



Spencer's Retail Limited Business Overview



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Nature's Basket



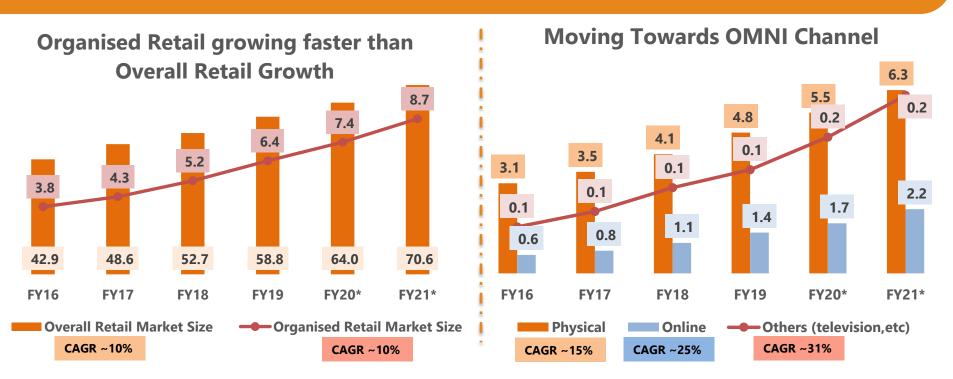
Organized Retail opportunity in India







Organized Retail Share growing at CAGR ~18%



- Organised retailers to benefit with consumers tilting towards organised space.
- Retailers with unique & differentiated positioning will continue to do well.
- There are different segment of customers for different formats and modern trade have multiple formats which will survive by its own segment of customers. Brands which have sharp positioning will have its own advantages with its targeted & niche customer segments.

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Spencer's presence across segments in Organized Retail

Spencer's Retail Limited is present across ~72% segment share of organised Retail

	Segment Share o	f Revenue	Market Penetration
Others ~26%	Food & Grocery	~19%	~4%
Books & Music	Apparel	~23%	~25%
~1% ~72%	Consumer Durables, Mobile & IT	~24%	~26%
~1%	Furniture & Household Items	~2%	~7%
	Footwear	~4%	~18%
	Spencer's Presence	~72%	
Organised Retail Market Share			

- Massive headroom for growth since Penetration of Modern Trade in Grocery is less than ~5% and Indian modern retail to double its size in over the next couple of years.
- There will be Positive repercussions due to Consolidation in the retail space and everyone will have their share of growth.
- Huge potential for growth with lowest market penetration amongst other segments

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#6



Company Snapshot



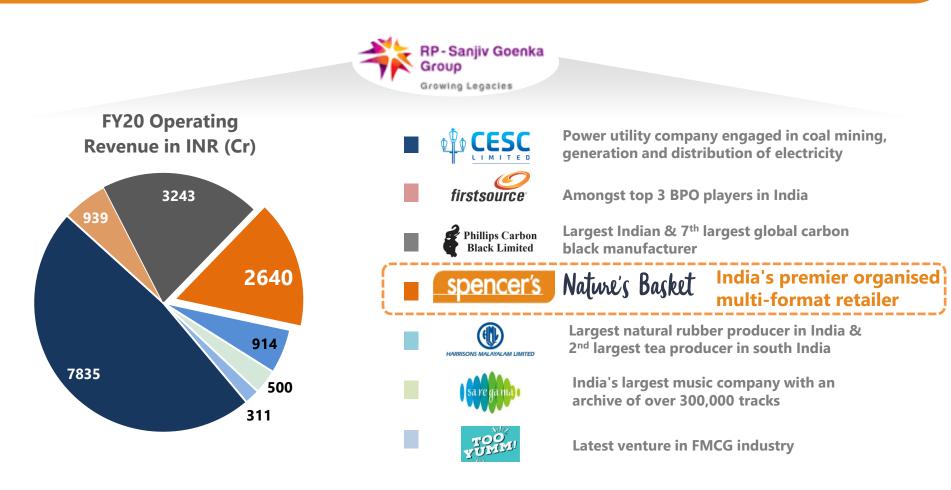






RP- Sanjiv Goenka Group

Diversified Business House



The Board of Directors of Spencer's Retail Limited (SRL) at its meeting held on 22nd May, 2017 approved, subject to necessary approvals, a composite scheme of arrangement (the Scheme) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 involving CESC Limited, Spencer's Retail Limited (erstwhile RP-SG Retail Limited) and seven other subsidiary companies of CESC Limited as on that date. The Scheme, inter alia, provided for demerger of identified Retail Undertaking(s) of the SRL (erstwhile RP-SG Retail Limited) and CESC Limited as a going concern into RP-SG Retail Limited (to be renamed as Spencer's Retail Limited).

