

SRL:SEC:SE:2021-22/27

July 13, 2021

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,

Sub: Corporate Governance Report for the Quarter ended June 30, 2021

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, 2021.

Kindly acknowledge receipt of the same.

Thanking you,
For Spencer's Retail Limited





Rama Kant
Company Secretary
(FCS 4818)

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 and Year ended on June 30, 2021

Annex-I

1. Name of Listed Entity : Spencer's Retail Limited
2. Quarter and year ended : June 30, 2021

I. Composition of Board of Directors												
Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	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)]
Mr.	Sanjiv Goenka	AEFPG4689G & 00074796	Chairperson / Non Executive	29.01.1961	14.11.2018	-	-	NA	6	0	6	4
Mr.	Shashwat Goenka	AOUPG0553L & 03486121	Non Executive	12.04.1990	14.11.2018	-	-	NA	5	0	3	0
Ms.	Rekha Sethi	APLPS9964D & 06809515	Independent / Non Executive	04.11.1963	14.11.2018	-	13.11.2023	31	3	3	4	0
Mr.	Pratip Chaudhuri	AAGPC0974K & 00915201	Independent / Non Executive	12.09.1953	14.11.2018	-	13.11.2023	31	6	5	8	1
Mr.	Utsav Parekh	AGHPP4467H & 00027642	Independent / Non Executive	28.08.1956	14.11.2018	-	13.11.2023	31	6	5	7	3
Mr.	Debanjan Mandal	AANPM6755B & 00469622	Independent / Non Executive	26.08.1973	11.02.2019	-	10.02.2024	28	4	4	6	0
Mr.	Devendra Chawla	ABSPC4611L & 03586196	Executive	13.04.1972	11.02.2019	-	10.02.2022	NA	1	0	0	0
Mr.	Rahul Nayak	ACMPN0973H & 06491536	Executive	24.10.1976	14.11.2018	-	13.11.2021	NA	1	0	1	0
Whether Regular Chairperson appointed				Yes								
Whether Chairperson is related to Managing Director or CEO				No								



Remarant



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 / 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	-

*Constituted by Board in its meeting held on June 15, 2021 as per recent amendment in SEBI (LODR), 2015.

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)	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
11-Feb-21	15-Jun-21	Yes	8	4	123*

IV. Meeting of Committees					
Date of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	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>					
15-Jun-21	Yes	4	3	11-Feb-21	123*
<u>Stakeholders Relationship Committee</u>					
15-Jun-21	Yes	4	1	11-Feb-21	NA
<u>Nomination and Remuneration Committee</u>					
15-Jun-21	Yes	3	2	NA	NA
<u>Corporate Social Responsibility Committee</u>					
15-Jun-21	Yes	3	1	NA	NA

* The provision related to the Maximum Gap between 2 Board Meetings of 120 days is not applicable as per circular no. 08/2021 dated 03-05-2021

Remuneration

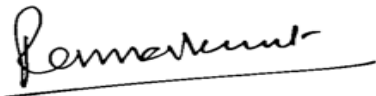



The image shows a handwritten signature in black ink that reads "Remuneration". To the right of the signature is a blue circular stamp. The stamp contains the text "SPENCER'S RETAIL LIMITED" around the perimeter and a small star at the bottom center.

SPENCER'S RETAIL LIMITED

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
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:-</p> <p>a. Audit Committee.</p> <p>b. Nomination & Remuneration Committee.</p> <p>c. Stakeholders Relationship Committee.</p> <p>d. Risk Management Committee.</p> <p>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.</p> <p>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.</p> <p>5. The report submitted in the previous quarter has been placed and was noted by the Board of Directors.</p> <p>For Spencer's Retail Limited</p> <p> </p> <p>Rama Kant Company Secretary (FCS-4818)</p>
13-Jul-21