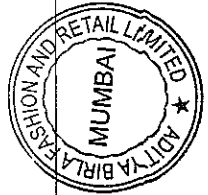




QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	: Aditya Birla Fashion and Retail Limited (formerly known as Pantaloons Fashion & Retail Limited)
Quarter Ended	: June 30, 2016

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	1	1



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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Quarterly Compliance Report

Aditya Birla Fashion and Retail Limited
(formerly known as Pantaloons Fashion & Retail Limited)
June 30, 2016

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))
Mr.	Arun Thiagarajan	AAUPT7709H	00292757	Non-Executive - Independent	May 11, 2015	Five consecutive years from May 11, 2015	6	4	2
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



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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

: Aditya Birla Fashion and Retail Limited
(formerly known as Pantaloons Fashion & Retail Limited)
: June 30, 2016

Mr. Sushil Agarwal was originally appointed as a Non-Executive Director on August 5, 2009, liable to retire by rotation. Mr. Agarwal who was retiring from office by rotation, was reappointed as a Non-Executive Director.

II. COMPOSITION OF COMMITTEES

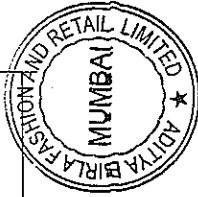
Name of the Committee	Name of the Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	a. Mr. Arun Thiagarajan	Non-Executive - Independent - Chairperson
	b. Ms. Sukanya Kripalu	Non-Executive – Independent
	c. Mr. Bharat Patel	Non-Executive – Independent
	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. Arun Thiagarajan	Non-Executive – Independent
	d. 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

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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)	Date of the Report : June 30, 2016
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5. Corporate Social Responsibility Committee	c. Mr. Sushil Agarwal	Non-Executive
	a. Mr. Bharat Patel	Non-Executive Independent
	b. Mr. Sushil Agarwal	Non-Executive
	c. Mr. Pranab Barua	Executive

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)
January 9, 2016 February 12, 2016	May 25, 2016	102 [@]

[@] excluding the day(s) of meetings

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	May 25, 2016	YES	February 12, 2016 March 21, 2016	64 [@]

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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)
 Date of the Report : June 30, 2016

2. Nomination & Remuneration Committee	NA	NA	February 12, 2016 & March 21, 2016	NA
3. Risk Management Committee	NA	NA	March 21, 2016	NA
4. Stakeholders Relationship Committee	NA	NA	March 21, 2016	NA
5. Corporate Social Responsibility Committee	NA	NA	March 21, 2016	NA

@ excluding the day(s) of meetings

V. RELATED PARTY TRANSACTIONS

Subject	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



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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE


Name of the Company
Quarter ended

: Aditya Birla Fashion and Retail Limited
(formerly known as Pantaloons Fashion & Retail Limited)
: June 30, 2016

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
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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