

SRL:SEC:SE:2022-23/66

January 19, 2023

The Manager
Listing Department,
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 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 December 31, 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 December 31, 2022.

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

Thanking you.

For Spencer's Retail Limited

Neelesh Bothra
Chief Financial Officer

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
CIN: L74999WB2017PLC219355

SPENCER'S RETAIL LIMITED

Corporate Governance Report for the Quarter ended on December 31, 2022

Annex-I

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

2. Quarter ended : December 31, 2022

I. 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)	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	& 00074796	Chairperson / Non Executive	29.01.1961	No	Active	14.11.2018	-	-	NA	6	0	6	4
Mr.	Shashwat Goenka	& 03486121	Non Executive	12.04.1990	No	Active	14.11.2018	-	-	NA	5	0	3	0
Ms.	Rekha Sethi	& 06809515	Independent / Non Executive	04.11.1963	No	Active	14.11.2018	-	13.11.2023	49	4	4	3	0
Mr.	Pratip Chaudhuri	& 00915201	Independent / Non Executive	12.09.1953	No	Active	14.11.2018	-	13.11.2023	49	4	3	5	0
Mr.	Utsav Parekh	& 00027642	Independent / Non Executive	28.08.1956	No	Active	14.11.2018	-	13.11.2023	49	7	6	6	3
Mr.	Debanjan Mandal	& 00469622	Independent / Non Executive	26.08.1973	No	Active	11.02.2019	-	10.02.2024	46	4	4	6	0
Mr.	Devendra Chawla	& 03586196	Executive	13.04.1972	No	Active	11.02.2019	12.11.2021	10.02.2025	NA	1	0	0	0
Mr.	Rahul Nayak	& 06491536	Executive	24.10.1976	No	Active	14.11.2018	12.11.2021	13.11.2024	NA	1	0	1	0
Whether Regular Chairperson appointed				Yes										
Whether Chairperson is related to Promoter				Yes										

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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	-

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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)
11-Aug-22	14-Nov-22	Yes	8	8	4	94

IV. Meeting of Committees							
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	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
<u>Audit Committee</u>							
14-Nov-22	Yes	4	4	3	0	11-Aug-22	94
<u>Stakeholders Relationship Committee</u>							
14-Nov-22	Yes	4	4	1	0	11-Aug-22	94

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V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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.

Neelesh Bothra
Chief Financial Officer

19-Jan-23