

Notice to Members

NOTES:

Notice is hereby given that the Third Annual General Meeting of the Members of Spencers Retail Limited will be held on Monday, 3rd August, 2020 at 12.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Dr. Sanjiv Goenka (DIN - 00074796) who retires by rotation and, being eligible, offers himself for re-appointment.

Registered office

Duncan House

31, Netaji Subhas Road,
Kolkata – 700 001

CIN: L74999WB2017PLC219355

E-mail: spencers.secretarial@rpsg.in

Website: www.spencersretail.com

Kolkata, June 29, 2020

3. To appoint Auditors of the Company and, if thought fit, pass the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed there-under, as amended from time to time, approval of members is hereby accorded for the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2025, on such remuneration as may be determined by the Board of Directors / Audit Committee thereof in consultation with the Auditors".

By Order of the Board

Rama Kant

Company Secretary

(ICSI Membership No. FCS 4818)

1. The Statement pursuant to Companies Act, 2013 ("the Act") is no item to be approved in the notice annexed hereto.

2. (A) Pursuant to the General Meeting held on 14/2020, 17/2020, 20/2020, 13 April, 2020 and 5 May 2020 issued by Ministry of Corporate Affairs, Government of India, and HO/CFD/CMD1/CIR/P/2020 issued by Securities and Exchange Board of India (SEBI) (hereinafter referred to as "the Circulars"), to hold AGM during the calendar year 2020 through Video Conferencing (VC) Means (OAVM).

(B) AGM through VC/OAVM

- i) Members are requested to attend the AGM on Monday, 3 August, 2020 at 12.15 PM (IST) mode latest by 12.15 PM (IST) on the link <https://vimeo.com/448111111> under members login. The Company will be conducting remote voting through the procedures mentioned above. The said process of remote voting will commence from 11:30 AM (IST) and will be closed at 1:00 p.m. IST.
- ii) The facility of attendance through VC/OAVM will be made available to 100 members who come first served basis.
- iii) Members who would like to express their views, or, during the AGM, do so in advance by sending their views or questions, if any, to their name, DP ID and folio number, email id and contact number to reach the Company Secretary at spencersagm2020@rpsg.in.

Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(v) In compliance with the Circulars, Notice of the AGM along with the Annual Report for the year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services Limited / National Securities Depositories Limited ("Depositories"). Members may note that the Notice and Annual Report for the year 2019-20 will also be available on the Company's website www.spencersretail.com, websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited at www.bseindia.com, www.nseindia.com and www.cse-india.com respectively, and on the website of the Company's Registrar and Share Transfer Agent, Linkintime India Private Limited ("Linkintime") at rnt.helpdesk@linkintime.co.in

(vi) Members whose email addresses are not registered as above can register the same in the following manner:

a. Members holding share(s) in physical mode are requested to send the following details for registration of their email id: Folio No., Name of shareholder, Mobile no., email id and self-attested scanned copy of PAN card by email to Spencer's Retail Limited at spencersagm2020@rpsg.in or to Linkintime at rnt.helpdesk@linkintime.co.in or upload the same at https://linkintime.co.in/emailreg/email_register.html

b. Members holding share(s) in electronic mode are requested to register / update their e-mail addresses with their respective Depository Participants ("DPs") for receiving all communications from the Company

Directors are interested maintained under Section 189 of the Act, upon logging to the Company's website at <https://www.spencersretail.com>.

(x) Members who need assistance before or during the AGM with use of technology, can:

(a) Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990 or

(b) Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone no. 022-2499-4545

(xi) Members are encouraged to join the Meeting through Laptops for better experience. When the meeting is in progress, please keep your device under 'Mute' mode, except when you have pre-registered yourself as a speaker and are invited to speak at the AGM.

(xii) Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(xiii) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM of the Company through VC/OAVM facility.

7. Instructions for attending the Voting through electronic means:

The remote e-voting period begins on Friday, 31 July, 2020 at 9:00 A.M. IST and ends on Sunday, 2 August, 2020 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter.

I. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the aforesaid

II. How do I vote electronically system?

The way to vote electronically system consists of "TV" mentioned below:

Step 1: Log-in to NSDL <https://www.evoting.nsdl>

Step 2: Cast your vote e-Voting system.