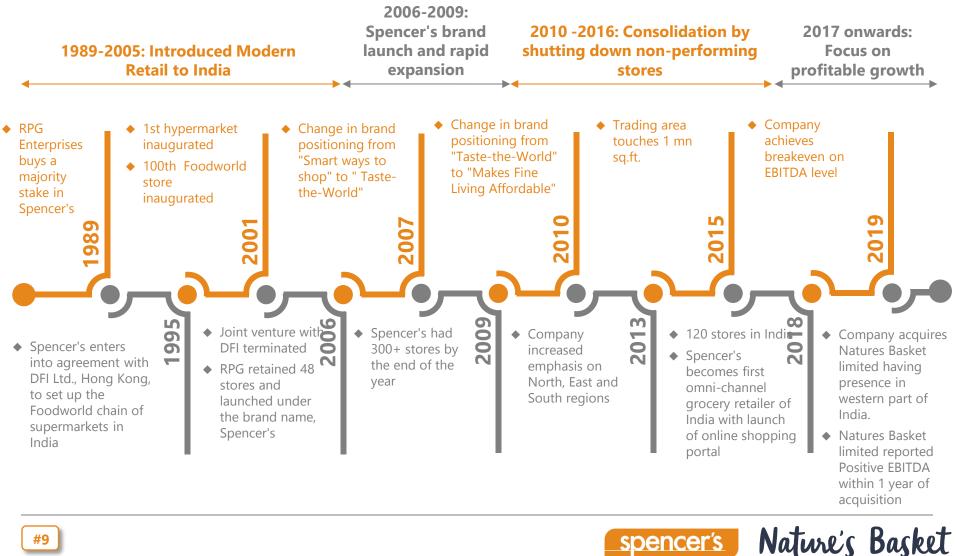
SRL received on 5th October, 2018 the certified copy of the order of National Company Law Tribunal (NCLT), being the appropriate authority which included the approval for the above referred activities. Accordingly, the Board of Directors of SRL in its meeting held on 12th October 2018 had decided to give effect to the Scheme in terms of NCLT Order from the appointed date 1st October 2017.

Nature's Basket

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On 4th July 2019, Spencer's Retail Limited (formerly known as RP-SG Retail Limited) ('SRL') has acquired 100% stake of Nature's Basket Limited (NBL) from Godrej industries Limited, as a wholly owned subsidiary company. Financial numbers are of Standalone business except for Spencers and Natures basket

Spencer's Retail: Evolution of the Business



Spencer's Positioned as a Holistic grocery shopping environment though its wide & unique range of products



Differentiated Fresh Section



Wide range of assortments



Unique Fish & Meat offerings

Experiential Shopping & smooth checkout experience





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One-stop destination for multi- cuisine cooking needs.

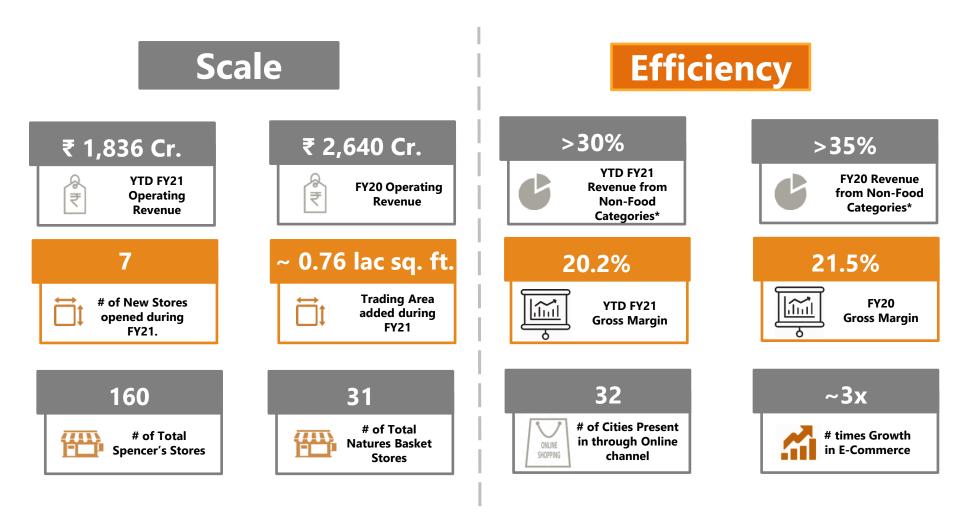


Preferred destination for Gourmet & Gifting



Nature's Basket

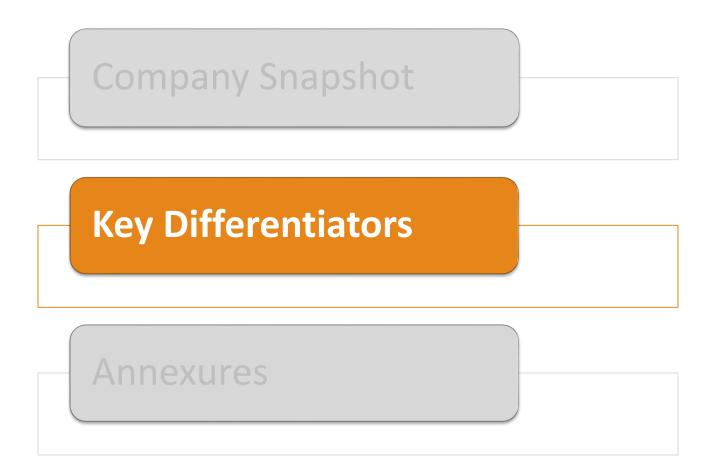
Business Snapshot: Consolidated



*Standalone business i.e. Spencer's Retail Limited

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Nature's Basket



Key Strategic Pillars

Profitable Growth in chosen Geographies

Optimal Product Mix ~ Increasing share of High Margin Categories

Differentiated and Diversified Private Brand Program

Targeting a **Well-Defined Customer-Base** ~ Diverse and Differentiated Product Offerings & Superior Customer Experience

