

## SPENCER'S RETAIL LIMITED

(Formerly Known as RP-SG Retail Limited)

Registered Office: Duncan House, 31, Netaji Subhas Road, Kolkata - 700001

Phone: 033 – 24871091/66257600; CIN: L74999WB2017PLC219355

E-mail: spencers.secretarial@rpsg.in

website: www.spencersretail.com

# Notice to Members

Notice is hereby given that the Third Annual General Meeting of the Members of Spencer's 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.

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".

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

By Order of the Board

**Rama Kant**

Company Secretary

(ICSI Membership No. FCS 4818)

## NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') is not required as there is no item to be approved under special business in the notice annexed hereto.
2. (A) Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020 dated 8 April, 2020, 13 April, 2020 and 5 May, 2020 respectively issued by Ministry of Corporate Affairs (MCA), Government of India, and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 issued by Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM during the calendar year 2020 through Video Conferencing (VC) / Other Audio Video Means (OAVM).  
(B) AGM through VC/OAVM
  - i) Members are requested to join the AGM on Monday, 3 August, 2020 through VC/OAVM mode latest by 12.15 p.m. IST by clicking on the link <https://www.evoting.nsdl.com/> under members login, where the EVEN of the Company will be displayed, by using the remote evoting credentials and following the procedures mentioned later in these Notes. The said process of joining the AGM will commence from 11:30 a.m. IST and may be closed at 1:00 p.m. IST, or, soon thereafter.
  - ii) The facility of attending the AGM will be made available to 1000 members on a first come first served basis.
  - iii) Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views or questions, as may be, along with their name, DP ID and Client ID number/ folio number, email id and mobile number, to reach the Company's email address at [spencersagm2020@rpsg.in](mailto:spencersagm2020@rpsg.in) latest by Saturday, 1 August, 2020 by 5:00 p.m. (IST).
  - iv) When a pre-registered speaker is invited to raise at the AGM his/her questions, already emailed in advance as requested in para (iii) above, but he / she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed.
  - v) The Company reserves the right to restrict the number of questions/speakers, as appropriate, for smooth conduct of the AGM.
3. SEBI has decided that securities of listed companies can be transferred only in dematerialized form and, therefore, members are advised to dematerialize as early as possible the shares of the Company held by them in physical form.
4. The Register of Members of the Company will remain closed from 27 July, 2020 to 3 August, 2020, both days inclusive.
5. All documents referred to in the Notice are put up on the Company's website and can be accessed at <https://www.spencersretail.com>
6. **Instructions for attending the AGM**
  - (i) In view of the outbreak of the COVID-19 pandemic, social distancing norm has to be followed and pursuant to the Circulars, physical attendance of the Members at the AGM is not required and AGM has to be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM only through VC/OAVM as mentioned in Note 2(B) above, as arranged by the Company with National Securities Depositories Limited (NSDL).
  - (ii) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
  - (iii) Since the AGM will be held through VC/ OAVM, where physical attendance of members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail to [smguptaandco@yahoo.com](mailto:smguptaandco@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - (iv) The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include Large Members (i.e. Members holding 2 % or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee,

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](http://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](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cse-india.com](http://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](mailto: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](mailto:spencersagm2020@rpsg.in) or to Link Intime at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or upload the same at [https://linkintime.co.in/emailreg/email\\_register.html](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 electronically
- (vii) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- (viii) Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
- (ix) During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which

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](mailto: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](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto: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 Circulars issued by the Ministry of Corporate Affairs dated 8 April, 2020, 13 April, 2020 and 5 May, 2020, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system during the meeting on the date of the AGM will be provided by NSDL.

II. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in Section III
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/ Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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 are authorized to vote, to the Scrutinizer by e-mail to smguptaandco@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option

available on [www.evoting.nsdl.com](http://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](http://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](mailto:evoting@nsdl.co.in) / [pallavid@nsdl.co.in](mailto: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 [mt.helpdesk@linkintime.co.in](mailto:mt.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 [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in).

Alternatively members may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving 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 above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in course of the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.
5. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, 27 July 2020.
6. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, 27 July 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in).
7. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
8. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
9. Mr. S M Gupta, Partner (FCS -896 and CP No. 2053), failing him Mrs. Chitra Mittal, Partner (ACS-16240 and CP No- 15441) of M/s. S. M. Gupta & Co, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
10. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report. The Results shall be declared forthwith upon receipt of the Scrutinizer's Report.
11. The Results of voting will be declared within 48 hours from the conclusion of AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.spencersretail.com](http://www.spencersretail.com) and on the website of NSDL . Such results will also be displayed on the Notice Board at the Registered Office of the Company and shall be forwarded to the National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange Limited.

Registered office

**Duncan House**

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Website: [www.spencersretail.com](http://www.spencersretail.com)

Kolkata, June 29, 2020

By Order of the Board

**Rama Kant**

Company Secretary  
(ICSI Membership No. FCS 4818)

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:

<b>Name of Director</b>	<b>Dr. Sanjiv Goenka (DIN: 00074796)</b>
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	<p>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.</p> <p>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.</p> <p>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.</p>
List of outside directorships held	<ul style="list-style-type: none"> <li>• CESC Limited;</li> <li>• Haldia Energy Limited;</li> <li>• Phillips Carbon Black Limited;</li> <li>• Saregama India Limited;</li> <li>• Spencer International Hotels Limited;</li> <li>• Firstsource Solutions Limited;</li> <li>• CESC Ventures Limited; and</li> <li>• Spencer and Company Limited</li> </ul>
Chairman/Member of the Committees of Board of Directors of the Company	<ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee – Member</li> <li>• Stakeholders Relationship Committee – Chairman</li> <li>• Corporate Social Responsibility Committee – Chairman</li> </ul>
Chairman/Member of the committees of board of directors of other Indian public limited companies in which he is a director –	
a) Audit Committee	<p>CESC Limited – Member</p> <p>CESC Ventures Limited - Member</p>
b) Stakeholders' Relationship Committee	<p>CESC Limited – Chairman</p> <p>CESC Ventures Limited – Chairman</p> <p>Saregama India Limited – Chairman</p>
Shareholding in the Company (as on 31st March 2020)	80,876

Relationship with other Directors, Managers and KMPs	Except Dr. Sanjiv Goenka being an appointee, and Mr. Shashwat Goenka, being related to Dr. Sanjiv Goenka, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No.2 of the Notice.
Board Meeting attended during financial year 2019-20	Four (4)
Terms and conditions of appointment or re-appointment	Liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn	Dr. Sanjiv Goenka shall be entitled to sitting fees for attending meetings of the Board and Committees thereof as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors of the Company, from time to time.  The details of remuneration paid to Dr. Sanjiv Goenka during financial year 2019-20 have been disclosed in the Corporate Governance Report of the Company.

Registered office

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Website: www.spencersretail.com  
Kolkata, June 29, 2020

By Order of the Board

**Rama Kant**

Company Secretary  
(ICSI Membership No. FCS 4818)