



**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 and NSE - ABFRL]</b>
<b>Quarter ending</b>	:	<b>June 30, 2020</b>

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

<b>Title (Mr./Ms.)</b>	<b>Name of the director</b>	<b>PAN</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 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)</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)</b>
Mr.	Arun Thiagarajan <sup>(2)</sup>	AAUPT7709H	00292757	Non-executive - Independent Director	September 7, 1944	Yes (August 21, 2019)	May 11, 2015	-	May 10, 2020	60 months	5	5	5	1
Mr.	Ashish Dikshit	ADXPA0013B	01842066	Executive - Managing Director	July 15, 1969	N.A.	February 1, 2018	-	-	N.A.	1	0	0	0
Mr.	Himanshu Kapania	AAIPK2985J	03387441	Non-executive - Non Independent Director	April 23, 1961	N.A.	January 1, 2020	-	-	N.A.	2	0	2	1
Mr.	Nish Bhutani	APUPB6468E	03035271	Non-executive - Independent Director	March 7, 1967	N.A.	June 5, 2020	-	-	26 days	1	1	1	0
Mr.	Sanjeeb Chaudhuri <sup>(3)</sup>	ABFPS1399J	03594427	Non-executive - Independent Director	September 10, 1952	N.A.	January 9, 2017	-	June 5, 2020	40 months and 28 days	2	2	3	1
Ms.	Sukanya Kripalu	AAAPK9658A	06994202	Non-executive - Independent Director	October 30, 1960	N.A.	October 13, 2014	August 21, 2019	-	68 months and 19 days	4	4	6	0
Mr.	Sunirmal Talukdar	ABNPT6999B	00920608	Non-executive - Independent Director	December 6, 1951	N.A.	March 11, 2020	-	-	3 months and 21 days	5	5	7	5
Mr.	Sushil Agarwal	AADPA3179R	00060017	Non-executive - Non Independent Director	June 13, 1963	N.A.	August 6, 2009	August 28, 2018	-	N.A.	2	0	5	0

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**Registered Office:**

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Title (Mr./Ms.)	Name of the director	PAN	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 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)	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)
	Whether Regular chairperson appointed				No									
	Whether Chairperson is related to managing director or CEO				NA									

Notes:

- (1) In terms of the Circular bearing No. SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated July 16, 2019 issued by Securities and Exchange Board of India ("SEBI"), the tenure is provided only for Independent Directors from the date of appointment upto March 31, 2020.
- (2) The number of directorships and memberships/chairmanships have been considered as on the date of cessation i.e. May 10, 2020.
- (3) The number of directorships and memberships/chairmanships have been considered as on the date of cessation i.e. June 5, 2020.

**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 Thiagarajan	00292757	Non-executive - Independent Director - Chairperson	May 11, 2015	May 10, 2020
			Mr. Nish Bhutani	03035271	Non-executive - Independent Director - Member	June 5, 2020	-
			Mr. Sanjeeb Chaudhuri	03594427	Non-executive - Independent Director - Member	February 3, 2017	June 5, 2020
			Ms. Sukanya Kripalu	06994202	Non-executive - Independent Director - Member	October 28, 2014	-
			Mr. Sushil Agarwal	00060017	Non-executive - Non Independent Director - Member	April 19, 2013	-

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<b>Quarter ending</b>	:	<b>June 30, 2020</b>

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
2.	Nomination and Remuneration Committee	Yes	Ms. Sukanya Kripalu	06994202	Non-executive – Independent Director - Chairperson	October 28, 2014	-
			Mr. Arun Thiagarajan	00292757	Non-executive - Independent Director - Member	January 9, 2016	May 10, 2020
			Mr. Nish Bhutani	03035271	Non-executive - Independent Director - Member	June 5, 2020	-
			Mr. Sanjeeb Chaudhuri	03594427	Non-executive - Independent Director - Member	February 2, 2018	June 5, 2020
			Mr. Sunirmal Talukdar	00920608	Non-executive - Independent Director - Member	March 11, 2020	-
			Mr. Sushil Agarwal	00060017	Non-executive - Non Independent Director - Member	July 31, 2014	-
3.	Risk Management Committee	Yes	Mr. Sunirmal Talukdar	00920608	Non-executive - Independent Director - Chairperson	March 11, 2020	-
			Mr. Arun Thiagarajan	00292757	Non-executive - Independent Director - Chairperson	May 12, 2017	May 10, 2020
			Mr. Sushil Agarwal	00060017	Non-executive - Non Independent Director - Member	November 4, 2015	-
			Mr. Himanshu Kapania	03387441	Non-Executive Director and Vice Chairman - Member	January 1, 2020	-
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. Sushil Agarwal	00060017	Non-executive – Non Independent Director – Member	April 19, 2013	-
5.	Corporate Social Responsibility Committee	Yes	Mr. Himanshu Kapania	03387441	Non-Executive Director and Vice Chairman - Chairperson	January 1, 2020	-
			Mr. Sanjeeb Chaudhuri	03594427	Non-executive - Independent Director - Member	February 2, 2018	June 5, 2020
			Mr. Nish Bhutani	03035271	Non-executive - Independent Director - Member	June 5, 2020	-
			Mr. Sushil Agarwal	00060017	Non-executive - Non Independent Director - Member	February 5, 2015	-

Note: (1) Mr. Sunirmal Talukdar was appointed as the Chairperson of the Audit Committee and Risk Management & Sustainability Committee w.e.f. May 11, 2020.

(2) Mr. Arun Thiagarajan has resigned as an Independent Director of the Company with effect from the closing hours of May 10, 2020.

**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 attending the meeting
1.	February 6, 2020	-	N.A.	Yes	5 out of 5	3 out of 3
2.	March 11, 2020	33	N.A.	Yes	6 out of 6	3 out of 3

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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 attending the meeting
3.	April 11, 2020	30	N.A.	Yes	7 out of 7	4 out of 4
4.	May 27, 2020	45	N.A.	Yes	6 out of 6	3 out of 3
5.	June 25, 2020	28	N.A.	Yes	6 out of 6	3 out of 3

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> (in number of days)	Reason for not providing date	Whether requirement of quorum met (Yes/No)	Number of directors present	Number of independent directors attending the meeting
1.	Audit Committee	February 6, 2020	-	N.A.	Yes	4 out of 4	3 out of 3
2.	Audit Committee	March 11, 2020	33	N.A.	Yes	5 out of 5	4 out of 4
3.	Audit Committee	May 27, 2020	76	N.A.	Yes	4 out of 4	3 out of 3
4.	Nomination and Remuneration Committee	February 6, 2020	-	N.A.	Yes	4 out of 4	3 out of 3
5.	Nomination and Remuneration Committee	March 11, 2020	33	N.A.	Yes	4 out of 4	3 out of 3
6.	Nomination and Remuneration Committee	June 25, 2020	105	N.A.	Yes	4 out of 4	3 out of 3
7.	Risk Management Committee	March 11, 2020	N.A.	N.A.	Yes	4 out of 4	2 out of 2
8.	Stakeholders Relationship Committee	March 11, 2020	N.A.	N.A.	Yes	3 out of 3	1 out of 1

Note: (1) Excluding the day of meeting.

**V. RELATED PARTY TRANSACTIONS**

Subject	Compliance status (Yes/No/N.A.)
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

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**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 27, 2020 (*"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, 2020. Comments/ observations/ advice of the Board thereon, if any, will be reported in the report with respect to the quarter ended September 30, 2020.

For **Aditya Birla Fashion and Retail Limited**

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

**Place** : Mumbai  
**Date** : July 14, 2020

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