SRL:SEC:SE:2026-27/37

October 16, 2026

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, 2026

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 Circulars issued by BSE and NSE; please find enclosed herewith Integrated Filing (Governance) of the Company for the quarter ended September 30, 2026.

Thanking you.

Yours faithfully,
For Spencer's Retail Limited

NAVIN KUMAR RATHI
Digitally signed by NAVIN KUMAR RATHI
Date: 2026.10.16 16:36:59 +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	Disqualificati: Whether the director is disqualified?	Disqualificati: 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 Regulat	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer
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	94.17	4	4	3	1
3	Mr	Pratip Chaudhuri	00915201	Non-Executive - Independent Director	Not Applicable		12-09-1953	No	Active	NA	14-11-2018	14-11-2023	94.17	3	3	5	3
4	Mr	Utsav Parekh	00027642	Non-Executive - Independent Director	Not Applicable		28-08-1956	No	Active	NA	14-11-2018	14-11-2023	94.17	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	91.18	3	3	5	0
6	Mr	Anuj Singh	09547776	Executive Director	Not Applicable	CEO-MD	21-08-1973	No	Active	NA	22-03-2023	22-03-2026		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 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 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 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 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							
Meeting of Board of Directors							
Sr. No.	Date(s) of meeting (if any) in the previous quarter	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		21-05-2026		Yes	6	6	4
2		13-08-2026	83	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	21-05-2026		Yes	3	3	3	0
2	Audit Committee	13-08-2026	83	Yes	3	3	3	0
3	Nomination and remuneration committee	21-05-2026		Yes	3	3	3	0
4	Nomination and remuneration committee	13-08-2026	83	Yes	3	3	3	0
5	Stakeholders Relationship Committee	21-05-2026		Yes	3	3	1	0
6	Stakeholders Relationship Committee	12-08-2026	82	Yes	3	3	1	0
7	Corporate Social Responsibility Committee	21-05-2026		Yes	3	3	1	0
8	Risk Management Committee	12-08-2026	82	Yes	3	3	1	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

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI	No
Number of cyber security incidence or breaches	

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

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	Inspector of Excise Excise Department, Koramangala, Bengaluru Urban District - 7 (Bud-7)	Order issued in Case No. 005/2026-27/040713040TE/1924380 under Section 36 of the Karnataka Excise Act 1965.	29-09-2026	Proceeding initiated in connection with not authenticating the books of account during the audit period 16-09-2026 to 18-09-2026. Matter compounded on 29-09-2026 and payment of Rs.10,000/- done.	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.