

## Integrated Governance

### SPENCER'S RETAIL LIMITED

#### General information about company

Scrip code	542337	
NSE Symbol	SPENCERS	
MSEI Symbol	NOTLISTED	
ISIN	INE020801028	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2025	
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?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
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?	false	There were no acquisitions of shares or voting rights in unlisted companies during the quarter ended June 30, 2025
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?	true	
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?	false	Not Applicable
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	comz00499	
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						true																	
Whether Chairperson is related to MD or CEO						false	Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr no.	Title(Mr/Ms)	Name of the Director	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Shashwat Goenka	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	NA		14-11-2018				5	0	2	1			
2	Ms	Rekha Sethi	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-11-2018	14-11-2023		79.17	4	4	3	0			
3	Mr	Pratip Chaudhuri	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-11-2018	14-11-2023		79.17	2	2	2	0			
4	Mr	Utsav Parekh	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-11-2018	14-11-2023		79.17	7	4	9	3			
5	Mr	Debanjan Mandal	Non-Executive - Independent Director	Not Applicable		false				Active	NA		11-02-2019	11-02-2024		76.18	5	5	5	0			
6	Mr	Anuj Singh	Executive Director	Not Applicable	CEO-MD	false				Active	NA		22-03-2023				2	1	1	0			

**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						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Utsav Parekh	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	Pratip Chaudhuri	Non-Executive - Independent Director	Member	14-11-2018		
3	Debanjan Mandal	Non-Executive - Independent Director	Member	14-11-2019		

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Utsav Parekh	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	Pratip Chaudhuri	Non-Executive - Independent Director	Member	14-11-2018		
3	Debanjan Mandal	Non-Executive - Independent Director	Member	09-05-2023		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Shashwat Goenka	Non-Executive - Non Independent Director	Chairperson	14-11-2018		
2	Utsav Parekh	Non-Executive - Independent Director	Member	11-02-2019		
3	Anuj Singh	Executive Director	Member	19-05-2024		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Shashwat Goenka	Non-Executive - Non Independent Director	Chairperson	15-06-2021		
2	Utsav Parekh	Non-Executive - Independent Director	Member	15-06-2021		
3	Anuj Singh	Executive Director	Member	19-05-2024		

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Shashwat Goenka	Non-Executive - Non Independent Director	Chairperson	14-11-2018		
2	Utsav Parekh	Non-Executive - Independent Director	Member	14-11-2018		
3	Anuj Singh	Executive Director	Member	23-05-2023		



**Annexure I**

<b>III. Meeting of Board of Directors</b>							
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	16-01-2025			true	6	6	4
2	15-05-2025	118		true	6	6	4

**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	Reason 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	16-01-2025				true	3	3	3	0
2	Audit Committee	15-05-2025	118			true	3	3	3	0
3	Stakeholders Relationship Committee	16-01-2025				true	3	3	1	0
4	Stakeholders Relationship Committee	15-05-2025	118			true	3	3	1	0
5	Nomination and remuneration committee	16-01-2025				true	3	3	3	0
6	Nomination and remuneration committee	15-05-2025	118			true	3	3	3	0
7	Corporate Social Responsibility Committee	15-05-2025				true	3	3	1	0
8	Risk Management Committee	16-01-2025				true	3	3	1	0

**Annexure I**

<b>V. Affirmations</b>		
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	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
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.	true
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.	true
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	Navin Kumar Rathi
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	false
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	

**Signatory Details**

Name of signatory	Navin Kumar Rathi
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	22-07-2025

**Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	2
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**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	Legal Metrology, Gaziabad	Proceeding initiated for violation of norms of Legal Metrology. Matter compounded on 18.04.2025	24-02-2024	18 (1) & 36 (1) of Legal Metrology Act	Fine of Rs. 55,000/- paid for compounding of offence
2	Minimum Wages Act, 1948, Gorakhpur	Matter initiated for violation of labour law norms. Compounded on 08.04.2025	25-03-2025	Violation of Section 22A of the Equal Remuneration Act, 1976.	Fine amount of Rs. 10,000/- Paid for compounding the matter
3	Food Safety & Standards Act, 2006, Lucknow Ashiana Store, Sec. I	Matter initiated for violation of FSSAI norms, compounded on 31.05.2025	31-05-2025	Violation of 2.2.1 (4) of the act	Fine amount of Rs. 60,000/- imposed on SRL and a fine of Rs. 50,000/- imposed on store supervisor, which was paid for compounding the offence.
4	Food Safety & Standards Act, 2006, Lucknow Iswarpuri, Sec. I2, Indira Nagar, Lucknow	Matter initiated for violation of FSSAI norms, compounded on 31.05.2025	31-05-2025	Imposition of Sec. 68 and rule 3.1 for violation of Sec. 52 of the act	Fine amount of Rs. 40,000/- imposed on the store manager and another fine of Rs. 45,000/- imposed on SRL for compounding of the offence.
5	Food Safety & Standards Act, 2006, Kadapa, YSR District	Matter initiated for violation of FSSAI norms, compounded on 12.06.2025	12-06-2025	Violation of 2.4.6 (1) and Sec. 46 (4)	Fine for a sum of Rs. 3,000/- imposed on SRL for compounding of the offence