

SRL:SEC:SE:2023-24/58

October 19, 2023

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 September 30, 2023

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 September 30, 2023.

Kindly 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 on September 30, 2023

Annex-I

1. Name of Listed Entity : Spencer's Retail Limited
2. Quarter ended : September 30, 2023

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	-	-	58.17	5	5	3	0
Mr.	Pratip Chaudhuri	AAGPC0974K & 00915201	Independent / Non Executive	12.09.1953	No	Active	14.11.2018	-	-	58.17	4	3	5	0
Mr.	Utsav Parekh	AGHPP4467H & 00027642	Independent / Non Executive	28.08.1956	No	Active	14.11.2018	-	-	58.17	7	5	7	4
Mr.	Debanjan Mandal	AANPM6755B & 00469622	Independent / Non Executive	26.08.1973	No	Active	11.02.2019	-	-	55.18	5	4	6	1
Mr.	Rahul Nayak	ACMPN0973H & 06491536	Executive	24.10.1976	No	Active	14.11.2018	12.11.2021	-	NA	1	0	1	0
Mr.	Anuj Singh	AIAPS3189G & 09547776	Executive	21-08-1973	No	Active	22.03.2023	-	-	NA	1	0	0	0
Whether Regular Chairperson appointed				Yes										
Whether Chairperson is related to MD or CEO				No										

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	-
		Utsav Parekh	Independent / Non Executive	11.02.2019	-
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	-

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)
22-May-23	10-Aug-23	Yes	7	5	2	79

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>							
10-Aug-23	Yes	4	3	2	-	22-May-23	79
<u>Nomination and Remuneration Committee</u>							
10-Aug-23	Yes	4	3	2	-	22-May-23	79
<u>Stakeholders Relationship Committee</u>							
10-Aug-23	Yes	3	3	1	-	22-May-23	79
<u>Risk Management Committee</u>							
10-Aug-23	Yes	3	3	1	NA	NA	NA
<u>Corporate Social Responsibility Committee</u>							
NA	NA	NA	NA	NA	NA	22-May-23	NA

SPENCER'S RETAIL LIMITED**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

19-Oct-23

SPENCER'S RETAIL LIMITED**ANNEXURE III****Format to be submitted by Listed entity for the quarter ended September 30, 2023****I. Affirmation**

Broad Heading	Regulation Number	Compliance Status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For Spencer's Retail Limited**Vikash Kumar Agarwal
Company Secretary & Compliance Officer****19-Oct-23**

SPENCER'S RETAIL LIMITED**Quarter ended on September 30, 2023**

Applicability of disclosure	Applicable		
Reason for Non Applicability	The Company has not provided any loans/ guarantees/secutities or any other form of debts to promoter/promoter group/ directors KMPs or any other entity controlled by them		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		0	0
Name	Neelesh Bothra		
Designation	Chief Financial Officer		
Place	Kolkata		
Date	19 October 2023		

SPENCER'S RETAIL LIMITED

Quarter ended on September 30, 2023

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