

## SPENCER'S RETAIL LIMITED

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

### NOTICE TO MEMBERS

NOTICE is hereby given that the Fourth Annual General Meeting ("AGM") of the Members of Spencer's Retail Limited will be held on Wednesday, August 18, 2021 at 12:30 P.M., Indian Standard Time (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS

1. To consider and adopt:
  - a. the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and
  - b. the audited consolidated financial Statements for the financial year ended March 31, 2021 and the report of Auditors thereon

and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as

#### Ordinary Resolutions:

- a. **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
  - b. **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To appoint Mr. Shashwat Goenka {Director Identification Number (DIN) - 03486121}, who retires by rotation as a Director and, being eligible, offers himself, for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shashwat Goenka (DIN - 03486121), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

#### SPECIAL BUSINESS:

3. **Creation of Charge / Security on movable and immovable properties of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in terms of the provisions of Section 180 (1) (a) of the Companies Act, 2013, in addition to and not in supersession of resolutions passed by the members earlier, approval of the members of the Company be accorded for creation of security by way of mortgage / charge / or otherwise encumber all or any of the assets of the Company whether movable or immovable and whether present or future by way of a charge in favour of or for the benefit of one or more Bank(s) / Financial Institution(s) / NBFCs / other lenders [hereinafter collectively referred to as "Lenders"] providing financial facilities to the Company provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said financial facilities for which the charge created / to be created, shall not, at any time, exceed ₹250 Crores with such ranking of charge and on such other terms and conditions as may be agreed to by one or more of the Lenders.

## NOTICE TO MEMBERS (Contd.)

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to finalise the arrangement with one or more of the Lenders and to give effect to the creation of the aforesaid security and to execute all such other deeds or documents connected therewith and ancillary thereto, which may be deemed necessary to give effect to the aforesaid resolution and filing of all forms with the government authorities including the Registrar of Companies and make the necessary entries in the statutory records together with all forms and documents and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard."

### 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 15, 2021

By Order of the Board

**Rama Kant**  
Company Secretary & Compliance Officer  
(FCS 4818)

### NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, ("Act") setting out material facts relating to the Special Business under Item No. 3 to be transacted at the AGM is annexed hereto.
2. A. Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively issued by Ministry of Corporate Affairs (MCA), Government of India, and Circular number SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 and SEBI / HO / CFD / CMD2 / CIR / P / 2021 /11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM during the calendar year 2021 through VC / OAVM.  
B. AGM through VC/OAVM:
  - a) Members are requested to join the AGM on Wednesday, August 18, 2021 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 e-Voting Event Number (EVEN) of the Company will be displayed, by using the remote e-Voting 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 12.45 p.m. IST, or, soon thereafter.
  - b) The facility of attending the AGM will be made available to 1000 members on a first-come-first served basis.
  - c) Members who would like to express any views or ask question during the AGM 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 [spencersagm2021@rpsg.in](mailto:spencersagm2021@rpsg.in) latest by Friday, August 13, 2021 by 5.00 p.m. IST.
  - d) When a pre-registered speaker is invited to raise at the AGM his / her questions, already emailed in advance as requested in para (c) 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.
  - e) 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 dematerialised form and therefore, members are advised to dematerialise as early as possible the shares of the Company held by them in physical form.

## NOTICE TO MEMBERS (Contd.)

4. The Register of Members of the Company will remain closed from Wednesday, August 11, 2021 to Wednesday, August 18, 2021, both days inclusive.
5. All documents referred to in the Notice are also upload on the Company's website and can be accessed at [www.spencersretail.com](http://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 shall 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 per the arrangement by the Company with National Securities Depository Limited (NSDL).
  - (ii) Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may note the steps mentioned later in these notes for access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join General meeting" menu against Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed.
  - (iii) 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.
  - (iv) 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 authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / Authorisation Letter to the Scrutiniser 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).
  - (v) 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, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first served basis.
  - (vi) In compliance with the Circulars, Notice of the AGM along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services Limited ("CSDL") / NSDL ("Depositories"). Members may note that the Notice and Annual Report for 2020-21 will also be available on the Company's website at [www.spencersretail.com](http://www.spencersretail.com) and websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
  - (vii) 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, Bank Account details such as Bank and Branch name, Account no. and IFSC Code and self-attested scanned copy of PAN card by email to Spencer's Retail Limited at [spencersagm2021@rpsg.in](mailto:spencersagm2021@rpsg.in) or to the Registrar and Share Transfer Agent ("RTA") of the Company, M/s. Link Intime India Private Limited ("Link Intime") at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or upload the same at [https://web.linkintime.co.in/emailreg/email\\_register.html](https://web.linkintime.co.in/emailreg/email_register.html).
    - b) Members holding share(s) in electronic mode are requested to register / update their e-mail addresses and Bank Account details as mentioned above with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.