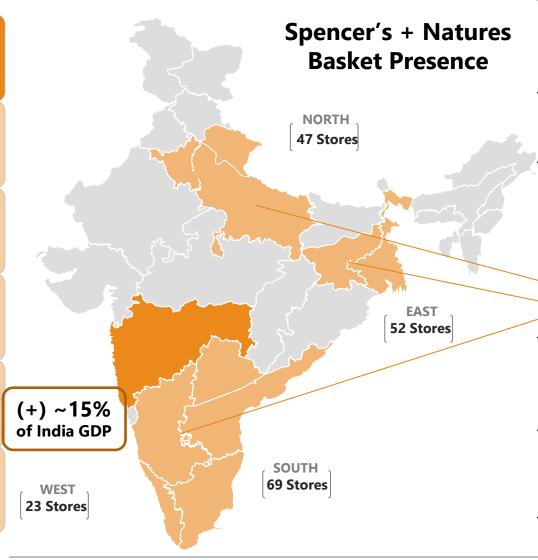
Efficient Operations ~ Lean Cost Structure

Strong Omni Channel





Expanding in Chosen Profitable Geographies with Natures Basket acquisition



Private Brand

- Acquired Natures Basket limited, which gave us access to the attractive western India market.
- ✓ High potential region of Maharashtra with
 ~15% of India's GDP
- ✓ 31 differentiated & premium stores ~84k
 Sq. ft. added to Spencer's portfolio.

 ~56% of India GDP
 Within 1year of acquisition Natures Basket turned EBITDA positive & sustained the momentum with efficiencies.

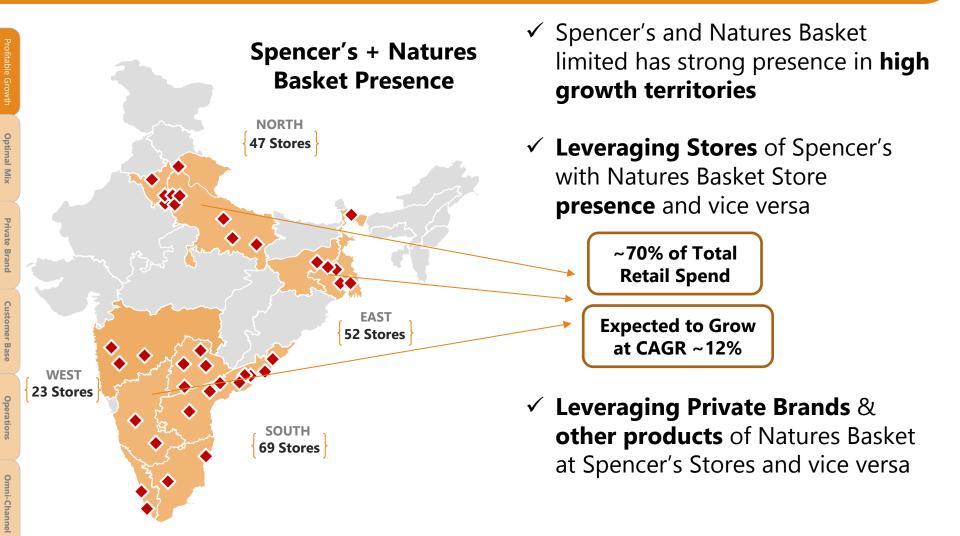
- Efficiently managed the cost structures and sourcing benefit with integrated SCM, IT integration.
- ✓ Reduced business losses by closing some of unviable stores

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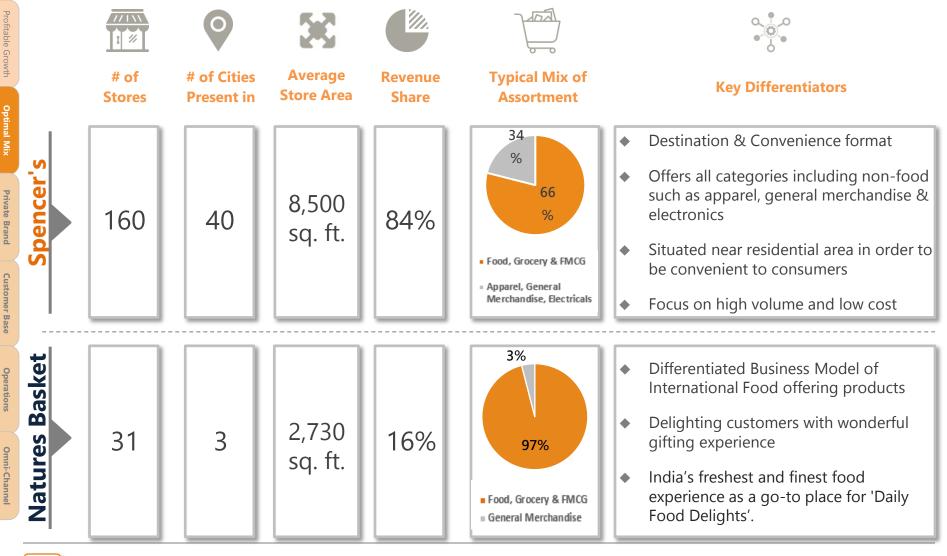
Spencer's Makes fine living affordable