Details on Step 1 are mer

How to Log-in to NSDL e

1. Visit the e-Voting web browser by typing <https://www.evoting.nsdl> Personal Computer or

2. Once the home page launched, click on the available under 'Share

3. A new screen will open enter your User ID, Verification Code as s

Alternatively, if you are eservices i.e. IDEAS, you eservices.nsdl.com/w

login. Once you log after using your log-e-Voting and you can Cast your vote electro

4. Your User ID details a

Manner of You holding shares i.e. Demat (NSDL or CDSL) or Physical

a) For Members who hold shares in demat account with NSDL. 8 Cr by 8 For is in is 1

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who

available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in / pallavid@nsdl.co.in

III. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar/ Voter ID/Passport (self-attested scanned copy of Aadhar Card/ Voter ID/Passport) by email to rnt.helpdesk@linkintime.co.in

In case shares are held in demat mode, please provide DPID-Client ID (16-digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhar/ Voter ID/Passport (self-attested scanned copy of Aadhar Card/Voter ID/Passport) by email to rnt.helpdesk@linkintime.co.in.

Alternatively members may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

IV. The Instructions for Members For E-Voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned

4. The details of the contacted for any grievance the facility for e-Voting AGM shall be the same as remote e-voting.
5. The voting rights of members in proportion to their equity share capital (except the cut-off date of Monday, 27 July 2011) shall be as per the login ID and password at evoting@nsdl.co.in / linkintime.co.in.
7. However, if you are NSDL for remote e-voting you existing user ID and your vote. If you forgot your password you can reset your password by clicking on "Forgot Password" on the User Details/Password page of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 the following toll free number.
8. A person, whose name is not registered with NSDL as a Beneficial Owner of Depositories as on

Registered office

Duncan House

31, Netaji Subhas Road,
Kolkata – 700 001

CIN: L74999WB2017PLC219355

E-mail: spencers.secretarial@spencersretail.com
Website: www.spencersretail.com

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard - 2 on General Meetings, the particulars of the aforementioned Director seeking reappointment at the AGM are given below:

Name of Director	Dr. Sanjiv Goenka (DIN: 00074796)
Date of birth	29.01.1961 (59 Years)
Date of appointment	14.11.2018

(Category: Non-Executive Non-Independent Director)

Expertise in specific functional areas
 Dr. Sanjiv Goenka is the Chairman of the Company and also of Rs. 44,000 Crores RP Sanjiv Goenka Group which has over 45,000 employees and over five hundred thousand shareholders with annual revenues of more than Rs. 26,000 Crores.

Dr. Goenka was the youngest-ever President of the Confederation of Indian Industry (CII) and of the Indian Chamber of Commerce. He is also former President of the All India Management Association. He is presently the Chairman of the Board of Governors of the Indian Institute of Technology, Kharagpur. This is the fourth time Dr. Goenka has been bestowed this honour. Dr Goenka is also the Chairman of the Board of Governors of International Management Institute, Delhi, Bhubaneswar and Kolkata.

Dr. Goenka is aged 59 years and is a Commerce Graduate from St. Xavier's College, Kolkata. Dr. Sanjiv Goenka has received numerous awards and three Honorary Doctoral Degrees.

List of outside directorships held

- CESC Limited;
- Haldia Energy Limited;
- Phillips Carbon Black Limited;
- Saregama India Limited;
- Spencer International Hotels Limited;
- Firstsource Solutions Limited;
- CESC Ventures Limited; and
- Spencer and Company Limited

Chairman/Member of the
 Committees of Board of Directors
 of the Company

- Nomination and Remuneration Committee – Member
- Stakeholders Relationship Committee – Chairman
- Corporate Social Responsibility Committee – Chairman

Chairman/Member of the
 committees of board of directors
 of other Indian public limited
 companies in which he is a
 director –

a) Audit Committee

CESC Limited – Member

Relationship with other Directors, Managers and KMPs	Existing
Board Meeting attended during financial year 2019-20	None
Terms and conditions of appointment or re-appointment	As per the Articles of Association
Details of remuneration sought to be paid and the remuneration last drawn	As per the Articles of Association

Registered office

Duncan House

31, Netaji Subhas Road,
 Kolkata – 700 001

CIN: L74999WB2017PLC219355

E-mail: spencers.secretarial@psg.com

Website: www.spencersretail.com

Kolkata, June 29, 2020