



ADITYA BIRLA FASHION AND RETAIL LIMITED

CHARTER & TERMS OF REFERENCE: PROHIBITION OF INSIDER TRADING ("PIT") COMMITTEE*

**as on February 7, 2023*

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

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CHARTER

I. OBJECTIVES:

The objectives of the Prohibition of Insider Trading (PIT) Committee (*“the Committee”*) of the Board of Directors (*“the Board”*) of Aditya Birla Fashion and Retail Limited (*“the Company”*) is to assist the Board to oversee various provisions under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 (*“PIT Regulations”*).

The role, responsibilities and powers of the Committee shall include matters set out in this charter and such other items as may be prescribed by applicable laws as amended or by the Board in compliance with applicable law, from time to time.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Committee shall be appointed by and will serve at the discretion of the Board. The Committee shall consist of two (2) or more members. The members of the Committee will be appointed by the Board.

III. MEETINGS AND QUORUM:

The members of the Committee shall meet as may be required, from time to time. The quorum for Committee meeting shall be two members of the Committee.

IV. TERMS OF REFERENCE:

The scope, functions, and terms of reference of the Committee *inter alia* include the following:

- (a) To monitor compliance under PIT Regulations;
- (b) To take disciplinary actions in case of violation of PIT Regulations;
- (c) To determine legitimate purpose for Unpublished Price Sensitive Information (*“UPSI”*);
- (d) To undertake inquiry in case of leakage of UPSI and
- (e) To monitor maintenance of Structured Digital Database.