

SRL:SEC:SE:2026-27/05

April 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 and financial year ended March 31, 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 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 and financial year ended March 31, 2026.

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
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	88.17	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	88.17	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	88.17	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	85.18	4	4	5	0
6	Mr	Anuj Singh	09547776	Executive Director	Not Applicable	CEO-MD	21-08-1973	No	Active	NA	22-03-2023	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
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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson	Yes
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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
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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
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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
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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
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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 (Enter dates of Previous quarter and Current quarter in chronological	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	No. of Independent Directors attending the meeting*
1	10-11-2025		Yes	6	5	3
2	06-02-2026	87	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	10-11-2025		Yes	3	2	2	0
2	Audit Committee	06-02-2026	87	Yes	3	3	3	0
3	Nomination and remuneration committee	06-02-2026		Yes	3	3	3	0
4	Stakeholders Relationship Committee	10-11-2025		Yes	3	3	1	0
5	Stakeholders Relationship Committee	06-02-2026	87	Yes	3	3	1	0
6	Risk Management Committee	06-02-2026		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

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	

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr	Item	Compliance status (Yes/No/NA)	Web address
As per regulation 46(2) of the LODR:			
1.1	Details of business	Yes	https://www.spencersretail.com/about-us
1.2	Memorandum of Association and Articles of Association	Yes	https://www.spencersretail.com/pdf/Policies/backup/MOA%20%26%20AOA.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://www.spencersretail.com/pdf/Policies/backup/Director's%20Profile.pdf
2	Terms and conditions of appointment of independent directors	Yes	https://www.spencersretail.com/pdf/Investors%20Update/2018-19/SRL%20-%20Letter%20to%20Independent%20Directors_2018_2019.pdf
3	Composition of various committees of board of directors	Yes	https://www.spencersretail.com/pdf/Board%20&%20its%20Committees/Committee%20Compositions.pdf
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.spencersretail.com/pdf/Policies/backup/Code%20of%20Conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.spencersretail.com/pdf/Policies/backup/WHISTLE%20BLOWER%20POLICY.pdf
6	Criteria of making payments to non-executive directors	Yes	https://www.spencersretail.com/pdf/Policies/backup/Remuneration%20Policy.pdf
7	Policy on dealing with related party transactions	Yes	https://www.spencersretail.com/pdf/Policies/Related%20Party%20Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://www.spencersretail.com/pdf/Policies/Material%20Subsidiary%20Policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.spencersretail.com/pdf/Policies/backup/ID%20Familiarization.pdf
10	Email address for grievance redressal and other relevant details	Yes	https://www.spencersretail.com/investor#!
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.spencersretail.com/investor#!
12	Financial results	Yes	https://www.spencersretail.com/investor#!
13	Shareholding pattern	Yes	https://www.spencersretail.com/investor#!
14	Details of agreements entered into with the media companies and/or their associates	NA	
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	https://www.spencersretail.com/investor#!
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	https://www.spencersretail.com/investor#!
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	https://www.spencersretail.com/investor#!
18	Credit rating or revision in credit rating obtained	Yes	https://www.spencersretail.com/pdf/Policies/backup/Credit%20Rating_SRL.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.spencersretail.com/investor#!
20	Secretarial Compliance Report	Yes	https://www.spencersretail.com/investor#!
21	Materiality Policy as per Regulation 30 (4)	Yes	https://www.spencersretail.com/pdf/Policies/backup/Material%20Policy.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.spencersretail.com/investor#member_x-1
23	Disclosures under regulation 30(8)	Yes	https://www.spencersretail.com/investor#member_x-2
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	https://www.spencersretail.com/investor#member_x-3
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.spencersretail.com/pdf/Policies/Dividend%20Distribution%20Policy.pdf

26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.spencersretail.com/pdf/Financial%20Results/Annual%20Reports/2021-22/SRL_Annual%20Return.pdf
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	https://www.spencersretail.com/pdf/Financial%20Results/Annual%20Reports/2021-22/ESOP%20Scheme%20Document%20-%20Spencer's%20Retail%20Limited.pdf
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.spencersretail.com/investor
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.spencersretail.com/investor

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	NA

33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	Yes
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers insurance	25(10)	Yes
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

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

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0