

SRL:SEC:SE:2023-24/39

August 4, 2023

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> 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: Proceedings of the Sixth Annual General Meeting (AGM) held on Friday, August 4, 2023**

Pursuant to Regulation 30, Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations), we enclose the summary of proceedings of the Sixth AGM of the Company held on Friday, August 4, 2023 as "**Annexure – I**".

Further, pursuant to Regulation 44(3) of the SEBI Regulations, we submit herewith the e-Voting Results along with the Consolidated Scrutinizer's Report as "**Annexure-II**".

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

You are requested to take the same on record and oblige.

Thanking you.

Yours faithfully,  
**For Spencer's Retail Limited**

**Vikash Kumar Agarwal**  
**Company Secretary & Compliance Officer**

Encl: as above

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

**CC** : Central Depository Services (India) Ltd.  
Phiroz Jeejeebhoy Towers,  
28<sup>th</sup> 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 Sixth Annual General Meeting (AGM)**

**A. Date, time and venue of the AGM**

The Sixth AGM of the Company was held on Friday, August 4, 2023, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 22, 2023 were transacted. The Meeting commenced at 3:00 P.M. (IST) and concluded at 3:44 P.M. (IST).

**B. Proceedings in brief:**

- Mr. Shashwat Goenka, chaired the meeting in accordance with Article 85 of the Articles of Association of the Company.
- 83 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 comments.
  - 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 commenced after all the Resolutions in the Notice were tabled.
- In terms of the Notice dated May 22, 2023 convening AGM of the Company, the following items of business were placed for members consideration and approval:

**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, 2023 and the reports of the Board of Directors and Auditors thereon; and  (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon.	Ordinary Resolution

**Spencer's Retail Limited**

2	Re-appointment of Mr. Shashwat Goenka (DIN: 03486121), who retires by rotation, as a Director of the Company	Ordinary Resolution
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#### **SPECIAL BUSINESS**

3	Re-appointment of Mr. Utsav Parekh (DIN:00027642) as an Independent Director of the Company.	Special Resolution
4	Re-appointment of Mr. Pratip Chaudhuri (DIN: 00915201) as an Independent Director of the Company.	Special Resolution
5	Re-appointment of Ms. Rekha Sethi (DIN: 06809515) as an Independent Director of the Company.	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](http://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 Tuesday, August 1, 2023 at 9:00 A.M. IST and had closed on Thursday, August 3, 2023 at 5:00 P.M. IST (both days inclusive).
- 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:**

This Summary does not constitute Minutes of the proceedings of the Sixth AGM of the Company.

### Spencer's Retail Limited

**Annexure - II**

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

**Details of Voting Results**

Sr. No	Particulars	Details
1.	Date of the AGM	August 4, 2023
2.	Total number of shareholders on record date on July 28, 2023 (Book Closure date : July 28, 2023 to August 4, 2023 both days inclusive)	59,677
3.	<b>No. of shareholders attended the meeting through Video Conferencing :</b>  A) Promoters and Promoter Group :  B) Public:	83  10  73
4.	Mode of Voting	E-voting

**For Spencer's Retail Limited**

**Vikash Kumar Agarwal**  
**Company Secretary & Compliance Officer**

**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

Spencer's Retail Limited								
Resolution Required : (Ordinary Resolution)			1 – Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company and reports of Directors and Auditors thereon, for the year ended March 31, 2023					
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	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	1131957	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
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>1131957</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27387221	25139	0.0918	22815	2324	90.7554	9.2446
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>25139</b>	<b>0.0918</b>	<b>22815</b>	<b>2324</b>	<b>90.7554</b>	<b>9.2446</b>
<b>Total</b>		<b>90132009</b>	<b>54165610</b>	<b>60.0959</b>	<b>54163286</b>	<b>2324</b>	<b>99.9957</b>	<b>0.0043</b>

