



**RP-Sanjiv Goenka  
Group**

Growing Legacies

SRL:SEC:SE:2019-20/107

27 November, 2019

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

The General Manager  
Department of Corporate Service,  
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 26 November, 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).

Thanking you,  
For Spencer's Retail Limited

  
Rama Kant  
Company Secretary  
(FCS 4818)



**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](http://www.spencersretail.com)

CIN: L74999WB2017PLC219355





RP-Sanjiv Goenka  
Group  
Growing Legacies

spencer's  
Makes fine living affordable

## SPENCER'S RETAIL LIMITED

(Formerly known as RP-SG Retail Limited)

Registered Office: Duncan House, 31, Netaji Subhas Road, Kolkata-700001, Phone: 033-66257600  
Corporate Office: RPSG House, 3rd Floor, 2/4, Judges Court Road, Kolkata-700027, Phone: 033-24871091  
CIN : L74999WB2017PLC219355, E-mail: spencers.secretarial@rpsg.in, Website: www.spencersretail.com

### POSTAL BALLOT AND E-VOTING NOTICE

Notice is hereby given that 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 Tuesday, 26 November, 2019 completed the dispatch of Postal Ballot and E-Voting Notices, 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, Friday, 22 November, 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 ordinary resolution seeking approval of the Members of the Company for the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration Number: 301003E/E300005) as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Batliboi, Purohit & Darbari, Chartered Accountants, (Firm Registration No. 303086E) 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, Friday, 22 November, 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, 27 November, 2019 at 9:00 am (IST) and will end on Thursday, 26 December, 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, 26 December 2019. Any postal ballot form received from the Member after 5:00 p m. (IST) on Thursday, 26 December, 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, 26 December, 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](http://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 or Corporate Office RPSG House, 3rd Floor, 2/4, Judges Court Road, Kolkata - 700027.
- 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](http://www.spencersretail.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- the result of Postal Ballot and E-voting will be announced at the Corporate Office and displayed at the Registered Office and the Corporate Office of the Company on Friday, 27 December, 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](http://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.Kuntal Mustafi, Asst.Vice President, Link Intime India Private Limited, Vaishno Chambers, 6 Brabourne Road Flat No 502 & 503, 5th Floor, Kolkata 700001, Phone: +91 033-40049728 & 033-40731698, E-Mail ID: [kuntal.mustafi@linkintime.co.in](mailto:kuntal.mustafi@linkintime.co.in) and/or Mr. Rama Kant, Company Secretary and DGM-Legal of the Company at the Corporate Office at RPSG House, 2/4, Judges Court Road, Kolkata 700027 with e-mail marked to - [spencers.secretarial@rpsg.in](mailto:spencers.secretarial@rpsg.in), Contact No. 033-2487-1091/1216. In case of any queries related to E-voting, you may refer the Frequently Asked Questions (FAQs) for Members and E-voting user manual for Members available at the Download section <https://www.evoting.nsdl.com> of NSDL's e-voting website or call on toll free no: 1800 222 990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager / Ms Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022-24994360 / 022-24994545 or at Email ID : [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

For Spencer's Retail Limited

Rama Kant

Company Secretary

FCS-4818

Date : 27.11.2019

Place : Kolkata





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For Spencer's Retail Limited

Date : 27.11.2019  
Place : Kolkata

Rama Kant  
Company Secretary  
FCS-4818