

SRL:SEC:SE:2020-21/37

4 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 Sirs,

Sub: Third Annual General Meeting and Voting Results

The Third Annual General Meeting of the Company was held on Monday the 3 August, 2020, through Video Conferencing and all the business as set out in the Notice dated 29 June, 2020 were transacted.

In connection with the above, please find enclosed the following:

1. Summary of the proceeding as required under Regulation 30, Part- A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure - I.
2. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure - II.

The said details are also being uploaded on the Company's website.

3. Report of Scrutinizer dated 4 August, 2020, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015.

Spencer's Retail Limited

(Formerly Known as RP-SG Retail Limited)

Regd. Office: Duncan House, 31, Netaji Subhas Road, Kolkata-700 001

Corp. Office: RPSG House, 2/4 Judges Court Road, Kolkata-700 027

Tel: +91 33 2487 1091 Web: www.spencersretail.com

CIN: L74999WB2017PLC219355

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For Spencer's Retail Limited





Rama Kant
(Company Secretary)
FCS-4818

CC : National Securities Depository Ltd.
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013

CC : Central Depository Services (India) Ltd.
Phiroz Jeejeebhoy Towers,
28th Floor, Dalal Street,
Mumbai-400023

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Spencer's Retail Limited

SUMMARY OF PROCEEDINGS OF THE THIRD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, 3 AUGUST, 2020 AT 12:30 P.M., INDIAN STANDARD TIME, THROUGH VIDEO CONFERENCING (VC)

1. 51 members attended the meeting out of which 10 members were represented by their authorized representatives at the above AGM.
2. Dr. S. Goenka, Chairman of the Board, was in the Chair in accordance with the Articles of Association of the Company.
3. The quorum being present, the Chairman declared the Meeting open and welcomed the members.
4. Chairman then requested the Company Secretary to brief the members about some basic rules relating to the AGM. The Company Secretary, inter alia, stated the following:
 - a. remote e-voting facility, available to the members, had closed on Sunday, 2 August, 2020 at 5.00 pm IST and if any member had not already electronically cast his vote on the Resolutions, he may do so during the continuance of the meeting or till thirty minutes thereafter.
 - b. the Auditor's Report on the Accounts of the Company and the Secretarial Audit Report for the Financial Year 2019-20 did not have any qualification, observation or comments.
 - c. registers and documents as statutorily required to be maintained remained accessible electronically during the continuance of the Meeting.
 - d. representatives of the statutory auditors, secretarial auditor and the scrutinizer were present at the Meeting.
 - e. Q&A session for the registered speaker shareholders was to commence after all the Resolutions in the Notice were tabled.
5. Thereafter, one after the other, all three Resolutions included in the Notice, convening the Third Annual General Meeting, were taken up by the Chairman and placed before the AGM.
6. Chairman then invited the pre-registered shareholders for their comments and observations. Chairman replied to them suitably.

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7. Chairman then announced that the voting results on the eight Resolutions included in the aforesaid Notice would be announced within 48 hours from the conclusion of the meeting and would also be posted on the Company's website (www.spencersretail.com) and website of NSDL. The same would also be displayed on the Notice Board at the registered office of the Company.

8. He thereafter thanked the members for attending the AGM.

For Spencer's Retail Limited





Rama Kant
(Company Secretary)
FCS-4818

Annexure - II

Third Annual General Meeting (AGM) of Spencer's Retail Limited

Details of Voting Results

Sr. No	Particulars	Details
1.	Date of the AGM	3 August 2020
2.	Total number of shareholders on record date (Book Closure : 27 July 2020 to 03 August 2020, both days inclusive)	67,997
3	No. of shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group : Public:	 9 42
4	Mode of Voting	E-voting

For Spencer's Retail Limited





**Rama Kant
(Company Secretary)
FCS-4818**

Spencer's Retail Limited

(Formerly Known as RP-SG Retail Limited)

