

SRL:SEC:SE: 2020-21/50

15 October, 2020

The Manager  
Listing Department,  
National Stock Exchange of India Limited  
**(Symbol: SPENCERS)**  
Exchange Plaza, 5th Floor  
Plot No. C/1, G-Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai – 400 051

The General Manager  
Department of Corporate Service,  
BSE Limited  
**(Scrip Code: 542337)**  
Phiroze Jeejeebhoy Tower  
Dalal Street  
Mumbai – 400 001

The Secretary  
The Calcutta Stock Exchange Limited  
**(Scrip Code: 30028)**  
7, Lyons Range  
Kolkata – 700 001

Dear Sir,

**Sub: Corporate Governance Report for the Quarter ended 30 September, 2020**

In terms of requirement of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance Report for the Quarter ended 30 September, 2020.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

**For Spencer's Retail Limited**



**Rama Kant**  
**Company Secretary**  
**(FCS-4818)**

**Spencer's Retail Limited**

(Formerly Known as RP-SG Retail Limited)

Regd. Office: Duncan House, 31, Netaji Subhas Road, Kolkata-700 001

Corp. Office: RPSG House, 2/4 Judges Court Road, Kolkata-700 027

Tel: +91 33 2487 1091 Web: [www.spencersretail.com](http://www.spencersretail.com)

CIN: L74999WB2017PLC219355

**SPENCER'S RETAIL LIMITED**  
**(Formerly known as RP-SG Retail Limited)**  
**Corporate Governance Report for the Quarter ended on 30 September 2020**

Annex-I

1. Name of Listed Entity : Spencer's Retail Limited (Formerly known as RP-SG Retail Limited)  
2. Quarter ended : 30 September 2020

<b>I. Composition of Board of Directors</b>												
Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (Months)	No of Directorship in listed entities including this listed entity [Regulation 17(A)]	No of Independent Directorship in listed entities including this listed entity [Regulation (17)(A)(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity [Regulation 26(1)]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Regulation 26(1)]
Mr.	Sanjiv Goenka	AEFPG4689G & 00074796	Chairperson / Non Executive	29.01.1961	14.11.2018	-	-	NA	6	0	6	4
Mr.	Shashwat Goenka	AOUPG0553L & 03486121	Non Executive	12.04.1990	14.11.2018	-	-	NA	5	0	3	0
Ms.	Rekha Sethi	APLPS9964D & 06809515	Independent / Non Executive	04.11.1963	14.11.2018	-	13.11.2023	22	3	3	4	0
Mr.	Pratip Chaudhuri	AAGPC0974K & 00915201	Independent / Non Executive	12.09.1953	14.11.2018	-	13.11.2023	22	6	5	8	1
Mr.	Utsav Parekh	AGHPP4467H & 00027642	Independent / Non Executive	28.08.1956	14.11.2018	-	13.11.2023	22	5	4	7	4
Mr.	Debanjan Mandal	AANPM6755B & 00469622	Independent / Non Executive	26.08.1973	11.02.2019	-	10.02.2024	19	3	3	5	0
Mr.	Devendra Chawla	ABSPC4611L & 03586196	Executive	13.04.1972	11.02.2019	-	10.02.2022	NA	1	0	0	0
Mr.	Rahul Nayak	ACMPN0973H & 06491536	Executive	24.10.1976	14.11.2018	-	13.11.2021	NA	1	0	1	0
<b>Whether Regular Chairperson appointed</b>				Yes								
<b>Whether Chairperson is related to Managing Director or CEO</b>				No								



<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (chairperson/Executive/Non-Executive/independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Utsav Parekh	Chairperson / Independent	14.11.2018	-
		Shashwat Goenka	Non Executive	14.11.2018	-
		Pratip Chaudhuri	Independent / Non Executive	14.11.2018	-
		Debanjan Mandal	Independent / Non Executive	14.11.2019	-
2. Nomination & Remuneration Committee	Yes	Utsav Parekh	Chairperson / Independent	14.11.2018	-
		Sanjiv Goenka	Non Executive	14.11.2018	-
		Pratip Chaudhuri	Independent / Non Executive	14.11.2018	-
3. Stakeholders Relationship Committee	Yes	Sanjiv Goenka	Chairperson / Non Executive	14.11.2018	-
		Shashwat Goenka	Non Executive	14.11.2018	-
		Rahul Nayak	Executive	14.11.2018	-
		Utsav Parekh	Independent / Non Executive	11.02.2019	-
4. CSR Committee	Yes	Sanjiv Goenka	Chairperson / Non Executive	14.11.2018	-
		Shashwat Goenka	Non Executive	14.11.2018	-
		Utsav Parekh	Independent / Non Executive	14.11.2018	-

<b>III. Meeting of Board of Directors</b>					
<b>Date of Meeting in the previous quarter</b>	<b>Date of Meeting in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
11-May-20	-	-	-	-	48
29-Jun-20	8-Sep-20	Yes	8	4	70

<b>IV. Meeting of Committees</b>					
<b>Date of Meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>	<b>Date of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
<b><u>Audit Committee</u></b>					
8-Sep-20	Yes	4	3	29-Jun-20	70
<b><u>Nomination and Remuneration Committee</u></b>					
NA	NA	NA	NA	26-Jun-20	NA
<b><u>Stakeholders Relationship Committee</u></b>					
8-Sep-20	Yes	4	1	26-Jun-20	73
<b><u>Corporate Social Responsibility Committee</u></b>					
NA	NA	NA	NA	29-Jun-20	NA

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of Audit Committee obtained	NA*
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

\*Omnibus prior approval of Audit Committee is duly taken for all Related Party Transactions.

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:-</p> <p>a. Audit Committee.</p> <p>b. Nomination &amp; Remuneration committee.</p> <p>c. Stakeholders Relationship committee.</p> <p>d. Risk Management Committee (Not applicable to us)</p> <p>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</p> <p>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</p> <p>5. The report submitted in the previous quarter has been placed and was noted by the Board of Directors.</p> <p><b>For Spencer's Retail Limited</b></p> <p></p> <p></p> <p><b>Rama Kant</b>  <b>Company Secretary</b>  <b>(FCS-4818)</b></p>
<b>15-Oct-20</b>

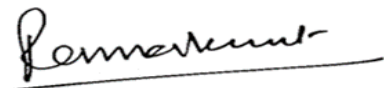
**ANNEXURE III**

**Format to be submitted by Listed entity at the end of 6 months after end of financial year along -with second quarter report of next financial year**

**I. Affirmation**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA) refer note below</b>
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**For Spencer's Retail Limited**



**Rama Kant**  
**Company Secretary**  
**(FCS-4818)**

**15-Oct-20**