## NOTICE TO MEMBERS (Contd.)

- (viii) Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
  - (ix) Since the AGM will be held through VC / OAVM facility, the Route Map is not annexed to this Notice.
  - (x) 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 NSDL e-Voting system at <https://www.evoting.nsdl.com>.
  - (xi) Members who need assistance before or during the AGM can:
    - a. Send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or use Toll free no.: 1800 1020 990 / 1800 224 430, or
    - b. Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (xii) 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.
  - (xiii) 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.
  - (xiv) 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 MEMBERS FOR REMOTE E-VOTING AND JOINING AGM THROUGH VC / OAVM ARE AS UNDER:**
- 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 ("SEBI Listing Regulations"), 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 NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting vote by a member using remote e-Voting system during the meeting on the date of the AGM will also be provided by NSDL.
  - ii. The remote e-Voting period begins on Saturday, August 14, 2021 at 9:00 a.m. (IST) and ends on Tuesday, August 17, 2021 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares in the physical or dematerialised form, as on the cut-off date of Wednesday, August 11, 2021, may cast their votes by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, August 11, 2021. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - iii. The Members, whose name appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) may cast their vote electronically.
  - iv. A person who is not a Member as on the cut-off date should treat this Notice of the Fourth AGM for information purpose only.

### **A. 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: Access to NSDL e-Voting system**

##### **a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

## NOTICE TO MEMBERS (Contd.)

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="536 398 1481 801">1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on the option against Company name under <b>e-Voting service provider - NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="536 801 1481 913">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="536 913 1481 1328">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="536 1328 1481 1406">4. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p data-bbox="619 1417 1385 1462"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div data-bbox="616 1485 927 1547">  <span data-bbox="687 1491 927 1541"><b>App Store</b></span> </div> <div data-bbox="1011 1485 1369 1541">  <span data-bbox="1086 1491 1369 1541"><b>Google Play</b></span> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div data-bbox="683 1574 916 1753">  </div> <div data-bbox="1078 1574 1311 1753">  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="536 1787 1481 1966">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li data-bbox="536 1966 1481 2076">2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> </ol>

**NOTICE TO MEMBERS (Contd.)**

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website(s).

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**b) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.*

## NOTICE TO MEMBERS (Contd.)

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for shareholders other than Individual shareholders 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 process for those shareholders whose email ids are not registered.

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 etc.
- 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.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **a) How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.



## NOTICE TO MEMBERS (Contd.)

2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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### General Guidelines for shareholders

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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/ Authorisation Letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser 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).
2. Any person holding shares in physical form and non-individual shareholders, who acquires share(s) of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, August 11, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/ RTA. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password to cast your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 224 430 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Wednesday, August 11, 2021 may follow steps mentioned in the Notice of the AGM under Step 1 "Access to NSDL e-Voting system" (Above).
3. 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.
4. 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 1020 990 and 1800 224 430 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 through email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### 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 share(s) are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN Card by email to Company's Registrar & Transfer Agent, Link Intime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or the Company at [spencers.secretarial@rpsg.in](mailto:spencers.secretarial@rpsg.in).
2. Members holding share(s) in electronic mode are requested to register / update their e-Mail addresses as mentioned above with their respective Depository Participants ("DPs"). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 2 (B) i.e. Login method for e-Voting and jointly virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.



## NOTICE TO MEMBERS (Contd.)

4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **B. 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/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 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.
8. **Other Instructions:**
- a) The voting rights of the members shall be in proportion to their shares on the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, August 11, 2021.
  - b) 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.
  - c) Mr. S.M.Gupta, Practicing Company Secretary, (Membership No. FCS 896) has been appointed as the Scrutiniser to scrutinise the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
  - d) The Scrutiniser 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 Scrutiniser's Report.
  - e) The Results of voting will be declared within 2 working days from the conclusion of AGM. The declared results along with the Scrutiniser's Report will be available on the website of the Company at [www.spencersretail.com](http://www.spencersretail.com) and also 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 NSE and BSE.

