



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

Name of the Company	:	Aditya Birla Fashion and Retail Limited (formerly known as Pantaloons Fashion & Retail Limited)
	:	(Scrip Code : BSE – 535755 and NSE – ABFRL)
Quarter ended	:	September 30, 2017

I. 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	3	0
Mr.	Bharat Patel	ACXPP5089K	00060998	Non-Executive – Independent	August 27, 2014	Five consecutive years from August 27, 2014	2	4	1
Mr.	Arun Thiagarajan	AAUPT7709H	00292757	Non-Executive – Independent	May 11, 2015	Five consecutive years from May 11, 2015	6	2	5





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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.	Sanjeeb Chaudhuri @	ABFPS13991	03594427	Non-Executive – Independent	January 9, 2017	Five consecutive years from January 9, 2017	1	1	0
Mr.	Sushil Agarwal	AADPA3179R	00060017	Non-Executive	August 23, 2017 [§]	NA	2	4	0
Mr.	Pranab Barua	AEKPB2045N	00230152	Executive (Managing Director)	October 25, 2013	NA	1	1	0

* The Company has no designated Chairperson for the Board. The Chairperson for every meeting is appointed at the respective meeting with mutual consent of all the Directors present at the meeting. Mr. Bharat Patel was appointed as the Chairperson of the meeting of the Board held on July 25, 2017 and Mr. Pranab Barua was appointed as the Chairperson of the meetings of the Board held on July 27, 2017, and August 23, 2017 during the quarter ended September 30, 2017.

Directorships only in Listed Public Companies whose Equity Shares have been listed have been taken in to consideration while computing "Number of Directorship in listed entities including this listed entry."

@ Members of the Company approved the appointment of Mr. Sanjeeb Chaudhuri as an Independent Director at the Tenth Annual General Meeting of the Company held on August 23, 2017

§ 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 re-appointed as a Non-Executive Director at the 10th Annual General Meeting of the Company held on August 23, 2017.





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Quarter ended	:	September 30, 2017

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. Sanjeeb Chaudhuri	Non-Executive – Independent
	e. 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. Arun Thiagarajan	Non-Executive - Independent
	c. Mr. Sushil Agarwal	Non-Executive
	d. Mr. Pranab Barua	Executive (Managing Director)
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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Quarter ended	:	September 30, 2017

Name of the Committee	Name of the Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
5. Corporate Social Responsibility Committee#	a. Mr. Bharat Patel	Non-Executive Independent
	b. Mr. Sushil Agarwal	Non-Executive
	c. Mr. Pranab Barua	Executive (Managing Director)

* Regulation 21 of the SEBI Listing Regulations is applicable to Top 100 listed entities only. Accordingly, while the Company is not mandatorily required to have a Risk Management Committee ("RMC"), the Company has constituted a RMC for assisting the Audit Committee and the Board. The composition of RMC is in terms of the SEBI Listing Regulations.
Corporate Social Responsibility Committee of the Board has no designated Chairperson. Chairperson for the meeting is appointed at the respective meeting of the Committee with mutual consent of all the Members of the Committee present at the meeting.

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 meetings in number of days*
May 12, 2017	July 25, 2017	46
June 8, 2017	July 27, 2017	1
	August 23, 2017	26

* excluding the day(s) of meetings





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Quarter ended	:	September 30, 2017

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	July 27, 2017	Yes (5 out of 5 members)	May 12, 2017	75
2. Nomination & Remuneration Committee	September 8, 2017	Yes (3 out of 4 members)	-	NA
3. Risk Management Committee	-	NA	-	NA
4. Stakeholders Relationship Committee	-	NA	-	NA
5. Corporate Social Responsibility Committee	-	NA	-	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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes





QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	:	Aditya Birla Fashion and Retail Limited (formerly known as Pantaloon Fashion & Retail Limited)
		(Scrip Code : BSE – 535755 and NSE – ABFRL)
Quarter ended	:	September 30, 2017

VI. AFFIRMATIONS

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
 - a. Audit Committee: **Yes**
 - b. Nomination & 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 obligations and disclosure requirements) Regulations, 2015. : **Yes**
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. : **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. : **Yes**
 - (1) There were no specific comments/ observations/ advice of Board of Directors on the Report submitted w.r.t. the previous quarter.
 - (2) This report will be placed at the meeting of Board of Directors of the Company for the quarter ended September 30, 2017, to be held on October 27, 2017. Comments/ observations/ advice of the Board thereon if any, will be reported in the report w.r.t. the quarter ended December 31, 2017.

For Aditya Birla Fashion and Retail Limited

Geetika Anand

Asst. Vice President & Company Secretary





ANNEXURE III

HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	:	Aditya Birla Fashion and Retail Limited (formerly known as Pantaloons Fashion & Retail Limited) (Scrip Code : BSE – 535755 and NSE – ABFRL)
Quarter ended	:	September 30, 2017

I. AFFIRMATIONS

Broad Heading	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here
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)	Yes	NA
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



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

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