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CIN: L74999WB2017PLC219355

Spencer's Retail Limited

ITEM NO.1
Resolution Required : (Ordinary)

To receive, consider and adopt:
a. the Audited Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
b. the Audited Consolidated Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution? NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	43508904	43508904	100.0000	43508904	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43508904	100.0000	43508904	0	100.0000	0.0000
Public Institutions	E-Voting	7094281	1384268	19.5124	1384268	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1384268	19.5124	1384268	0	100.0000	0.0000
Public Non Institutions	E-Voting	28931041	1990135	6.8789	1989279	856	99.9570	0.0430
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1990135	6.8789	1989279	856	99.9570	0.0430
Total		79534226	46883307	58.9473	46882451	856	99.9982	0.0018



Spencer's Retail Limited

ITEM NO.2 Resolution Required : (Ordinary)			To appoint a Director in place of Dr. Sanjiv Goenka (DIN - 00074796) who retires by rotation and, being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	43508904	43508904	100.0000	43508904	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43508904	100.0000	43508904	0	100.0000	0.0000
Public Institutions	E-Voting	7094281	1685868	23.7638	1685868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1685868	23.7638	1685868	0	100.0000	0.0000
Public Non Institutions	E-Voting	28931041	1990105	6.8788	1989663	442	99.9778	0.0222
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1990105	6.8788	1989663	442	99.9778	0.0222
Total		79534226	47184877	59.3265	47184435	442	99.9991	0.0009



Spencer's Retail Limited

ITEM No.3 Resolution Required : (Ordinary)			To appoint M/s. S.R.Batliboi & Co. LLP, Chartered Accountant as the Statutory Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	43508904	43508904	100.0000	43508904	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43508904	100.0000	43508904	0	100.0000	0.0000
Public Institutions	E-Voting	7094281	1685868	23.7638	1405533	280335	83.3715	16.6285
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1685868	23.7638	1405533	280335	83.3715	16.6285
Public Non Institutions	E-Voting	28931041	1990105	6.8788	1989933	172	99.9914	0.0086
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1990105	6.8788	1989933	172	99.9914	0.0086
Total		79534226	47184877	59.3265	46904370	280507	99.4055	0.5945



Fax : (033) 2236-7135
Email : smguptaandco@yahoo.com
smguptaandco@gmail.com
Website : www.smguptaco.com

Offi. : 2236 1385,2236 7135
Phones : Resi. : 2534 8148
Mobile : 98300 57568

S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15 BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated.....

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman/Managing Director
Spencer's Retail Limited
CIN: L74999WB2017PLC219355
Duncan House
31, Netaji Subhas Road,
Kolkata-700001

Dear Sir,

I, S. M. Gupta, Partner of M/s. S. M. Gupta & Co., Company Secretaries having its office at P-15, Bentinck Street, Kolkata - 700 001 was appointed as a Scrutinizer by Spencer's Retail Limited ("the Company") for the purpose of scrutinizing the remote e-voting process as well as for voting conducted through Electronic means at the 3rd Annual General Meeting (AGM) of the Shareholders of the Company, held on Monday, 3rd day of August, 2020 at 12:30 p.m. through Video Conferencing / OAVM in a fair and transparent manner and ascertaining the requisite majority of voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended on the below mentioned resolution(s). The Company had provided to the Members facility of remote e-voting and voting by electronic means during the Annual General Meeting which was allowed to be continued for 30 minutes after the end of the meeting. We submit our report as under:

1. The Company has dispatched Notice of the Third AGM to the members by e-mail whose names appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on Friday, the 3rd day of July, 2020.
2. The remote e-voting period started on Friday, 31st July, 2020 at 9.00 a.m. and ended on Sunday, 2nd August, 2020 at 5:00 p.m. and the Members were required to cast their vote electronically conveying their assent/dissent in respect of all Resolution(s) on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for Voting at the AGM on Monday, 3rd August, 2020 at about 12:30 p.m.



