SRL:SEC:SE:2025-26/42

October 28, 2025

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

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

Dear Sir/Madam,

Sub: Integrated Filing (Governance) for the quarter ended September 30, 2025

In terms of requirement of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31 2024, read with BSE Circular No. 20250102-4 and NSE Circular No. NSE/CML/2025/02 dated January 2, 2025, please find enclosed herewith Integrated Filing (Governance) of the Company for the quarter ended September 30, 2025.

You are requested to take the aforementioned information on record and oblige.

Thanking you.

Yours faithfully,
For Spencer's Retail Limited

NAVIN KUMAR RATHI

Digitally signed by NAVIN KUMAR RATHI
Date: 2025.10.28 14:47:15 +05'30'

Navin Kumar Rathi
Company Secretary & Compliance Officer
Encl : As above

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Initial Date of appointment	Date of Re-appointment	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 [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	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)
1	Mr	Shashwat Goenka	03486121	Non-Executive - Non Independent Director	Chairperson related to Promoter		12-04-1990	No	Active	NA	14-11-2018			5	0	2	1
2	Ms	Rekha Sethi	06809515	Non-Executive - Independent Director	Not Applicable		04-11-1963	No	Active	NA	14-11-2018	14-11-2023	82.17	4	4	3	0
3	Mr	Pratip Chaudhuri	00915201	Non-Executive - Independent Director	Not Applicable		12-09-1953	No	Active	NA	14-11-2018	14-11-2023	82.17	3	3	4	1
4	Mr	Utsav Parekh	00027642	Non-Executive - Independent Director	Not Applicable		28-08-1956	No	Active	NA	14-11-2018	14-11-2023	82.17	7	4	9	3
5	Mr	Debanjan Mandal	00469622	Non-Executive - Independent Director	Not Applicable		26-08-1973	No	Active	NA	11-02-2019	11-02-2024	79.18	4	4	5	0
6	Mr	Anuj Singh	09547776	Executive Director	Not Applicable	CEO-MD	21-08-1973	No	Active	NA	22-03-2023			2	1	1	0

Annexure 1

II. Composition of Committees

Is there any change in information of committees compare to previous quarter	Yes

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
1	00027642	Utsav Parekh	Non-Executive - Independent Director	Chairperson	14-11-2018
2	00915201	Pratip Chaudhuri	Non-Executive - Independent Director	Member	14-11-2018
3	00469622	Debanjan Mandal	Non-Executive - Independent Director	Member	14-11-2019

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
1	00027642	Utsav Parekh	Non-Executive - Independent Director	Chairperson	14-11-2018
2	00915201	Pratip Chaudhuri	Non-Executive - Independent Director	Member	14-11-2018
3	00469622	Debanjan Mandal	Non-Executive - Independent Director	Member	09-05-2023

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
1	03486121	Shashwat Goenka	Non-Executive - Non Independent Director	Chairperson	14-11-2018
2	00027642	Utsav Parekh	Non-Executive - Independent Director	Member	11-02-2019
3	09547776	Anuj Singh	Executive Director	Member	19-05-2024

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
1	03486121	Shashwat Goenka	Non-Executive - Non Independent Director	Chairperson	15-06-2021
2	00027642	Utsav Parekh	Non-Executive - Independent Director	Member	15-06-2021
3	09547776	Anuj Singh	Executive Director	Member	19-05-2024

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
1	03486121	Shashwat Goenka	Non-Executive - Non Independent Director	Chairperson	14-11-2018
2	00027642	Utsav Parekh	Non-Executive - Independent Director	Member	14-11-2018
3	09547776	Anuj Singh	Executive Director	Member	23-05-2023

Annexure 1						
III. Meeting of Board of Directors						
Sr. No.	**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)**	**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	15-05-2025		Yes	6	6	4
2	30-07-2025	75	Yes	6	5	3
3	19-09-2025	50	Yes	6	6	4

Annexure 1

IV. Meeting of Committees

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)	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	15-05-2025		Yes	3	3	3	0
2	Audit Committee	30-07-2025	75	Yes	3	2	2	0
3	Audit Committee	19-09-2025	50	Yes	3	3	3	0
4	Nomination and remuneration committee	15-05-2025		Yes	3	3	3	0
5	Nomination and remuneration committee	30-07-2025	75	Yes	3	2	2	0
6	Nomination and remuneration committee	19-09-2025	50	Yes	3	3	3	0
7	Stakeholders Relationship Committee	15-05-2025		Yes	3	3	1	0
8	Stakeholders Relationship Committee	30-07-2025	75	Yes	3	2	0	0
9	Corporate Social Responsibility Committee	15-05-2025		Yes	3	3	1	0
10	Risk Management Committee	30-07-2025	75	Yes	3	2	0	0

Annexure 1		
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 to 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.	Yes

Annexure 1		
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	No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

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

I. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, 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

Annexure III

1	Name of signatory		Navin Kumar Rathi
2	Designation		Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Navin Kumar Rathi
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	28-10-2025

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

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, Prayagraj	Proceeding initiated for violation of norms of Legal Metrology. Matter compounded on 08-08-2025	21-07-2025	Proceeding initiated for violation of norms of Legal Metrology	Fine of Rs.70,000/- paid for compounding of offence. The financial impact of the Order is to the extent of the redemption fine and penalty levied. There is no impact on operations or other activities of the Company due to the Order.
2	Legal Metrology, Gorakphur	Proceeding initiated for violation of norms of Legal Metrology. Matter compounded on 20-08-2025	05-08-2025	Proceeding initiated for violation of norms of Legal Metrology	Fine of Rs.5000/- paid for compounding of offence. The financial impact of the Order is to the extent of the redemption fine and penalty levied. There is no impact on operations or other activities of the Company due to the Order.