Profitable Growth in Chosen Geographies



Nature's Basket

Spencer's & Natures Basket – Optimal Mix

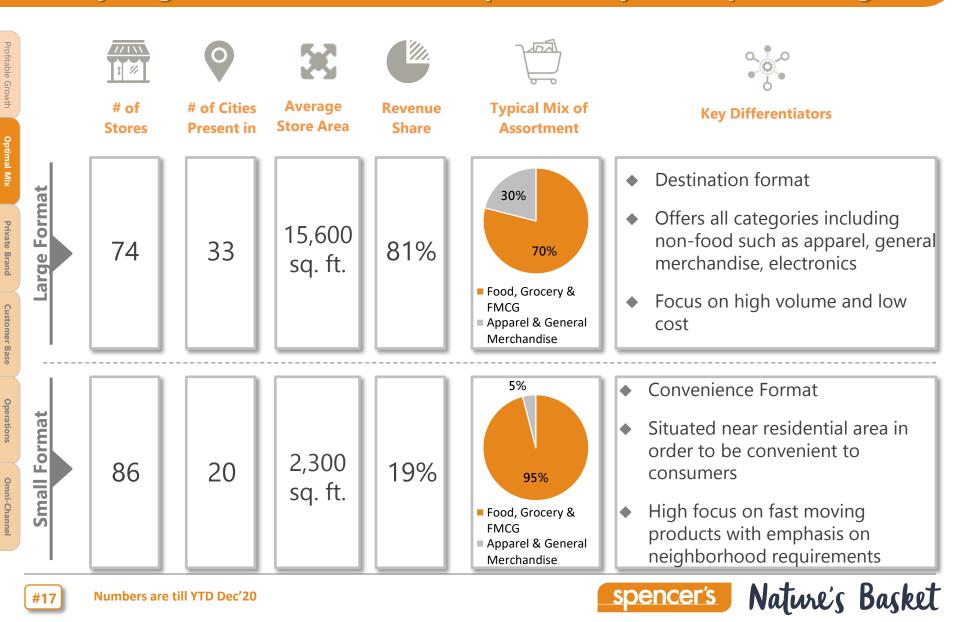


#16

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Spencer's Retail

Led by Large Format Stores to drive profitability and improve margins



Operational Model



Payback period of 3 to 5 years

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Profitable Growth

Private Brand

Customer Base

#18

Well Differentiated and Diversified Private Brands

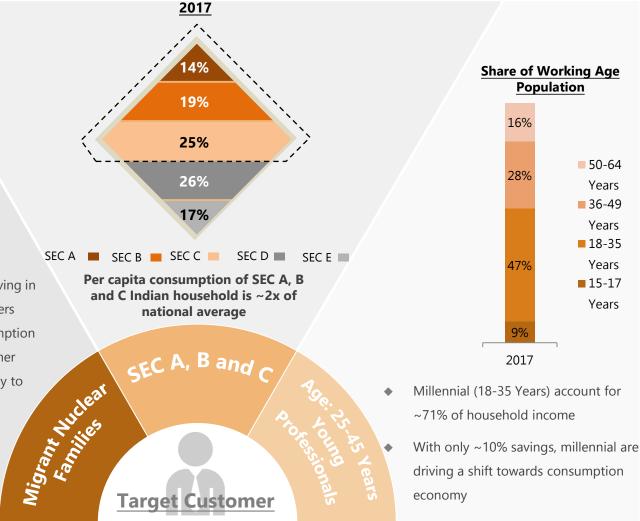
Delighting customers with wide range of quality products through our own brands



Targeting a Well-Defined Customer-Base...

- **Optimal Mix**
- ×

- The proportion of nuclear households has reached 70% and is projected to increase to 74% by 2025
- Nuclear families spend 20% to 30% more per capita than joint families
- Increasing urbanization and interstate migration further fueling consumption
- About 40% of India's population will be living in urban areas by 2025, and these city dwellers will account for more than 60% of consumption
- Migrant families (also nuclear) have a higher propensity to consume and are more likely to shop at MT outlets and online for all their needs (one-stop-shop)

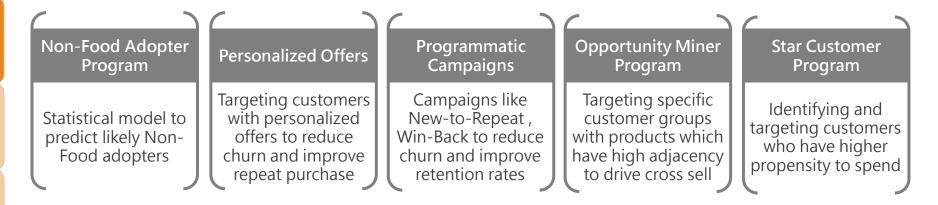






Consistent increase in Customer centric communication & share of wallet by leveraging precision targeting & personalisation through CRM, Online, Digital & Social Media, WhatsApp outreach

Activities ensuring high cross sell to customers



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Spencer's - preferred destination for big retail days







Spencer's positioned as retailer for all occasion gifting





.... Efficient Operations

Efficient In-store Management along with Centralized Control Ensuring Lean Cost Structure

In-store Management								
Defined store work plan to ensure standardization across stores								
Weekly price benchmarking process to ensure price competitiveness								
Daily shelf availability check to ensure top selling lines are always available	I2M							
Scientific store layout and category placements to boost cross selling								
New checkout counter is opened if queue is more than 3 trolleys – Low Waiting time	١							

Deployment of innovative energy saving devices



Supply Chain Efficiency

- Lean cost structure with centralized replenishment control
- Distribution & Collection Centers located in all critical geographies functioning for
 - Local Sourcing Hub
 - Commodity Repack Centre
 - Fresh sourcing from farmlands
- SAP enabled backend to support scalability
- Technology usage to reduce inventory cover both in transit and overall inventory
- Full scale implementation of Warehouse
 Management System (WMS) for better process optimization
- Machine learning to handle multi-dimensional and multi variety data
 - Uses machine learning in sales forecasting and predicting optimum inventory

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Private Brand Cus

Profitable Growth

Optimal Mix

Customer Base

Operation

Omni-Channel

Providing Shopping experience for every stage of digital maturity

Serving customers by becoming a true OMNI Channel player by providing superior shopping experience through digital transformation with varied assortment, differentiated offerings, tieups with partners for last mile deliveries, 'Out of Store' initiatives, Leveraged stores as hubs for Phone delivery while building agility and managing risk.

