

SRL:SEC:SE:2025-26/56

January 21, 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 December 31, 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 December 31, 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**  
**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](http://www.spencersretail.com)  
CIN: L74999WB2017PLC219355

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	85.17	4	4	4	1
3	Mr	Pratip Chaudhuri	00915201	Non-Executive - Independent Director	Not Applicable		12-09-1953	No	Active	NA	14-11-2018	14-11-2023	85.17	3	3	4	2
4	Mr	Utsav Parekh	00027642	Non-Executive - Independent Director	Not Applicable		28-08-1956	No	Active	NA	14-11-2018	14-11-2023	85.17	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	82.18	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					
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**

<b>Sr. No.</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present* (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting*</b>
1	30-07-2025		Yes	6	5	3
2	19-09-2025	50	Yes	6	6	4
3	10-11-2025	51	Yes	6	5	3

**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 requireme nt 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	30-07-2025		Yes	3	2	2	0
2	Audit Committee	19-09-2025	50	Yes	3	3	3	0
3	Audit Committee	10-11-2025	51	Yes	3	2	2	0
4	Nomination and remuneration committee	30-07-2025		Yes	3	2	2	0
5	Nomination and remuneration committee	19-09-2025	50	Yes	3	3	3	0
6	Stakeholders Relationship Committee	30-07-2025		Yes	3	2	0	0
7	Stakeholders Relationship Committee	10-11-2025	102	Yes	3	3	1	0
8	Risk Management Committee	30-07-2025		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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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

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	

Signatory Details	
Name of signatory	Navin Kumar Rathi
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	21-01-2026

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	GSTO, OFFICE OF THE GOODS AND SERVICES TAX OFFICER (VAT/GST), New Delhi	Demand order has been issued by the GST Authority for Rs.4,58,519/- (including interest of Rs 1,45,735/- and penalty of Rs. 42,906/- in terms of Section 73 of DGST Act, 2017).	23-12-2025	Excess claim of Input Tax Credit observed by GST authority during verification of GSTR- 3B and GSTR-2A filed for the financial year 2019-20.	The Company does not expect the said Order to have any material financial impact. The Company will file an appeal before the relevant Authority disputing the demand under the said order.
2	Chief Judicial Magistrate under Legal Metrology Act, 2009	Fine of Rs. 25000/- has been levied on the Company.	06-11-2025	Violation of Section 18(1)/36(1) of the Legal Metrology Act, 2009 and Section 6(2) of the Legal Metrology (Packaged Commodities) Rules, 2011.	Fine of Rs. 25000/- has been paid. The financial impact of the Order is to the extent of the fine levied. There is no impact on operations or other activities of the Company due to the Order.