Integrated Governance

Aditya Birla Fashion and Retail limited

General information about company

Scrip code	535755	
NSE Symbol	ABFRL	
MSEI Symbol	NOTLISTED	
ISIN	INE647O01011	
Date of start of financial year	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2026	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	Yes	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	This is not applicable for the quarter ended September 30, 2026.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	Company has not granted any loans/guarantees/comfort letters/ securities etc to its promoter, promoter group, directors (including relatives), KMP or any other entity controlled by them.
Risk management committee	Yes	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	p00779	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																						
Whether the listed entity has a Regular Chairperson						Yes																
Whether Chairperson is related to MD or CEO						No	Disqualification of Directors under section 164 of the Companies Act, 2013															
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	C
1	Mr	Kumar Mangalam Birla	00012813	Non-Executive - Non Independent Director	Chairperson related to Promoter		No				Active	NA		24-02-2021	05-09-2022			7	0	0	0	
2	Mr	Ashish Dikshit	01842066	Executive Director	Not Applicable	MD	No				Active	NA		01-02-2018	18-05-2022			2	0	3	0	
3	Mr	Arun Kumar Adhikari	00591057	Non-Executive - Independent Director	Not Applicable		No				Active	NA		19-05-2021	19-05-2026		64.13	5	5	8	1	
4	Mr	Nish Bhutani	03035271	Non-Executive - Independent Director	Not Applicable		No				Active	NA		05-06-2020	05-06-2025		75.26	2	2	2	0	
5	Ms	Preeti Vyas	02352395	Non-Executive - Independent Director	Not Applicable		No				Active	NA		31-03-2021	31-03-2026		66.01	3	3	7	1	
6	Ms	Sangeeta Tanwani	03321646	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		01-08-2026	01-08-2026			4	3	4	0	
7	Mr	Venkatesh Mysore	01401447	Non-Executive - Independent Director	Not Applicable		No				Active	NA		13-10-2024	13-10-2024		23.19	2	2	0	0	
8	Mr	Yogesh Chaudhary	01040036	Non-Executive - Independent Director	Not Applicable		No				Active	NA		17-03-2021	17-03-2026		66.15	2	2	5	3	
9	Mr	Sunirmal Talukdar	00920608	Non-Executive - Independent Director	Not Applicable		No				Active	NA		11-03-2020	11-03-2025		78.21	5	5	8	5	
10	Mr	Aryaman Vikram Birla	08456879	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		30-01-2023	25-08-2026			4	0	0	0	
11	Ms	Ananyashree Birla	06625036	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		30-01-2023	23-09-2025			4	0	2	1	

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00920608	Sunirmal Talukdar	Non-Executive - Independent Director	Chairperson	11-03-2020		
2	03035271	Nish Bhutani	Non-Executive - Independent Director	Member	05-06-2020		
3	00591057	Arun Kumar Adhikari	Non-Executive - Independent Director	Member	28-05-2021		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00591057	Arun Kumar Adhikari	Non-Executive - Independent Director	Chairperson	28-05-2021		
2	03035271	Nish Bhutani	Non-Executive - Independent Director	Member	05-06-2020		
3	00920608	Sunirmal Talukdar	Non-Executive - Independent Director	Member	11-03-2020		
4	00012813	Kumar Mangalam Birla	Non-Executive - Non Independent Director	Member	07-02-2023		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02352395	Preeti Vyas	Non-Executive - Independent Director	Chairperson	10-09-2025		
2	01040036	Yogesh Chaudhary	Non-Executive - Independent Director	Member	12-10-2024		
3	01842066	Ashish Dikshit	Executive Director	Member	07-02-2023		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00920608	Sunirmal Talukdar	Non-Executive - Independent Director	Chairperson	11-03-2020		
2	01040036	Yogesh Chaudhary	Non-Executive - Independent Director	Member	28-05-2021		
3	01842066	Ashish Dikshit	Executive Director	Member	10-09-2025		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01842066	Ashish Dikshit	Executive Director	Chairperson	07-02-2023		
2	03035271	Nish Bhutani	Non-Executive - Independent Director	Member	05-06-2020		
3	01040036	Yogesh Chaudhary	Non-Executive - Independent Director	Member	28-05-2021		
4	02352395	Preeti Vyas	Non-Executive - Independent Director	Member	01-04-2021		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	25-05-2026			Yes	11	9	5
2	08-08-2026	74		Yes	11	10	6

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	19-05-2026				Yes	3	3	3	0
2	Audit Committee	25-05-2026	5			Yes	3	2	2	0
3	Audit Committee	08-08-2026	74			Yes	3	3	3	0
4	Audit Committee	04-09-2026	26			Yes	3	2	2	0
5	Nomination and remuneration committee	08-08-2026				Yes	4	4	3	0
6	Risk Management Committee	17-07-2026				Yes	3	3	2	0
7	Stakeholders Relationship Committee	17-07-2026				Yes	3	3	2	0
8	Corporate Social Responsibility Committee	05-05-2026				Yes	4	4	3	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Rajeev Agrawal
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	Rajeev Agrawal
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Rajeev Agrawal
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	29-10-2026

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	1
No. of investor complaints received during the Quarter	5
No. of investor complaints disposed off during the Quarter	6
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Pratyaya E-Commerce Private Limited	14-08-2026	87.57%	6.21%	93.78%
2	Imperial Online Services Private Limited	17-09-2026	84.38%	15.62%	100.00%
3	Awesomefab Shopping Private Limited	29-07-2026	86.57%	3.78%	90.35%
4	Sabyasachi India Limited	20-08-2026	0.00%	51.00%	51.00%
5	Sabyasachi Retail FZ-LLC	16-09-2026	0.00%	51.00%	51.00%

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Bombay Stock Exchange	Email Dated July 13, 2026 from BSE w.r.t. the rejection of the Company's application for waiver of fine of ? 10,000. The BSE has imposed a fine of ? 11,800 inclusive of taxes.	13-07-2026	Fine imposed due to inadvertent delay of 1 day in filing an intimation of Record Date under regulation 60(2)	Given the nominal nature of the fine. There is no impact on financials, operations or other activities of the Company.

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				