

SRL:SEC:SE:2020-21/36

03 August, 2020

The Manager
Listing Department,
National Stock Exchange of India Limited
(Symbol: SPENCERS)
Exchange Plaza, 5th 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
(Scrip Code: 30028)
7, Lyons Range
Kolkata – 700 001

Dear Sir,

Sub: Intimation of the Newspaper Publication to the Stock Exchanges

Please find enclosed herewith copies of the Newspaper Publications of the Rights issue Despatch as published in English in Financial Express (all editions), in Hindi in Jansatta (all editions) and in Bengali in Arthik Lipi (Kolkata edition) on 1 August 2020 in accordance with SEBI Circular.

You are requested to take the afore-mentioned information on record and oblige.

Thanking you,
For Spencer's Retail Limited





Rama Kant
Company Secretary
(FCS 4818)
Encl: as above

This is only an advertisement for information purposes and not for publication, distribution or release directly or indirectly outside India. This is not an announcement for the offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the Letter of Offer dated July 24, 2020 (the "Letter of Offer" or the "LoF") filed with stock exchanges namely BSE Limited ("BSE"), Calcutta Stock Exchange Limited ("CSE") and National Stock Exchange of India Limited ("NSE") and together with BSE and CSE, "Stock Exchanges" and Securities Exchange Board of India ("SEBI"). (This is a public announcement for information purposes only and not for publication or distribution and is not an Offer Document).

spencer's
Makes fine living affordable
SPENCER'S RETAIL LIMITED

Spencer's Retail Limited (the "Company" or "Company") was incorporated as RP-SG Retail Limited, a public limited company under the Companies Act, 2013 in Kolkata, West Bengal, India, pursuant to a certificate of incorporation dated February 8, 2017 issued by the Registrar of Companies, West Bengal at Kolkata ("ROC"). Subsequently, the name of the Company was changed to its present name, Spencer's Retail Limited, pursuant to the order of the National Company Law Tribunal, Kolkata Bench dated March 28, 2018 approving the Scheme of Arrangement, and subsequently a fresh certificate of incorporation pursuant to change of name was issued by the ROC on December 13, 2018. Our Company's retail business was earlier undertaken by the erstwhile Spencer's Retail Limited since November 23, 2000, which was incorporated under the Companies Act, 1956. Pursuant to the Scheme of Arrangement, the Retail Undertaking 2 (as defined hereinafter) of the erstwhile Spencer's Retail Limited, was demerged into our Company with effect from the appointed date of October 1, 2017 in accordance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. For more information regarding change of name and registered office of our Company and the Scheme of Arrangement, please see "History and Other Corporate Matters - Scheme of Arrangement" on page 131 of the LoF.

PROMOTERS OF OUR COMPANY: SANJIV GOENKA AND RAINBOW INVESTMENTS LIMITED
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SPENCER'S RETAIL LIMITED

ISSUE OF 1,06,04,583* EQUITY SHARES OF FACE VALUE OF ₹5 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹75 PER RIGHTS EQUITY SHARE OF OUR COMPANY FOR AN AMOUNT AGGREGATING TO ₹ 79,53,42,225*, ON A RIGHTS BASIS TO THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 2 RIGHTS EQUITY SHARES FOR EVERY 15 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON WEDNESDAY, JULY 29, 2020 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 273 OF THE LOF.

NOTICE TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

ISSUE OPENS ON: TUESDAY, AUGUST 4, 2020
INCLUDE LAST DATE FOR ON MARKETS RENUNCIATION THURSDAY, AUGUST 13, 2020*
ISSUE CLOSES ON: TUESDAY, AUGUST 18, 2020*

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncers on or prior to the Issue Closing Date. *Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Simple, Safe, Smart way of making an application - Make use of it
*Application supported by block amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, for further details check section on ASBA below

Facilities for Application in the Issue:

