

SRL:SEC:SE:2022-23/28

July 13, 2022

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

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

Dear Sir/Madam,

**Sub: Corporate Governance Report for the quarter ended June 30, 2022**

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 June 30, 2022.

You are requested to kindly take the information in record and oblige.

Thanking you,  
**For Spencer's Retail Limited**





**Rama Kant**  
**Company Secretary & Compliance Officer**  
**(FCS 4818)**

**Spencer's 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**

**Corporate Governance Report for the Quarter ended on June 30, 2022**

Annex-I

1. Name of Listed Entity : Spencer's Retail Limited

2. Quarter and year ended : June 30, 2022

I. Composition of Board of Directors												
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)]
Dr.	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	43	4	4	3	0
Mr.	Pratip Chaudhuri	AAGPC0974K & 00915201	Independent / Non Executive	12.09.1953	14.11.2018	-	13.11.2023	43	5	4	7	0
Mr.	Utsav Parekh	AGHPP4467H & 00027642	Independent / Non Executive	28.08.1956	14.11.2018	-	13.11.2023	43	6	5	7	4
Mr.	Debanjan Mandal	AANPM6755B & 00469622	Independent / Non Executive	26.08.1973	11.02.2019	-	10.02.2024	40	4	4	6	0
Mr.	Devendra Chawla	ABSPC4611L & 03586196	Executive	13.04.1972	11.02.2019	12.11.2021	10.02.2025	NA	1	0	0	0
Mr.	Rahul Nayak	ACMPN0973H & 06491536	Executive	24.10.1976	14.11.2018	12.11.2021	13.11.2024	NA	1	0	1	0
<b>Whether Regular Chairperson appointed</b>				Yes								
<b>Whether Chairperson is related to Managing Director or CEO</b>				No								

  


**SPENCER'S RETAIL LIMITED****II. Composition of Committees**

Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category (chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
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. Corporate Social Responsibility 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	-
5. Risk Management Committee	Yes	Shashwat Goenka	Chairperson / Non Executive	15.06.2021	-
		Utsav Parekh	Independent / Non Executive	15.06.2021	-
		Devendra Chawla	Executive	15.06.2021	-
		Rahul Nayak	Executive	15.06.2021	-

*Remarked*



**SPENCER'S RETAIL LIMITED**

<b>III. Meeting of Board of Directors</b>					
Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
09-Feb-22	12-May-22	Yes	8	4	91

<b>IV. Meeting of Committees</b>					
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b><u>Audit Committee</u></b>					
12-May-22	Yes	4	3	09-Feb-22	91
<b><u>Stakeholders Relationship Committee</u></b>					
12-May-22	Yes	4	1	09-Feb-22	91
<b><u>Corporate Social Responsibility Committee</u></b>					
12-May-22	Yes	3	1	NA	NA

*Remarkant*



**SPENCER'S RETAIL LIMITED**

<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.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:-
  - a. Audit Committee.
  - b. Nomination & Remuneration Committee.
  - c. Stakeholders Relationship Committee.
  - d. Risk Management Committee.
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors.



**Rama Kant**  
**Company Secretary & Compliance Officer**  
**(FCS-4818)**

**13-Jul-22**