Contextual

Customer Centric; Real time data; AI/ML, Big Data & advanced analytics, etc

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Profitable Growth

Optimal Mix

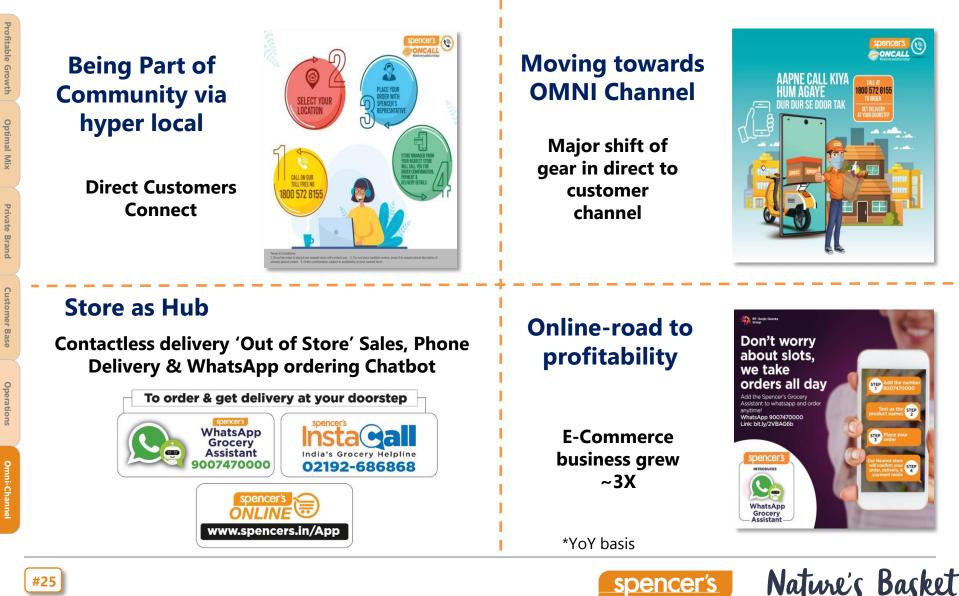
Private Brand

Physical

Primarily out of a store



Spencer's - becoming a true OMNI Channel



Natures Basket - Initiatives



Showcase Natures Basket as a Gifting Destination

- Launch of The Gift Studio (TGS)
- Leveraging digital platforms



Customer Engagements & Outreach

- Loyalty campaigns
- Celebrity
 Outreach and
 Engagement
 with influencers



Superior Convenience to customers

- Delivery of entire assortment in 90 mins: Fresh & Fast service
- Convenience for both Online & Home Delivery customers

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ofitable Growth

Optimal Mix



Our response to COVID

#27

		Business C ontinuity		ured safe and hygiene environment for employees and customers Mask No Entry, Social distancing, Thermal screening & frequent zation			
	\setminus	OMNI Channel Ecommerce					
Our COVID		Value partr & operat		 Strategic partnership with Uber, Swiggy, Rapido & etc. Modified back end operations to enable 'Out Of Store' initiatives 			
Response		Improving cost structure & managing liquidity1. Transforming cost structures & various cost savings initiatives 2. Managing cash flows by efficient working capital					
	tough times			ced outreach to potential customers through social atform part of the community via hyper local			
		igh times	media pl	atform			

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Embracing the new normal at our stores



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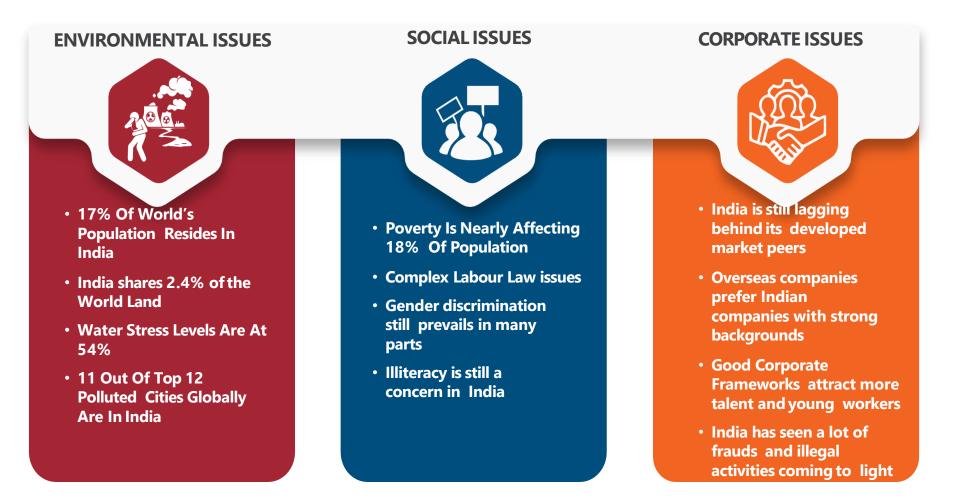
Environment, Social and Governance