### **Registered office**

Duncan House  
31, Netaji Subhas Road,  
Kolkata – 700 001  
CIN: L74999WB2017PLC219355  
E-mail: [spencers.secretarial@rpsg.in](mailto:spencers.secretarial@rpsg.in)  
Website: [www.spencersretail.com](http://www.spencersretail.com)

Kolkata, June 15, 2021

By Order of the Board

**Rama Kant**  
Company Secretary & Compliance Officer  
(FCS 4818)

**NOTICE TO MEMBERS (Contd.)**

**Pursuant to Regulation 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, the particulars of the aforementioned Director seeking re-appointment at the AGM are given below:**

**Mr. Shashwat Goenka**

Name of Director	<b>Mr. Shashwat Goenka DIN: 03486121</b> Non-Executive Non-Independent Director
Date of birth	12.04.1990 (31 Years)
Date of appointment	14.11.2018
Expertise in specific functional areas	Mr. Shashwat Goenka, is a Director of the Company and Sector Head-Retail & FMCG of the RP-Sanjiv Goenka Group. Currently, he is Chairing FICCI's Young Leaders Forum and Chair for CII's National Retail Committee on Retail. He is also the youngest President of Indian Chamber of Commerce (2017-2018). He graduated from The Wharton School, University of Pennsylvania.
List of other directorships held	<ul style="list-style-type: none"> <li>● CESC Limited;</li> <li>● Phillips Carbon Black Limited;</li> <li>● Firstsource Solutions Limited;</li> <li>● RPSG Ventures Limited (Formerly known as CESC Ventures Limited);</li> <li>● Spencer International Hotels Limited; and</li> <li>● Retailers Association of India</li> </ul>
Chairman/Member of the Committees of Board of Directors of the Company	<ul style="list-style-type: none"> <li>● Audit Committee – Member</li> <li>● Stakeholders Relationship Committee – Member</li> <li>● Corporate Social Responsibility Committee – Member</li> <li>● Risk Management 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 –	<p><u>Firstsource Solutions Limited</u></p> <ul style="list-style-type: none"> <li>● Corporate Social Responsibility Committee*</li> <li>● Risk Management Committee*</li> <li>● Investment Committee*</li> <li>● Strategy Committee*</li> </ul> <p><u>Phillips Carbon Black Limited</u></p> <ul style="list-style-type: none"> <li>● Corporate Social Responsibility Committee</li> </ul> <p><u>RPSG Ventures Limited</u></p> <ul style="list-style-type: none"> <li>● Stakeholders' Relationship Committee</li> <li>● Corporate Social Responsibility Committee*</li> <li>● Risk Management Committee*</li> </ul>
Shareholding in the Company (as on March 31, 2021)	75,756 Equity Shares
Relationship with other Directors, Managers and KMPs	Except Mr. Shashwat Goenka being the appointee, and Dr. Sanjiv Goenka, being related to Mr. Shashwat Goenka, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the Resolution as set out at Item No. 2 of the Notice.
Board Meetings attended during financial year 2020-21	Five (5)

## NOTICE TO MEMBERS (Contd.)

Terms and conditions of appointment or re-appointment	Liable to retire by rotation.
Details of remuneration / sitting fees sought to be paid and the remuneration / sitting fees last drawn	Mr. Shashwat 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 / sitting fees paid to Mr. Shashwat Goenka during financial year 2020-21 have been disclosed in the Corporate Governance Report of the Company.

\*Chairman of the Committee

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS UNDER ITEM No. 3 AS SET OUT IN THE NOTICE CONVENING THE FOURTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, AUGUST 18, 2021

In the second AGM held on July 19, 2019, members had approved a Special Resolution for creation of security by way of a mortgage and / or hypothecation over all movable and immovable properties of the Company with such ranking of the said security as may be agreed with the lenders concerned, in respect of various financial facilities for an amount aggregating upto ₹ 350 Crores (Rupees three hundred and fifty Crores only).

In view of Company's existing and future fund requirements to support its business operations, the Company proposes to seek approval of the members for creation of similar security for availing of additional financial facilities of a further amount of ₹ 250 Crores (Rupees two hundred and fifty Crores only) from Financial Institutions, Banks, NBFCs and other Lenders (hereinafter collectively referred to as "Lenders"). The security will be created in favour of the Lenders with such ranking of charges and on such terms and conditions as may be agreed by one or more of the Lenders.

The Special Resolution as set out under Item No. 3 of the Notice is for obtaining the approval of the Members in terms of the provisions of Section 180(1)(a) and other applicable provisions of the Act to enable the Company to create the aforesaid mortgage and / or charge.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the said Resolution.

Accordingly, the Board recommends that the said Special Resolution as appearing in item no. 3 of the Notice be passed by the Members.

#### Registered office

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31, Netaji Subhas Road,  
Kolkata – 700 001  
CIN: L74999WB2017PLC219355  
E-mail: spencers.secretarial@rpsg.in  
Website: www.spencersretail.com

Kolkata, June 15, 2021

By Order of the Board

**Rama Kant**  
Company Secretary & Compliance Officer  
(FCS 4818)