3. The members who attended the AGM were provided with the facility of voting through electronic means.
4. The shareholders holding shares as on the "cut off" date i.e. 27th July, 2020 were entitled to vote on the proposed resolutions (item nos. 1 to 3 as set out in the notice of the 3rd AGM of the Company)
5. The votes were finally unblocked on 3rd August, 2020 at around 2:25 p.m. in the presence of two witnesses, Mr. Arun Kumar Gupta and Mr. Tarun Kumar Gupta both working for gain at P-15, Bentinck Street, Kolkata- 700 001 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.




Name: Mr. Arun Kumar Gupta

Name: Mr. Tarun Kumar Gupta

- Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and/or "AGAINST", were downloaded from the e-voting website of the National Securities Depository Limited (NSDL). (<http://www.evoting.nsdl.com>)

6. The results of e-voting are given below. Accordingly, all the resolutions nos.1 to 3 set out in the Notice of the 3rd AGM were passed with requisite majority.

Details of voting results as per Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2014 as amended.

Date of Annual General Meeting:	Monday, 3 rd August, 2020
Total number of Shareholders on record date: (Being the cut-off date for determining shareholders entitled to voting – 27 th July, 2020)	67997
No. of Shareholders present in the meeting through VC/OAVM:	51
Promoter and Promoter group:	9
Public:	42
Total	51



Resolution no. 1

1 - To receive, consider and adopt:

a. the Audited Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and

b. the Audited Consolidated Financial Statements for the financial year ended March 31, 2020, together with the Reports of the Auditors thereon.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100
Promoter and Promoter Group	E-Voting	43508904	43508904	100.0000	43508904	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43508904	100.0000	43508904	0	100.0000	0.0000
Public Institutions	E-Voting	7094281	1384268	19.5124	1384268	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1384268	19.5124	1384268	0	100.0000	0.0000
Public Non Institutions	E-Voting	28931041	1990135	6.8789	1989279	856	99.9570	0.0430
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1990135	6.8789	1989279	856	99.9570	0.0430
Total		79534226	46883307	58.9473	46882451	856	99.9982	0.0018



Resolution no. 2

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Dr. Sanjiv Goenka (DIN - 00074796) who retires by rotation and, being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	43508904	43508904	100.0000	43508904	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43508904	100.0000	43508904	0	100.0000	0.0000
Public Institutions	E-Voting	7094281	1685868	23.7638	1685868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1685868	23.7638	1685868	0	100.0000	0.0000
Public Non Institutions	E-Voting	28931041	1990105	6.8788	1989663	442	99.9778	0.0222
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1990105	6.8788	1989663	442	99.9778	0.0222
Total		79534226	47184877	59.3265	47184435	442	99.9991	0.0009

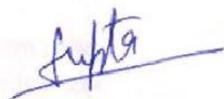


Resolution no. 3

Resolution Required : (Ordinary)		3 - To appoint M/s. S.R.Batlboi & Co. LLP, Chartered Accountant as the Statutory Auditors of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	43508904	43508904	100.0000	43508904	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		43508904	100.0000	43508904	0	100.0000	0.0000
Public Institutions	E-Voting	7094281	1685868	23.7638	1405533	280335	83.3715	16.6285
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1685868	23.7638	1405533	280335	83.3715	16.6285
Public Non Institutions	E-Voting	28931041	1990105	6.8788	1989933	172	99.9914	0.0086
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1990105	6.8788	1989933	172	99.9914	0.0086
Total		79534226	47184877	59.3265	46904370	280507	99.4055	0.5945

7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid AGM where after the same will be handed over to the Company Secretary of the Company for safe keeping.
8. This Report is being issued under the conditions of lockdown due to COVID-19 with limited resources available to us.

Thanking you,
Yours faithfully,



(S. M. Gupta)
Partner
S. M. Gupta & Co.,
Company Secretaries
Membership Number: FCS-896
C. P. No: 2053
UDIN: F000896B000546848
Place: KOLKATA
Dated: 4th August, 2020



Remarks