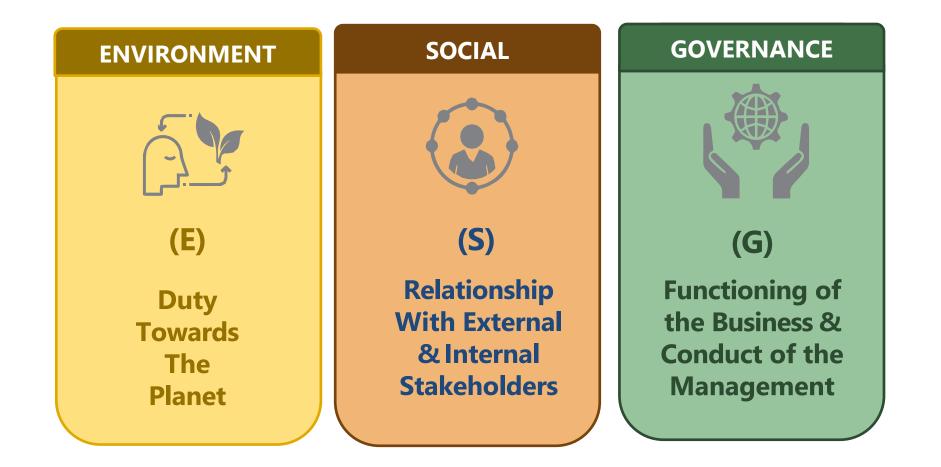


ESG CONCERNS & NEED IN INDIA



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ESG – Synonymous with Sustainability



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ESG Focus Spencer's have made extensive qualitative investments with an objective to enhance value for all stakeholders



✓ Energy

Conservation: The company made a start by installing solar panels in some of our stores, helping moderate carbon footprint.

- E-Billing: The Company opted for e-billing at select stores, reducing paper consumption.
- Reduction on Using Plastic Bags: The company encouraged its customers to bring carry bags, reducing the use of plastic.



 Enabling
 Environment: The Company created an enabling environment for employees and contributed to society.

- Local Employment: Most of the Company's stores employ from neighbouring communities, driving the local economy.
- Association with National Skill development:
 Engaged with national skill development institutions in sourcing retail apprentices



- Governance Centric: Company invested in Governance centric initiatives comprising management leadership, accounting transparency, stakeholder rights, & other credible business practices.
- Diversified Board:
 Company's Board
 comprised four
 experienced
 Independent Directors
 from various fields.
- Policies: Company's policies were periodically updated & uploaded on its website.

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ESG: Environmental, Social & Governance Policies and Practices

ENVIRONMENTAL EMPATHY

Waste Management



Company has stopped using single-use plastic and formulated a policy under EPR to comply with Plastic waste management rules Company also re-uses the waste water



Ecological Impact

Company has significantly increased the share of electronic transactions vs physical paper based transactions Company is also using hand held scanners, lesser consumption of paper

GHG Emissions



The Company made a start by installing solar panels in some of our stores and efficiently managing the Supply chain & Logistics which helps in reducing the carbon footprint

Energy Management

To conserve energy Company has installed energy efficient fittings, automatic lighting, water taps & air dryers Company has also installed Solar panels in some of our stores



SOCIAL RESPONSIBILITY

Data

Security

Gender Equality



Company believes in providing equal opportunity to any individual without any discrimination



Company ensures its has Robust systems and conducts various security checks on regular basis including Data Loss Prevention

Women Empowerment

Company encourages women employment & it has ~24% women workforce. Promoting women safety causes with Statutory bodies

Labour Rights & Welfare



Company ensures & comply all the laws & regulation relating to employment of labor and discharges all its statutory liabilities on time



Employee Engagement

Company undertakes training programme for its employees; positive work environment, best-in-class people practices which certified the company as "Great Place to Work"

Quality Products



Company has a robust system & high standard quality checking parameters for its private brand products





SOCIAL RESPONSIBILITY

Human Rights



Company believes in providing equal opportunity to any individual without any discrimination

Customer Satisfaction



Customer satisfaction is the utmost priority for the company and keep on measuring it through various customer satisfaction

Customer Privacy



We ensure that all compliances on customer privacy are been adhered and revisit the same on frequent intervals

Community Relations



Company has tie up with various apprentice institutes & have won award for contracting highest apprentice in Retail Company has employed people with disabilities

Employee Benefits



Company provides safe & hygienic environment to all its employees and have adequate benefits

