

SRL:SEC:SE: 2019-20/41

29 May, 2019

Manager (Listing)
National Stock Exchange of India Limited **(Symbol: SPENCERS)**
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051

The Secretary
BSE Limited **(Scrip Code: 542337)**
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400 001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001

Dear Sir,

Sub: Newspaper Advertisement in connection with dispatch of Postal Ballot Notices


Further to our letter dated 24 May, 2019, please find enclosed a copy of the newspaper publication in connection with Notice and Advertisement for Postal Ballot & E-Voting and also for completion of dispatch through e-mail and physical mode, published today in English Newspaper "Business Standard" (all editions) and in Bengali "Aajkal" (Kolkata edition).

This is for your kind information.

Thanking you,

Yours faithfully,

For Spencer's Retail Limited


Rama Kant
Company Secretary
FCS-4818



Encl: as above

Spencer's Retail Limited

(Formerly Known as RP-SG Retail Limited)

Regd. Office: Duncan House, 1st Floor, 31, Netaji Subhas Road, Kolkata-700 001

Tel: +91 33 6625 7600 Web: www.spencersretail.com

CIN: L74999WB2017PLC219355



RP - Sanjiv Goenka
Group
Growing Legacies

spencers
Makes fine living affordable

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Regd. Office: Duncan House, 31, Netaji Subhas Road, Kolkata-700 001

CIN: L74999WB2017PLC219355, PH: 033-6625 7600/ 7700

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

NOTICE AND ADVERTISEMENT FOR POSTAL BALLOT AND E-VOTING

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof) if any, the Company has on Monday, 27 May, 2019 completed the dispatch of Postal Ballot and E-Voting Notice, along with the Explanatory Statement and the Postal Ballot Forms:

- through e-mail to the Members whose email IDs are registered in the records of the depository participants / the Company as on the cut-off date, Wednesday, 22 May, 2019; and
- in physical mode through Registered/Speed Post, along with a postage prepaid self-addressed business reply envelope to the Members whose e-mail IDs are not registered.

The special resolution seeking approval of the Members of the Company for approval of acquisition of 44,58,30,000 fully paid up equity share of Rs. 10/- each, comprising of entire 100% of such equity share, of Natures Basket Limited, a wholly-owned subsidiary of Godrej Industries Limited, pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder is proposed to be transacted by the Members through Postal Ballot which includes voting by electronic means. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing electronic voting facility to all its Members. The Board of Directors of the Company has appointed Mr. Anil Murarka, Company Secretary in Whole Time Practice (Membership No. — 3150 / CP 1857) as the "Scrutinizer" to conduct the Postal Ballot and E-Voting process in a fair and transparent manner.

The Members of the Company are also hereby informed and are requested to note that

- members whose names appear in the Register of Members / Record of Depositories as on the cut-off date, Wednesday, 22 May, 2019 will be entitled to cast their votes by Postal Ballot / E-Voting. A Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- voting through Postal Ballot and E-Voting by the Members of the Company shall commence on Wednesday, 29 May, 2019 at 9:00 am (IST) and will end on Thursday, 27 June, 2019 at 5:00 pm. (IST).
- duly completed and signed Postal Ballot Forms should reach the Scrutinizer before the close of working hours 5:00 pm (IST) on Thursday, 27 June, 2019. Any postal ballot form received from the Member after 5:00 p m (IST) on Thursday, 27 June, 2019, shall not be valid and shall be treated as if the reply from the shareholder has not been received. Further, e-voting module shall be disabled by NSDL for voting beyond Thursday, 27 June, 2019 at 5:00 pm (IST).
- members who have not received the Postal Ballot Forms can either download the same from the website of the Company — www.spencersretail.com or obtain duplicate Postal Ballot Forms from the Secretarial Department of the Company at its Registered Office situated at Duncan House, 31, Netaji Subhas Road, Kolkata-700001.
- during the voting period, the shareholders can opt for only one mode of voting, i.e. either by Postal Ballot or E-voting. In case any shareholder casts vote by both Postal Ballot and E-Voting, the votes validly cast through E-Voting shall prevail.
- the Notice including the Postal Ballot and E-voting instructions are available on the website of the Company at www.spencersretail.com and also on the website of NSDL at www.evoting.nsdl.com
- the result of Postal Ballot and E-voting will be announced and displayed at the Registered Office of the Company on Friday, 28 June, 2019. The result of the Postal Ballot and E-Voting along with the Scrutinizer's Report shall also be displayed on the website of the Company at www.spencersretail.com and communicated to the Stock Exchanges where the Company's shares are listed.
- in case of any query/grievance in relation to the voting by Postal Ballot including voting by electronic means, the same may be addressed to Mr. Rama Kant, Company Secretary of the Company at its Registered Office at Duncan House, 31, Netaji Subhas Road, Kolkata — 700001 with e-mail marked to spencers.secretarial@rp-sg.in, Contact No. 033 6625 7600 / 7700. In case of any queries related to E-voting, you may refer the Frequently Asked Questions for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, at telephone no. 022 2499 4360 / 022 2499 4545 or toll free no. 1800 – 222 – 990 or at E-mail ID : evoting@nsdl.co.in

For Spencer's Retail Limited

Rama Kant
Company Secretary
FCS - 4818

Date : 28.05.2019
Place : Kolkata

শাউকাল

কলকাতা বুধবার ২৯ মে ২০১৯



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