



**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

Name of the Company	:	Aditya Birla Fashion and Retail Limited [Scrip codes: BSE - 535755 & 890148 and NSE – ABFRL & ABRLPP]
Quarter ending	:	September 30, 2020

I. COMPOSITION OF THE BOARD OF DIRECTORS

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 ⁽¹⁾ (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) ⁽²⁾	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) ⁽²⁾
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	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	June 5, 2020	-	3 months	1	1	1	0
Ms.	Sukanya Kripalu	AAAPK9658A	06994202	Non-executive - Independent Director	October 30, 1960	N.A.	October 13, 2014	August 21, 2019	-	71 months	4	4	6	0
Mr.	Sunirmal Talukdar	ABNPT6999B	00920608	Non-executive - Independent Director	December 6, 1951	N.A.	March 11, 2020	March 11, 2020	-	6 months	5	5	7	5
Mr.	Sushil Agarwal	AADPA3179R	00060017	Non-executive - Non Independent Director	June 13, 1963	N.A.	August 6, 2009	September 7, 2020	-	N.A.	2	0	5	0
Whether Regular chairperson appointed					No									
Whether Chairperson is related to managing director or CEO					NA									

(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 September 30, 2020.

(2) Deemed public companies have also been considered in the count of Memberships/Chairpersonships for the Audit and Stakeholders Committee.

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

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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. Nish Bhutani	03035271	Non-executive - Independent Director - Member	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	-
2.	Nomination and Remuneration Committee	Yes	Ms. Sukanya Kripalu	06994202	Non-executive – Independent Director - Chairperson	October 28, 2014	-
			Mr. Nish Bhutani	03035271	Non-executive - Independent Director - Member	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. 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. Nish Bhutani	03035271	Non-executive - Independent Director - Member	June 5, 2020	-
			Mr. Sushil Agarwal	00060017	Non-executive - Non Independent Director - Member	February 5, 2015	-

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Quarter ending	:	September 30, 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 ⁽¹⁾ (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.	April 11, 2020	-	N.A.	Yes	7 out of 7	4 out of 4
2.	May 27, 2020	45	N.A.	Yes	6 out of 6	3 out of 3
3.	June 25, 2020	28	N.A.	Yes	6 out of 6	3 out of 3
4.	July 28, 2020	32	N.A.	Yes	6 out of 6	3 out of 3
5.	August 13, 2020	15	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 ⁽¹⁾ (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	May 27, 2020	-	N.A.	Yes	4 out of 4	3 out of 3
2.	Audit Committee	August 13, 2020	77	N.A.	Yes	4 out of 4	3 out of 3
3.	Audit Committee	September 28, 2020	45	N.A.	Yes	4 out of 4	3 out of 3
4.	Risk Management Committee	September 28, 2020	N.A.	N.A.	Yes	3 out of 3	1 out of 1
5.	Stakeholders Relationship Committee	September 28, 2020	N.A.	N.A.	Yes	2 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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Quarter ending	:	September 30, 2020

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 August 13, 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 September 30, 2020. Comments/ observations/ advice of the Board thereon, if any, will be reported in the report with respect to the quarter ended December 31, 2020.

For **Aditya Birla Fashion and Retail Limited**

Geetika Anand
VP, Company Secretary & Compliance Officer

Place : Mumbai
Date : October 13, 2020

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ANNEXURE III

Name of the Company	:	Aditya Birla Fashion and Retail Limited [Scrip codes: BSE - 535755 & 890148 and NSE – ABFRL & ABRLPP]
Half year ending	:	September 30, 2020

I. AFFIRMATIONS

Sr. No.	Broad Heading	Regulation Number	Compliance status (Yes/ No/ NA)	If status is No details of non-compliance may be given here
1.	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	N.A.
2.	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	N.A.
3.	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes	N.A.
4.	Presence of Chairperson of the Stakeholders Relationship at the Annual General Meeting	20(3)	Yes	N.A.
5.	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	N.A.

For Aditya Birla Fashion and Retail Limited

Geetika Anand
VP, Company Secretary & Compliance Officer

Place : Mumbai
Date : October 13, 2020

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