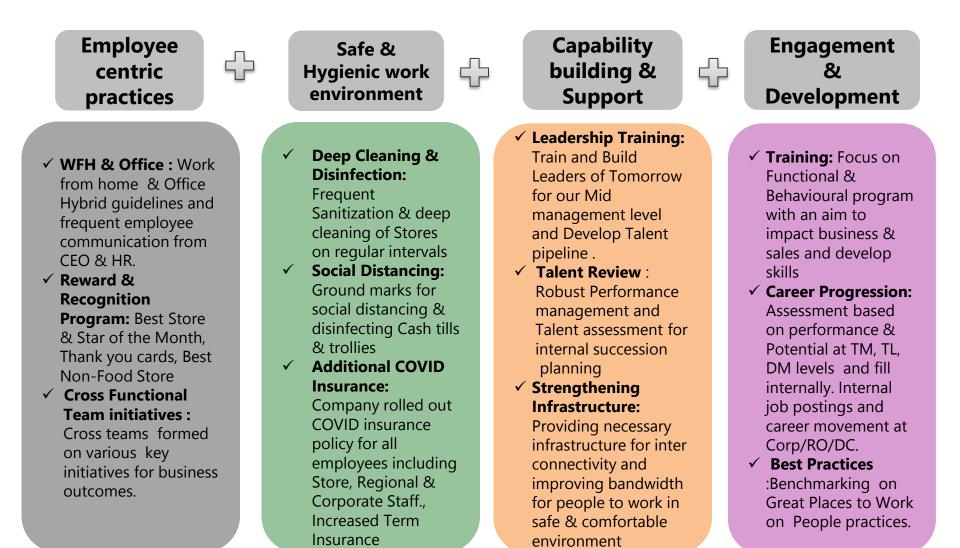
Employee Satisfaction



Company has been certified as a "Great Place to Work"© two years in a row

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People & Culture



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People & Culture.....

Women Safety and Empowerment

Customer Satisfaction







VISIT OUR STORES, ORDER ONLINE OR CALL US

Happy to serve the Nation during challenging times



During the lockdown, our RWA in Gurgaon Golf Course Road was approached by Spencers, sharing a number for assistance.

When we used the number, a store associate took our call on whatsapp video and navigated my wife through the full store – sharing prices, new items and reminding her of various household essentials needed. My wife thought that this was the best personalized service she could get with good quality of products as well.

Gradually she has now made Spencers her primary source of purchase here in Gurgaon and has also been a strong advocate of the service and product range.

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#37

People & Culture.....

Celebrating the Retail Employee Day



Best in class practices followed





CORPORATE GOVERNANCE

Ethical Practices

Efficient Management



The company has a code of conduct; it has prescribed guidelines & processes for prevention of bribery & fraud; zero tolerance to unethical practices



The Company has efficient management and has strong Board structure with combination of Independent & Non-Independent directors

Strong Internal Controls



The Audit committee comprises of 4 nonexecutive directors out of whom 3 are independent ensuring strong internal controls

Stakeholder engagement



The Company's stakeholder engagement practices includes: Shareholders complaints, Voting in Shareholders meeting, Investor Meet, etc

No Fraud or illegal activity

Company has whistleblower policy in place for directors /employees to report concerns about unethical & suspected fraud or violation

Best Practices



Company follows best practices focusing on strengthening its legal, regulatory and compliance management framework

Corporate Governance

Diverse Board

- Balanced mix of independent and professional directors
- Board is guided by the following committees
 - Audit Committee with majority independent directors
 - NRC: Reviews performance of Directors, Management team and Committees
 - Stakeholder's Relationship Committee supervises the mechanism for redressal of investors' grievance & ensures cordial investors relations.
 - CSR: constituted to comply with CSR provisions
- Code of Conduct for ethical conduct of affairs by Directors and KMPs

High Employee Participation

- Regular appraisal and reward system for better performance & competence leading to better governance and wealth creation
- Employee participation at all levels for better communication and efficiency
- Policies in place
 - -Whistle Blower Policy
 - -Anti Sexual Harassment Policy
 - $-\mathrm{HR}$ and Talent Management Policy



Management Team

- Continuous review of performance of management team and guidance by Board to ensure improvement
 - Appraisal of Senior management team by NRC and of other hierarchy of teams by senior management

Strong Internal Controls

- Robust Internal Control System and review by ACM
- Well equipped Internal Audit Team for Proper balancing of Power
- Monthly & Quarterly review of financial and operational performance

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Management Team



Shashwat Goenka Non – Executive Director

- Alumni of The Wharton School of The University of Pennsylvania
- Heads Retail and FMCG business of RP-Sanjiv Goenka group comprising of Spencer's Retail Ltd, Natures Basket Limited, Omnipresent Retail India Pvt Ltd. & Guiltfree Industries Ltd.
- Chairman CII National Committee on Retail
- ◆ Co-Chair FICCI Retail & Internal Trade Committee



Devendra Chawla Managing Director & CEO

- BE, MBA and Alumni of Harvard Business School
- ▶ 23+ years of experience in consumer industry
- Responsible for Growth & Management of the company.



Tanmay Kumar Chief Financial Officer

- Chartered Accountant and Alumni of IIM Ahmedabad
- ◆ 20+ years of experience in FMCG and Retail
- Responsible for Finance, Treasury, Legal & Taxation, Secretarial, Audit & Commercial and Licenses & Compliance.



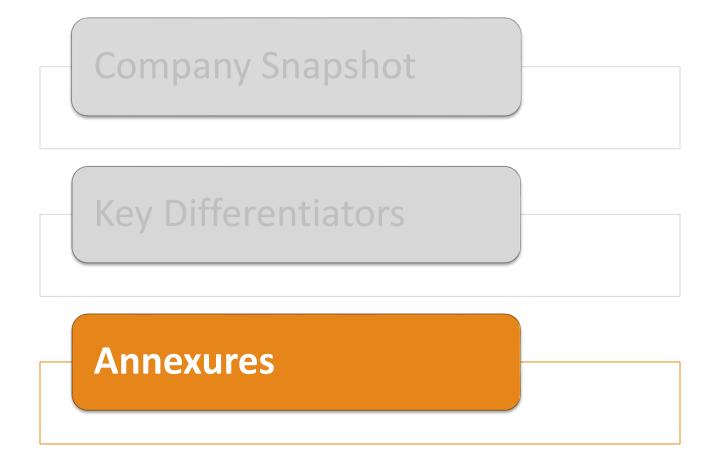


Shiva Kumar L.R. Chief Merchandising Officer

- BSc and MBA in Marketing & Finance.
- 25+ years of experience in Food & Retail industry.
- Responsible for Buying and Merchandising function for all categories.







