

SRL:SEC:SE:2024-25/34

July 16, 2024

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)

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

Dear Sir/Madam,

Sub: Corporate Governance Report for the quarter ended June 30, 2024

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 June 30, 2024.

You are requested to 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
CIN: L74999WB2017PLC219355

SPENCER'S RETAIL LIMITED

Corporate Governance Report for the Quarter ended June 30, 2024

Annex-I

1. Name of Listed Entity : Spencer's Retail Limited
2. Quarter ended : June 30, 2024

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.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	-	67.17	4	4	3	0
Mr.	Pratip Chaudhuri	AAGPC0974K & 00915201	Independent / Non Executive	12.09.1953	No	Active	14.11.2018	14.11.2023	-	67.17	3	2	5	0
Mr.	Utsav Parekh	AGHPP4467H & 00027642	Independent / Non Executive	28.08.1956	No	Active	14.11.2018	14.11.2023	-	67.17	7	5	9	4
Mr.	Debanjan Mandal	AANPM6755B & 00469622	Independent / Non Executive	26.08.1973	No	Active	11.02.2019	11.02.2024	-	64.18	6	6	6	1
Mr.	Rahul Nayak*	ACMPN0973H & 06491536	Executive	24.10.1976	No	Inactive	14.11.2018	12.11.2021	18.05.2024	NA	1	0	0	0
Mr.	Anuj Singh	AIAPS3189G & 09547776	Executive	21.08.1973	No	Active	22.03.2023	-	-	NA	1	0	1**	0
Whether Regular Chairperson appointed														Yes
Whether Chairperson is related to MD or CEO														No

* Mr. Rahul Nayak has stepped down from the position of Whole-time Director and also as Director of the Company with effect from May 18, 2024.

** Mr. Anuj Singh has been inducted as a member of the Stakeholders Relationship Committee w.e.f. May 19, 2024.

SPENCER'S RETAIL LIMITED

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 /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	18-05-2024
		Utsav Parekh	Independent / Non Executive	11.02.2019	-
		Anuj Singh*	Executive	19.05.2024	-
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	18-05-2024
		Anuj Singh**	Executive	19.05.2024	-

* Mr. Rahul Nayak has stepped down from the position of Whole-time Director and also as Director of the Company with effect from May 18, 2024 and consequently also ceased to be a member from the Stakeholders Relationship Committee of the Board. Mr. Anuj Singh has been inducted as a member of the Committee w.e.f. May 19, 2024.

** Mr. Rahul Nayak has stepped down from the position of Whole-time Director and also as Director of the Company with effect from May 18, 2024 and consequently also ceased to be a member from the Risk Management Committee of the Board. Mr. Anuj Singh has been inducted as a member of the Committee w.e.f. May 19, 2024.

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)
01-Feb-24	18-Apr-24	Yes	7	7	4	76
	10-May-24	Yes	7	7	4	21

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
<u>Audit Committee</u>							
18-Apr-24	Yes	4	4	3	-	01-Feb-24	76
10-May-24	Yes	4	4	3	-	NA	21
<u>Nomination and Remuneration Committee</u>							
18-Apr-24	Yes	4	4	3	-	01-Feb-24	76
<u>Stakeholders Relationship Committee</u>							
10-May-24	Yes	3	3	1	-	01-Feb-24	98
<u>Risk Management Committee</u>							
-	NA	NA	NA	NA	-	01-Feb-24	NA
<u>Corporate Social Responsibility Committee</u>							
10-May-24	Yes	3	3	1	-	NA	NA

Annexure 1

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

16-Jul-24

SPENCER'S RETAIL LIMITED

Quarter ended on June 30, 2024

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