- (i) ASBA Facility
In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all investors desiring to make an Application in the Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident investors in the issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA using the R-WAP. For details, see "Terms of Issue - Making of an Application through the Registrar's Web-based Application Platform (R-WAP)" process on page 277 of the Letter of Offer.
Please note that subject to SCBSs complying with the requirements of the SEBI Circular CIR/CFD/IL1/3/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCBSs. Further, in terms of the SEBI Circular CIR/CFD/IL1/2013 dated January 2, 2013, it is clarified that for making Applications by SCBSs on their own account using ASBA facility, each such SCBS should have a separate account in its own name with any other SEBI registered SCBS(s). Such account shall be used solely for the purpose of making an Application in this Issue and other cleared demat accounts should be available in such account for such an Application.
(ii) Registrar's Web based Application Platform
In accordance with the SEBI Relaxation Circular SEBIHQ/CFD/IL1/3/2012 dated May 06, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at www.linkintime.co.in), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process and R-WAP facility should be utilized only in the event that investors are not able to utilize the ASBA facility or make an Application despite their best efforts. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP. Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.
PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. OUR COMPANY, THE REGISTRAR AND THE LEAD MANAGER SHALL NOT BE RESPONSIBLE IF THE APPLICATION IS NOT SUCCESSFULLY SUBMITTED OR REJECTED DURING THE BASIS OF ALLOTMENT ON ACCOUNT OF FAILURE TO BE IN COMPLIANCE WITH THE SAME. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 44 OF THE LOF.
APPLICATION SUPPORTED BY BLOCK AMOUNT (ASBA): An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with a SCBS, prior to making the Application. Investors can submit either the Application Form in physical mode at the Designated Branch of the SCBSs or only dematerialized form. 7. Number of Rights Equity Shares applied for, if made available by such SCBSs authorizing the SCBS to block the Application Money payable on the Application in their respective ASBA Accounts with respect to the Application. For details, see the Application Form and the Application Form submitted to the Registrar and the authority to the SCBS, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.
For the list of banks which have been notified by SEBI to act as SCBSs for the ASBA process, please refer to https://www.sebi.gov.in/website/otherAction.do?doRecognised=PIrpyes&intlml=34. For details on Designated branches of SCBSs holding Application Form, please refer to the above mentioned link.
ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THE EQUITY SHARE UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND IN THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.
APPLICATION ON PLAIN PAPER: An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCBS for authorising such SCBS to block Application Money in the said bank account maintained with the same SCBS. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.
Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. Please note that the Application on plain paper cannot be submitted through R-WAP.
In case of multiple application forms, including cases where an investor submits Application Forms along with a plain paper Application, are to be rejected.
The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCBS before the Issue Closing Date and should contain the following particulars:
1. Name of our Company, being Spencer's Retail Limited. 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository). 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares held as per Demat Record) or Client ID. 4. Except application on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, respective of the total value of the Rights Equity Shares applied for pursuant to this Issue. 5. Number of Rights Equity Shares applied for on Record Date. 6. Allocation option (i.e., Number of Rights Equity Shares applied for, 7. Number of Rights Equity Shares applied for, 8. Number of Rights Equity Shares applied for within the Rights Entitlements. 9. Number of additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for). 10. Total number of Rights Equity Shares applied for. 11. Total amount paid at the rate of ₹ 75 per Rights Equity Share. 12. Details of the ASBA Account such as the SCBS account number, name, address and branch of the relevant SCBS. 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR(NR) account such as the account number, name, address and branch of the SCBS bank such as the account number and branch. 14. Authorization to the Designated Branch of the SCBS to block an amount equivalent to the Application Money in the ASBA Account. 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCBS) and the Eligible Equity Shareholders as deemed to have accepted the following:
'I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/We understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (Regulation S) to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/We understand that the issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof of an offer to buy any of the said Right Equity Shares or Rights Entitlements in the United States. I/We confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the issue, and (c) understand and neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or its territories of India and ineligible to subscribe in this issue under the securities laws of their jurisdiction.
I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfy, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.
I/We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.
I/We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

