

SRL:SEC:SE:2025-26/35

September 11, 2025

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)

BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400 001
(Scrip Code: 542337)

Dear Sir/Madam,

Sub: Eighth Annual General Meeting (AGM) held on Thursday, September 11, 2025

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”), we attach herewith the following documents / disclosures in connection with Eighth AGM of the Company held today:

1. Proceedings of the AGM pursuant to Regulation 30, Part –A of Schedule III of the SEBI Regulations - **Annexure I.**
2. Re-appointment of M/s. S.R.Batliboi & Co. LLP, Chartered Accountants, (FRN 301003E / E300005), as the Statutory Auditors of the Company – **Annexure II.**
3. Appointment of M/s. Manoj Shaw & Co., Company Secretaries, (FRN S2009WB111800), as the Secretarial Auditors of the Company - **Annexure III.**

You are requested to kindly take the abovementioned information on record and oblige.

Thanking you.

Yours faithfully,

For Spencer's Retail Limited

Navin Kumar Rathi
Company Secretary & Compliance Officer
Encl: as above

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

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

Summary of the Proceedings of the Eighth Annual General Meeting (AGM)

A. Date, time and venue of the AGM

The Eighth AGM of the Company was held on Thursday, September 11, 2025, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated July 30, 2025 were transacted. The Meeting commenced at 3:00 P.M. (IST) and concluded at 3:47 P.M. (IST).

B. Proceedings in brief:

- Mr. Shashwat Goenka, Chairman, chaired the meeting in accordance with Article 85 of the Articles of Association of the Company.
- 96 members attended the meeting out of which 9 members were represented by their authorized representatives at the above AGM.
- The quorum being present, the Chairman declared the meeting open and welcomed the Members, Board of Directors, Statutory Auditors, Secretarial Auditors and Scrutinizer to the meeting.
- The Chairman then advised the Company Secretary to brief the members some of the basic rules relating to the AGM. The Company Secretary, inter-alia, stated the following:
 - a. The Auditor's Report on the Financial Statements of the Company did not have any qualification(s), observation(s) or adverse remarks.
 - b. The Company had provided the facility to the members to cast their votes through e-Voting.
 - c. Registers and documents as statutorily required to be maintained remained accessible electronically for inspection during the continuance of the Meeting.
 - d. Questions & Answers session for the registered speaker members was to commence after all the Resolutions in the Notice were tabled.
 - e. The e-voting facility was also available for 15 minutes post conclusion of the AGM.
- In terms of the Notice dated July 30, 2025 convening AGM of the Company, the following items of business were placed for members consideration and approval:

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ORDINARY BUSINESS

Item No.	Details of the Agenda	Resolution required
1	Consideration and adoption of: (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2025 together with the Report of Auditors thereon.	Ordinary Resolution
2	Re-appointment of Mr. Shashwat Goenka (DIN: 03486121), who retires by rotation, as a Director of the Company.	Ordinary Resolution
3	To re-appoint M/s. S.R.Batliboi & Co. LLP, Chartered Accountants, (FRN 301003E / E300005) as the Statutory Auditors of the Company for a 2 nd term of five consecutive years.	Ordinary Resolution

SPECIAL BUSINESS

4	To appoint M/s. Manoj Shaw & Co, Company Secretaries, (FRN S2009WB111800) as the Secretarial Auditors of the Company for a term of five consecutive years	Ordinary Resolution
5	Creation of Charge on the Movable and Immovable Properties of the Company upto an additional amount of Rs. 250 Crores	Special Resolution

- Chairman then invited the pre-registered members for their comments and observations. Chairman replied to them suitably.
- Chairman thereafter announced that the e-Voting results of all the five (5) Resolutions would be announced within two working days 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.
- He thereafter thanked the members for attending the AGM and concluded the same with vote of thanks.

Voting by members:

- The remote e-Voting period began on Monday, September 8, 2025 at 9:00 A.M. (IST) and had closed on Wednesday, September 10, 2025 at 5:00 P.M. (IST) (both days inclusive).

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- The Company had provided remote e-Voting facility to its members to cast votes electronically on all five (5) items of business set out in the Notice. The facility to vote at the meeting, on all five (5) items of the business set out in the Notice, through electronic voting system, was also made available to the members who participated in the meeting and had not cast their votes through remote e-Voting.

Note:

The proceedings in Annexure-I does not constitute Minutes of the proceedings of the Eighth Annual General Meeting of the Company.

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Annexure - II

Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with relevant SEBI Master Circular

Sl No.	Particulars	Description
1.	Name of Auditors' Firm	M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (FRN 301003E/E300005),
2.	Reason for change viz. appointment	Re-appointment of Statutory Auditors of the Company for a 2 nd term of 5 consecutive years.
3.	Date of Appointment / Re-appointment & Terms of Appointment / Re-appointment	The date of re-appointment shall be effective from the conclusion of the Eighth Annual General Meeting till the conclusion of the Thirteenth Annual General Meeting of the Company.
4.	Brief Profile (in case of Appointment)	M/s. S. R. Batliboi & Co. LLP ("the Firm"), Chartered Accountants (FRN 301003E/E300005), is a part of the S.R. Batliboi & Affiliates network of audit firms and is registered with the Institute of Chartered Accountants of India (ICAI) since the year 1949. The Firm has a valid Peer Review certificate. With a strong legacy of over 100 years and its humble origins in the great city of Kolkata, the Firm has offices across key cities in India. The Firm caters to clients across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment and Telecommunications.

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Annexure - III

Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with relevant SEBI Master Circular

Sl No.	Particulars	Description
5.	Name of Audits' Firm	M/s. Manoj Shaw & Co., (Firm Registration Number: S2009WB111800).
6.	Reason for change viz. appointment	Appointment as Secretarial Auditors of the Company.
7.	Date of Appointment / Re-appointment & Terms of Appointment / Re-appointment	Appointment of M/s. Manoj Shaw & Co., (Firm Registration Number: S2009WB111800) as the Secretarial Auditors of the Company to conduct Secretarial Audit for a period of five (5) consecutive Financial Years, commencing from the Financial Year 2025-26, and to hold office from the conclusion of the Eighth Annual General Meeting (AGM) till the conclusion of the Thirteenth AGM of the Company.
8.	Brief Profile (in case of Appointment)	M/s. Manoj Shaw & Co., Company Secretaries is a reputed Peer Reviewed firm of Company Secretaries in terms of the guidelines issued by the ICSI. Shri Manoj Prasad Shaw proprietor of the aforesaid firm is a Company Secretary in Practice having overall experience of more than 23 years in secretarial compliance of various entities. The firm performs secretarial audit for various reputed listed and unlisted companies.

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