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#42

Consolidated Financials

period ended		Growth		Consolidated (₹ Cr)	9 months ended		
31-Dec-20	30-Sep-20	31-Dec-19	Y-o-Y	Q-o-Q		31-Dec-20	31-Dec-19
672	617	700	-4%	9%	Revenue from operations	1,836	2,000
538	491	549			Cost of Goods Sold	1,464	1,573
134	126	150	-11%	7%	Gross Margin	371	427
19.9%	20.4%	21.5%	-158 bps	-45 bps	Gross Margin %	20.2%	21.4%
47	47	51	-8%	0%	Employee expenses	143	144
72	81	87	-17%	-10%	Other expenses	228	234
14	8	7	101%	87%	Other income	30	19
29	5	19			EBITDA	30	68
4.3%	0.9 %	2.8%	149 bps	341 bps	EBITDA %	1.7%	3.4%
34	31	35			Depreciation	96	90
24	20	24			Finance costs	64	59
(30)	(45)	(40)			PBT	(130)	(82)
-4.4%	-7.3%	-5.6%	122 bps	289 bps	PBT %	-7.1%	-4.1%
(0.1)	(0.1)	-			Tax Expenses	(0.2)	-
(30)	(45)	(40)			PAT	(129)	(82)
(0.3)	(0.3)	(0.3)			Other Comprehensive Income	(0.9)	(0.9)
(30)	(45)	(40)			Total Comprehensive Income	(130)	(82)

*Natures Basket Limited was acquired in July'2019 hence the Financials of 9 months ended Dec'20 are not comparable with previous year

Nature's Basket

Standalone Financials: Spencer's Retail Limited

3 months ended		Grov	owth Standalone (₹ Cr)		9 months ended		
31-Dec-20	30-Sep-20	31-Dec-19	Y-o-Y	Q-o-Q	、 <i>,</i>	31-Dec-20	31-Dec-19
7	-	3			New Stores added	7	10
160	154	163			Total Store count	160	163
0.76	-	0.25			TA added (Lac sq.ft)	0.76	0.64
13.52	13.12	14.29			TA exit (Lac sq.ft)	13.52	14.29
586	526	607	-4%	11%	Revenue from operations	1,551	1,820
474	424	479	-1%	12%	Cost of Goods Sold	1,254	1,436
112	101	128	-13%	10%	Gross Margin	297	384
19.0%	19.3%	21.1%	-208 bps	-25 bps	Gross Margin %	19.1%	21.1%
39	39	41	-6%	0%	Employee expenses	117	121
59	67	69	-14%	-11%	Other expenses	185	199
13	6	7	84%	101%	Other income	26	19
26	2	25			EBITDA	20	83
4.4%	0.4%	4.1%	37 bps	405 bps	EBITDA %	1.3%	4.6%
28	24	26			Depreciation	75	71
19	14	16			Finance costs	49	44
(21)	(36)	(17)			PBT	(104)	(32)
-3.5%	-6.9%	-2.8%	-72 bps	332 bps	PBT %	-6.7%	-1.7%
-	-	-			Tax Expenses	-	-
(21)	(36)	(17)			PAT	(104)	(32)
(0.4)	(0.4)	(0.4)			Other Comprehensive Income	(1.1)	(1.1)
(21)	(36)	(17)			Total Comprehensive Income	(105)	(33)

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Natures Basket Limited continues to be EBITDA positive

period ended		Gro	wth	Standalone (₹ Cr)	9 months ended		
31-Dec-20	30-Sep-20	31-Dec-19	Y-o-Y	Q-o-Q	, , , , , , , , , , , , , , , , , , ,	31-Dec-20	31-Dec-19
31	31	33			Total Store count	31	33
0.84	0.84	0.89			TA exit (Lac sq.ft)	0.84	0.89
87	91	94	-8 %	-5%	Revenue from operations	286	182
65	67	72	-11%	-3%	Cost of Goods Sold	211	145
22	24	22	1%	-8 %	Gross Margin	75	38
25.6%	26.5 %	23.4%	217 bps	-88 bps	Gross Margin %	26.1%	20.6%
7	7	8	-19%	1%	Employee expenses	20	18
10	11	16	-37%	-9%	Other expenses	35	44
2	1	0	665%	21%	Other income	4	0
7	7	(2)			EBITDA	23	(24)
7.9%	8.2%	-2.6%	1047 bps	-31 bps	EBITDA %	8.0%	-13.1%
7	7	8			Depreciation	21	17
5	5	6			Finance costs	16	12
(5)	(5)	(16)			PBT	(14)	(53)
-5.6%	-5.4%	-17.1%	1150 bps	-20 bps	PBT %	-4.8 %	-29.1%
-	-	-			Tax Expenses	-	-
(5)	(5)	(16)			PAT	(14)	(53)
0.1	0.1	0.1			Other Comprehensive Income	0.2	0.2
(5)	(5)	(16)			Total Comprehensive Income	(13)	(53)

*Natures Basket Limited was acquired in July'2019 hence the Financials of 9 months ended Dec'20 are not comparable with previous year

Nature's Basket

