

SRL:SEC:SE:2023-24/18

May 13, 2023

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

The General Manager
Department of Corporate Service,
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400 001
(Scrip Code: 542337)

Dear Sir/Madam,

Sub: Intimation under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Result of Postal Ballot through remote e-voting process.

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Result on the Special Resolutions for the matters as set out in the Postal Ballot Notice dated March 22, 2023, along with the Scrutinizer's Report dated May 13, 2023.

The said details are also being uploaded on the Company's website and on the website of National Securities and Depositories Limited (NSDL) and also displayed on the Notice Board of the Registered Office.

Kindly take the above mentioned information on your records and oblige.

Thanking you.

Yours faithfully,
For Spencer's Retail Limited

Vikash Kumar Agarwal
Company Secretary & Compliance Officer

Encl.: As Above

Spencer's 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

Postal Ballot through remote e-Voting of Spencer's Retail Limited- Voting Results

Sr. No	Particulars	Details
1.	a) Last date for e-Voting	May 12, 2023
	b) Date of declaration of Postal Ballot results through e-voting	May 13, 2023
2.	Total number of shareholders on record date (the cut-off date for determining shareholders entitled to vote, being March 31 2023)	60,226
3	No. of shareholders present in the meeting either in person or through proxy Promoter & Promoter Group: Public:	Not Applicable
4	No. of shareholders who attended the meeting through Video Conferencing Promoter & Promoter Group: Public:	Not Applicable

Spencer's Retail Limited

Resolution Required : (Special)			1 - Appointment of Mr. Anuj Singh (DIN: 09547776) as a Director on the Board of Directors of the Company, liable to retire by rotation.					
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	5,30,08,514	5,30,08,514	100.00	5,30,08,514	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,30,08,514	100.00	5,30,08,514	-	100.00	0.00
Public Institutions	E-Voting	96,81,136	11,33,368	11.71	11,33,368	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		11,33,368	11.71	11,33,368	-	100.00	0.00
Public Non Institutions	E-Voting	2,74,42,359	49,473	0.18	43,423	6,050	87.77	12.23
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		49,473	0.18	43,423	6,050	87.77	12.23
Total		9,01,32,009	5,41,91,355	60.12	5,41,85,305	6,050	99.99	0.01

Spencer's Retail Limited

Resolution Required : (Special)		2 - To appoint Mr. Anuj Singh (DIN: 09547776) as the Chief Executive Officer and Managing Director and also KMP 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	5,30,08,514	5,30,08,514	100.00	5,30,08,514	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,30,08,514	100.00	5,30,08,514	-	100.00	0.00
Public Institutions	E-Voting	96,81,136	11,33,368	11.71	3,39,460	7,93,908	29.95	70.05
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		11,33,368	11.71	3,39,460	7,93,908	29.95	70.05
Public Non Institutions	E-Voting	2,74,42,359	49,437	0.18	44,081	5,356	89.17	10.83
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		49,437	0.18	44,081	5,356	89.17	10.83
Total		9,01,32,009	5,41,91,319	60.12	5,33,92,055	7,99,264	98.53	1.47



PVK & ASSOCIATES
Company Secretaries

8A, UG CS Ansal Corporate Suites,
Ansal Plaza, Sector-1, Vaishali GZB, NCR-201010
Mob : (+91) 9312215450, 9654583800
E-mail : cspankajgumla@gmail.com

SCRUTINISER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Management and Administration) Rules, 2014 and subsequent amendments thereon)

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

Dear Sir,

Sub: Scrutinizers Report on remote e-voting pursuant to the provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Pankaj Kumar, Proprietor of PVK & Associates, Company Secretaries having its office at 1B Takshshila Society, Abhay Khand-3, Indirapuram, Ghaziabad-201010 (U.P.) was appointed as Scrutinizer by the Board of Directors, for the purpose of scrutinizing the Postal Ballot by way of remote electronic voting process, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with amended Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice of the Postal Ballot dated 22nd March, 2023.

I submit my report as under:-

1. The Company had provided facility of casting vote to the members of the Company through electronic means.
2. The remote e-voting period remained open from **Thursday, April 13, 2023 at 9.00 A.M. (IST) and ended on Friday, May 12, 2023 at 5.00 P.M. (IST)** on the designated website via NSDL Voting Platform.
3. The Shareholders of the Company as on the "cut off" date i.e. 31st March, 2023 were entitled to avail the facility of remote e-voting on the proposed resolutions as set out in the Notice of Postal Ballot dated March 22, 2023.
4. 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>).
5. I have scrutinized and reviewed the remote e-voting and votes cast therein based on the data downloaded from the NSDL e-voting system. I have unblocked the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company namely Mr. Sachin Kumar Shrivastava and Mr. Uttam Kumar.
6. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting on the resolutions contained in the notice of the Postal Ballot.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.



Registered office : 1B, Takshshila Society, Abhay Khand-3, Indirapuram, Ghaziabad-201010 (U.P.)

The summary of results of remote e-voting is as under:

SPECIAL BUSINESS:

Item No. 1:- Special Resolution

Appointment of Mr. Anuj Singh (DIN: 09547776) as a Director on the Board of Directors of the Company, liable to retire by rotation.

(i) Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E- Voting	286	5,41,85,305.00	99.99
Physical	NIL	NIL	NIL
Total	286	5,41,85,305.00	99.99

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E- Voting	39	6,050.00	0.01
Physical	NIL	NIL	NIL
Total	39	6,050.00	0.01

(iii) Invalid Votes

	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E- Voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

Item No.2:- Special Resolution

Appointment of Mr. Anuj Singh (DIN: 09547776) as the Chief Executive Officer and Managing Director and Key Managerial Personnel ('KMP') of the Company

(i) Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E- Voting	281	5,33,92,055.00	98.53
Physical	NIL	NIL	NIL
Total	281	5,33,92,055.00	98.53



(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E- Voting	44	7,99,264.00	1.47
Physical	NIL	NIL	NIL
Total	44	7,99,264.00	1.47

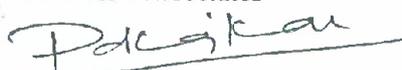
(iii) Invalid Votes

	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E- Voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

All the relevant records have been handed over to the Company Secretary of the Company in this behalf for safe keeping.

Thanking You.

Yours faithfully,
For PVK & Associates



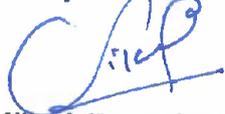
Pankaj Kumar
Company Secretary in Practice
CP. No.: 20994
UDIN:A012288E000303029



Place: Indirapuram (Ghaziabad)

Date: 13th May 2023

Received by :-
For Spencer's Retail Limited



Vikash Kumar Agarwal
Company Secretary and Compliance Officer