OVERSEAS SHAREHOLDERS: The distribution of the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of the Rights Entitlements and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter may come, are required to inform themselves about and observe such restrictions.
Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material only to the e-mail addresses of Eligible Equity Shareholders who have provided an Indian address to our Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to e-mail the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall not be sent the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.
NO OFFER IN UNITED STATES: THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR THE TERRITORIES OR POSSESSIONS THEREOF (THE "UNITED STATES" OR "U.S."), EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT. THE RIGHTS EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED AND SOLD IN OFFSHORE TRANSACTIONS OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT (REGULATION S) TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE RIGHTS EQUITY SHARES IS PERMITTED UNDER LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THE LETTER OF OFFER OR INTO THE UNITED STATES AT ANY TIME.
Neither our Company, nor any person acting on behalf of our Company, nor will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under the Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who will provide an Indian address to our Company.
Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.
Our Company and the Lead Manager are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this Issue in the United States.
The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "SEC"), any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the above mentioned securities been registered with the SEC or any other U.S. regulatory authority. The Rights Equity Shares or the accuracy or adequacy of the Letter of Offer. Any representation to the contrary is a criminal offense in the United States.
LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Tuesday, August 18, 2020. Applications received after this date may be accepted or not at the discretion of the Registrar. The Registrar may extend the time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).
If the Application Form is not submitted with an ASBA, uploaded with the Stock Exchanges and the Application Money is not blocked with our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under the section, "Basis of Allotment" on page 295 of the LoF.
ALLOTMENT OF RIGHTS EQUITY SHARES ONLY IN DEMATERIALIZED FORM: Please note that the Rights Equity Shares applied for in this issue can be allotted only in dematerialized form and to the same depository account in which your equity shares are held by such investor on the record date, for details see "Allotment advice or refund/blocking of ASBA accounts" on page 298 of the LoF.
INVESTORS MAY PLEASE NOTE THAT EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.
LISTING: The existing Equity Shares are listed on BSE, CSE and NSE. Our Company has received imprimatur approval from the BSE, CSE and NSE to list the Equity Shares under the Issue pursuant to their letters dated June 5, 2020, June 11, 2020 and May 27, 2020, respectively. For the purposes of the Issue, BSE is the Designated Stock Exchange. For details of the material contracts and documents available for inspection from the date of the Letter of Offer to the Issue Closing Date, see "Material Contracts and Documents Available for Inspection" on page 325 of the LoF.
DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that the submission of LoF to SEBI should not, in any way, be deemed or construed that SEBI has cleared or approved the LoF. The investors are advised to refer to the full text "Disclaimer clause of SEBI" beginning on page 298 of the LoF.
DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that submission of LoF to BSE Limited should not, in any way, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the full text "Disclaimer clause of BSE" beginning on page 298 of the LoF.
DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that submission of LoF to NSE should not, in any way, be deemed or construed that the Letter of Offer has been cleared or approved by NSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the full text "Disclaimer clause of NSE" beginning on page 298 of the LoF.
BANKER TO THE ISSUE/ESCROW COLLECTION BANK/REFUND BANKER: ICICI Bank Limited
DISPATCH AND AVAILABILITY ISSUE MATERIALS: In accordance with the SEBI (ICDR) Regulations, the SEBI Relaxation Circular and the Application Form, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form and other issue related material, to the e-mail addresses of all Eligible Equity Shareholders who have provided their Indian addresses to our Company. The Letter of Offer will be sent, only through e-mail, by the Registrar on behalf of our Company and the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter along with the Application Form has been completed on July 31, 2020 by the Registrar to the Issue.
Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of: (i) our Company at www.spencersretail.com; (ii) the Registrar at www.linkintime.co.in; (iii) the Lead Manager, i.e., ICICI Securities Limited at www.icicisecurities.com; (iv) the Stock Exchanges at www.bseindia.com, www.nseindia.com and www.cse-india.com; and (v) the Registrar's web-based application platform at www.linkintime.co.in ("R-WAP").
To update the respective Indian addresses/e-mail addresses/phone or mobile numbers in the records maintained by the Registrar or by our Company, Eligible Equity Shareholders should visit www.linkintime.co.in.
Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.spencersretail.com).
Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for non-dispatch of physical copies of issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.
The LoF is also available on the website of SEBI at www.sebi.gov.in

LEAD MANAGER TO THE ISSUE
ICICI SECURITIES LIMITED
ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai - 400 020, Maharashtra, India
Telephone: +91 22 298 2450, E-mail: sr.ri@icicisecurities.com
Website: www.icicisecurities.com
Investor grievance-e-mail: customercare@icicisecurities.com
Contact Person: Sameer Purohit/Arjun A Mohotra
SEBI Registration No: INM000011179

REGISTRAR TO THE ISSUE
LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 Park, Lal Bahadur Shastri (LBS) Marg, Vikhroli (West) Mumbai - 400 085, Maharashtra, India
Telephone: +91 22 4919 8200, Facsimile: +91 22 4919 6195
E-mail: spencersretail.rights@linkintime.co.in
Investor grievance-e-mail: spencersretail.rights@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Sameer Deshpande
SEBI Registration No: INR000004058

COMPANY SECRETARY AND COMPLIANCE OFFICER
Mr. Rama Kant
SPENCER'S RETAIL LIMITED
Registered Office: Duncan House, 31, Netaji Subhas Road, Kolkata - 700 001
Corporate Office: RPSG House, 2/4, Judges Court Road, Kolkata - 700 027
Telephone: +91 33 2487 1091
E-mail: rama.kant@rpsg.in

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-issue/post-issue related matters such as non-receipt of Letter of Offer, non-credit of Allotted Rights Equity Shares in the respective beneficiary account or non-receipt of Refund Orders and such other matters. All grievances relating to the Issue may be addressed to the Registrar to the Issue, with a copy to the SCBS, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCBS where the Application Form, or the plain paper application, as the case may be, was submitted by the investors.

On behalf of Board of Directors For Spencer's Retail Limited s/- Rama Kant Company Secretary and Compliance Officer

Spencer's Retail Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated July 24, 2020 with SEBI and Stock Exchanges. The LoF is available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges i.e. National Stock Exchange of India Limited and www.nseindia.com, Calcutta Stock Exchange Limited at www.cse-india.com and on the website of Lead Manager to the Issue i.e. ICICI Securities at www.icicisecurities.com and on the R-WAP. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see section titled "Risk Factors" beginning on page 21 of the LoF.
The Rights entitlement and the Rights Equity Shares have not been and will not be registered under the US Securities Act or any state securities laws in the United States, and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the US Securities Act. Accordingly, the Rights Entitlements and the Rights Equity Shares are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdiction. There will be no public offering in the United States.