

SPENCER'S RETAIL LIMITED
(Formerly known as RP-SG Retail Limited)

MATERIAL EVENTS POLICY

1. BACKGROUND

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed company, is material as well as any price sensitive information. The listed entity shall frame a policy for determination of materiality, based on the specified criteria duly approved by its Board of Directors, which shall be disclosed on its website.

The Board of Directors of the listed entity shall authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures.

In view of the same, this "Material Events Policy" of Spencer's Retail Limited has been framed.

2. DEFINITIONS

"Authorized Key Managerial Personnel" means Managing Director, Executive Director & CFO and Company Secretary, who are authorized, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).

"Board of Directors" or "the Board" means the Board of Directors of Spencer's Retail Limited, as constituted from time to time.

"Company" means Spencer's Retail Limited.

"Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Material Events" means events as specified in Schedule III to the Listing Regulations and upon the occurrence of which a listed entity shall make disclosures to stock exchange(s) and host such disclosures on the listed entity's website.

"Policy" means this Policy for Reporting and Determination of Material Events.

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Listing Regulations and Companies Act, 2013 as amended from time to time.

3. POLICY

The Company will as soon as reasonably possible inform the Stock Exchange(s) of all the events or information which will have material impact on the performance/operations of the Company, as well as any price sensitive information.

The "Authorized Key Managerial Personnel" shall be entitled to take a view on the materiality of an event or information which are qualifying for disclosure as provided in Para B of Part A of Schedule III of the Listing Regulations and to decide the appropriate time at which such disclosure is to be made with the Stock Exchange(s) and details that may be disclosed in the best interest of present and potential investors.

4. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS

The Company shall consider the following criteria for determination materiality of an event or information:

- ✓ the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- ✓ the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- ✓ In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of listed entity, the event / information is considered material

5. REPORTING AND DISCLOSURE

Regulation 30 of Listing Regulations, 2015 and Schedule III of the said Regulation, has categorized material events and information which will have bearing on the performance/operations of the Company. The disclosures of events and information which the Company shall make to the Stock Exchange(s) as broadly categorized under these regulations are as under –

- a. Events listed in Clause A of Part A of Schedule III of the Regulations shall be disclosed to Stock Exchanges without any application of the guidelines for materiality i.e. these are mandatorily to be disclosed irrespective of the extent of happening of event.
- b. Events that have been provided in Clause B of Part A of Schedule III of the Regulations shall be disclosed to Stock Exchanges upon application of the guidelines for materiality to be determined by the Authorised Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4) of the Regulations.

- c. Any other material event or information in terms of Clause C of Part A of Schedule III of the Regulations, which have not been covered under a or b above B, that is likely to affect business shall also be disclosed to the Stock Exchanges upon application of guidelines for materiality to be determined by the Authorised Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4) of the Regulations.
- d. Any other disclosure specified by the Securities and Exchange Board of India or any stock exchange.

6. DISCLOSURE ON WEBSITE

As required under the Listing Regulations, the Policy will be disclosed on the website of the Company (www.spencersretail.com).

Further, the Company shall disclose on its website all such events or information which have been disclosed to the stock exchange(s) under this Regulation and such disclosure shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

7. POLICY REVIEW

In case of any subsequent changes in the provisions of the Regulations or any other regulations which makes any of the Clauses/provisions in the Policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the Clauses /provisions in the Policy would be deemed to be modified accordingly. The Board also, at its discretion, has the power to review and revise the Policy.

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