

SRL:SEC:SE:2026-27/20

July 22, 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 June 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 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 June 30, 2026.

You are requested to kindly 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	Wheth er the direct or is disqua lified?	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulation s]	Initial Date of appointment	Date of Re- appointmen t	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	91.17	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	91.17	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	91.17	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	88.18	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 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 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	06-02-2026		Yes	6	6	4
2	21-05-2026	103	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	06-02-2026		Yes	3	3	3	0
2	Audit Committee	21-05-2026	103	Yes	3	3	3	0
3	Nomination and remuneration committee	06-02-2026		Yes	3	3	3	0
4	Nomination and remuneration committee	21-05-2026	103	Yes	3	3	3	0
5	Stakeholders Relationship Committee	06-02-2026		Yes	3	3	1	0
6	Stakeholders Relationship Committee	21-05-2026	103	Yes	3	3	1	0
7	Corporate Social Responsibility Committee	21-05-2026		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	No
Number of cyber security incidence or	

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

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	Additional Chief Judicial Magistrate, Varanasi	Proceeding initiated for violation of norms of Legal Metrology. Matter compounded on 22-05-2026 and payment of Rs.25,000/- done.	22-05-2026	Section 18(1) & 36(1) of The Legal Metrology Act, 2009	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.