Risk Management Committee	NA	NA	NA	NA
4. Stakeholders Relationship Committee	NA	NA	NA	NA
5. Corporate Social Responsibility Committee	NA	NA	NA	NA

<sup>®</sup> excluding the day(s) of meetings



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**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

<b>Name of the Company</b>	<b>: Aditya Birla Fashion and Retail Limited (formerly known as Pantaloon's Fashion &amp; Retail Limited)</b>
<b>Quarter ended</b>	<b>: September 30, 2016</b>

<b>V. RELATED PARTY TRANSACTIONS</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
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.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee



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3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors and they had no specific comments/ observations/ advices w.r.t. to the same.

For Aditya Birla Fashion and Retail Limited

  
Geetika Anand

Asst. Vice President & Company Secretary



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**ADITYA BIRLA****FASHION & RETAIL****HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

<b>Name of the Company</b>	: Aditya Birla Fashion and Retail Limited
<b>Quarter ended</b>	: September 30, 2016

<b>I. Affirmations</b>			
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>In status is No details of non-compliance may be given here</b>
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	NA
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Mr. Arun Thiagarajan is a Chairperson of the Audit Committee of the Board of Directors. Mr. Thiagarajan conveyed his inability to attend the Ninth Annual General Meeting of the Company via an email dated August 25, 2016. Accordingly, the Audit Committee had authorised Mr. Bharat Patel, a member of Audit Committee to be an Authorised Representative of the Audit Committee and also of Mr. Thiagarajan, vide a resolution passed at its meeting held on August 31, 2016.
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES	NA
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	YES	NA

For **Aditya Birla Fashion and Retail Limited**
**Geetika Anand**  
**Asst. Vice President & Company Secretary**


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