

SRL:SEC:SE:2023-24/80

January 18, 2024

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)**

BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street  
Mumbai – 400 001  
**(Scrip Code: 542337)**

Dear Sir/Madam,

**Sub: Corporate Governance Report for the quarter ended December 31, 2023**

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 December 31, 2023.

Kindly take the aforementioned information on record and oblige.

Thanking you.

Yours faithfully,  
**For Spencer's Retail Limited**

**Vikash Kumar Agarwal**  
**Company Secretary & Compliance Officer**

Encl.: As above

**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

**Corporate Governance Report for the Quarter ended on December 31, 2023**

**1. Name of Listed Entity : Spencer's Retail Limited**  
**2. Quarter ended : December 31, 2023**

Composition of Board of Directors														
Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	Whether the director is disqualified u/s 164 of the Companies Act, 2013	Current Status	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (Months/Days)	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.	Shashwat Goenka	AOUPG0553L & 03486121	Chairperson / Non Executive	12.04.1990	No	Active	14.11.2018	-	-	NA	5	0	3	1
Ms.	Rekha Sethi	APLPS9964D & 06809515	Independent / Non Executive	04.11.1963	No	Active	14.11.2018	14.11.2023	-	61.17	5	5	3	0
Mr.	Pratip Chaudhuri	AAGPC0974K & 00915201	Independent / Non Executive	12.09.1953	No	Active	14.11.2018	14.11.2023	-	61.17	4	3	5	0
Mr.	Utsav Parekh	AGHP4467H & 00027642	Independent / Non Executive	28.08.1956	No	Active	14.11.2018	14.11.2023	-	61.17	7	5	9	4
Mr.	Debanjan Mandal	AANPM6755B & 00469622	Independent / Non Executive	26.08.1973	No	Active	11.02.2019	-	-	58.18	5	4	6	1
Mr.	Rahul Nayak	ACMPN0973H & 06491536	Executive	24.10.1976	No	Active	14.11.2018	12.11.2021	-	NA	1	0	1	0
Mr.	Anuj Singh	AIAPS3189G & 09547776	Executive	21.08.1973	No	Active	22.03.2023	-	-	NA	1	0	0	0
Whether Regular Chairperson appointed				Yes										
Whether Chairperson is related to MD or CEO				No										

**SPENCER'S RETAIL LIMITED**

<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 /Non Executive/ 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 /Non Executive/ Independent	14.11.2018	-
		Debanjan Mandal	Independent / Non Executive	09.05.2023	
		Pratip Chaudhuri	Independent / Non Executive	14.11.2018	-
		Shashwat Goenka	Non Executive	23.05.2023	
3. Stakeholders Relationship Committee	Yes	Shashwat Goenka	Chairperson / 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	Shashwat Goenka	Chairperson / Non Executive	14.11.2018	
		Utsav Parekh	Independent / Non Executive	14.11.2018	-
		Anuj Singh	Executive	22.05.2023	
5. Risk Management Committee	Yes	Shashwat Goenka	Chairperson / Non Executive	15.06.2021	-
		Utsav Parekh	Independent / Non Executive	15.06.2021	-
		Rahul Nayak	Executive	15.06.2021	-

**SPENCER'S RETAIL LIMITED**

III. Meeting of Board of Directors						
Date of Meeting in the previous quarter	Date of Meeting in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
10-Aug-23	08-Nov-23	Yes	7	7	4	89

IV. Meeting of Committees							
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Total Number of Directors as on date of the meeting	Number of Directors present	Number of Independent Directors present	No. of members attending the meeting (other than board of directors)	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>							
08-Nov-23	Yes	4	4	3	-	10-Aug-23	89
<b><u>Nomination and Remuneration Committee</u></b>							
NA	NA	NA	NA	NA	NA	10-Aug-23	NA
<b><u>Stakeholders Relationship Committee</u></b>							
08-Nov-23	Yes	3	3	1	-	10-Aug-23	89
<b><u>Risk Management Committee</u></b>							
NA	NA	NA	NA	NA	NA	10-Aug-23	NA
<b><u>Corporate Social Responsibility Committee</u></b>							
NA	NA	NA	NA	NA	NA	NA	NA

**SPENCER'S RETAIL LIMITED****V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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

**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.

**Vikash Kumar Agarwal**  
**Company Secretary & Compliance Officer**

**18-Jan-24**

**SPENCER'S RETAIL LIMITED****Quarter ended on December 31, 2023**

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
Date of the event	NA	Brief details of the event	NA