

ADITYA BIRLA



January 15, 2016

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Fax # 022 2272 3121

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051.
Fax # 022- 022 2659 8237/38
022 2659 8120

Sub.: Quarterly Compliance Report on Corporate Governance of Aditya Birla Fashion and Retail Limited ("the Company") for the quarter ended December 31, 2015

Ref: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
[Scrip Code: BSE – 535755; NSE – PFRL]

Dear Sir(s),

The Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2015, as per the provisions of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed herewith.

Request you to take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For Aditya Birla Fashion and Retail Limited


Geetika Anand
Company Secretary & Compliance Officer



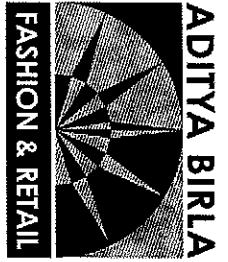
Encl: a/a.

Aditya Birla Fashion and Retail Limited (formerly known as Pantaloons Fashion & Retail Limited)

701-704, 7th Floor, Skyline Icon Business Park,
86-92, Off A. K. Road, Marol Village, Andheri East,
Mumbai, Maharashtra-400059, India

CIN L18101MH2007PLC233901
Tel. +91 86529 05000
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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	: Aditya Birla Fashion and Retail Limited (formerly known as Pantaloons Fashion & Retail Limited)
Quarter ended	: December 31, 2015

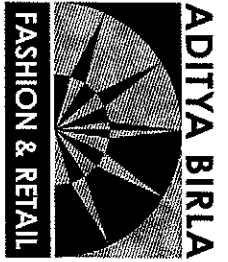
COMPOSITION OF THE BOARD OF DIRECTORS									
Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category	Date of Appointment in the current term	Tenure	Number of Directorship in Listed Entities including this Listed Entity (Reg 25 (1))*	Number of memberships in Audit/ Stakeholder Committee(s) including this 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	2	0
Mr.	Bharat Patel	ACXPP5089K	00060998	Non-Executive - Independent	August 27, 2014	Five consecutive years from August 27, 2014	2	1	1
Mr.	Arun Thiagarajan	AAUPT7709H	00292757	Non-Executive -	May 11, 2015	Five consecutive	5	3	3

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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	: Aditya Birla Fashion and Retail Limited (formerly known as Pantaloon's Fashion & Retail Limited)
Quarter ended	: December 31, 2015

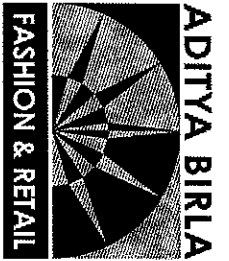
COMPOSITION OF THE BOARD OF DIRECTORS									
Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category	Date of Appointment in the current term /cessation	Tenure	Number of Directorship in Listed Entities including this Listed Entity (Reg 25 (1))*	Number of memberships in Audit/ Stakeholder Committee(s) 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))
				Independent		years from May 11, 2015			
Mr.	Sushil Agarwal	AADPA3179R	00060017	Non-Executive	August 28, 2015 #	NA	2	3	0
Mr.	Pranab Barua	AEKPB2045N	00230152	Executive	October 25, 2013	NA	1	0	0

* 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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Name of the company	: Aditya Birla Fashion and Retail Limited (formerly known as Pantaloons Fashion & Retail Limited)
Quarter ended	: December 31, 2015

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

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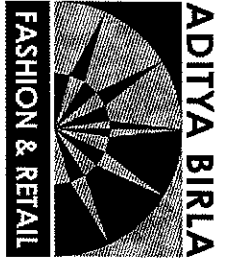
III. MEETING OF BOARD OF DIRECTORS			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
August 10, 2015	November 2, 2015		83 [@]

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	November 2, 2015	YES	August 10, 2015	83 [@]
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

[@]excluding the day(s) of meeting

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Quarter ended	: December 31, 2015

V. RELATED PARTY TRANSACTIONS		Compliance status (Yes/No/NA)
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

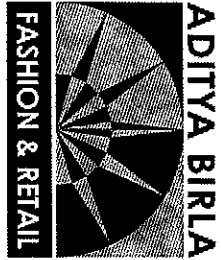
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:
 - a. Audit Committee
 - b. Nomination & 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
Company Secretary & Compliance Officer



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