Spencer's Retail Limited								
Resolution Required : (Ordinary Resolution)			2 – Appointment of Mr. Shashwat Goenka (DIN 03486121) who retires by rotation, as a Director of the Company.					
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	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	1131957	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
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>1131957</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27387221	27639	0.1009	21967	5672	79.4783	20.5217
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27639</b>	<b>0.1009</b>	<b>21967</b>	<b>5672</b>	<b>79.4783</b>	<b>20.5217</b>
<b>Total</b>		<b>90132009</b>	<b>54168110</b>	<b>60.0986</b>	<b>54162438</b>	<b>5672</b>	<b>99.9895</b>	<b>0.0105</b>

Spencer's Retail Limited								
Resolution Required : (Special Resolution)			3 - Re-appointment of Mr. Utsav Parekh (DIN No. 00027642) as an Independent Director 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	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	339460	792497	29.9888	70.0112
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>339460</b>	<b>792497</b>	<b>29.9888</b>	<b>70.0112</b>
Public Non Institutions	E-Voting	27387221	27639	0.1009	24119	3520	87.2644	12.7356
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27639</b>	<b>0.1009</b>	<b>24119</b>	<b>3520</b>	<b>87.2644</b>	<b>12.7356</b>
<b>Total</b>		<b>90132009</b>	<b>54168110</b>	<b>60.0986</b>	<b>53372093</b>	<b>796017</b>	<b>98.5305</b>	<b>1.4695</b>

Spencer's Retail Limited								
Resolution Required : (Special resolution)			4 - Re-appointment of Mr. Pratip Chaudhuri (DIN No. 00915201) as an Independent Director 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	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	1131957	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
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>1131957</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27387221	27639	0.1009	25220	2419	91.2479	8.7521
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27639</b>	<b>0.1009</b>	<b>25220</b>	<b>2419</b>	<b>91.2479</b>	<b>8.7521</b>
<b>Total</b>		<b>90132009</b>	<b>54168110</b>	<b>60.0986</b>	<b>54165691</b>	<b>2419</b>	<b>99.9955</b>	<b>0.0045</b>

Spencer's Retail Limited								
Resolution Required : (Special Resolution)			5 - Re-appointment of Ms. Rekha Sethi (DIN No. 06809515) as an Independent Director 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	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	1131957	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
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>1131957</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27387221	27639	0.1009	24119	3520	87.2644	12.7356
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27639</b>	<b>0.1009</b>	<b>24119</b>	<b>3520</b>	<b>87.2644</b>	<b>12.7356</b>
<b>Total</b>		<b>90132009</b>	<b>54168110</b>	<b>60.0986</b>	<b>54164590</b>	<b>3520</b>	<b>99.9935</b>	<b>0.0065</b>

## S. M.GUPTA & CO.

COMPANY SECRETARIES

P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated.....

### Consolidated 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**

**6<sup>th</sup> Annual General Meeting of the Members of Spencer's Retail Limited**

CIN: L74999WB2017PLC219355

Held on Friday, August 4, 2023 at 3:00 P.M. through Video Conferencing /OAVM

**Sub: Consolidated Scrutinizer's Report on the process of voting through electronic means pertaining to 6<sup>th</sup> Annual General Meeting of the Members of Spencer's Retail Limited**

Dear Sir,

I, S. M. Gupta(FCS-896 and C.P.No-2053), Proprietor of M/s. S. M. Gupta & Co., Company Secretaries having its office at P-15, Bentinck Street, Kolkata - 700 001 was appointed as the Scrutinizer by the Board of Directors of Spencer's Retail Limited ("the Company") at its meeting held on May 22, 2023 Pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Pursuant to Regulation 44 of SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 for the purpose of scrutinizing the remote e-voting process as well as for voting conducted through Electronic means at the 6<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Friday, 4<sup>th</sup> day of August, 2023 at 3:00 p.m. through Video Conferencing / OAVM in a fair and transparent manner and ascertaining the requisite majority of voting carried out in respect of the below mentioned resolution(s).The AGM of the Company has been held through Video Conference/ Other Audio Visual Means without the physical presence of members Pursuant to the Provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Secretarial Standards on General Meetings(SS-2) issued by the Institute of Company Secretaries of India in terms of Section 118 of this Act, various circulars issued by Ministry of Corporate Affairs which allowed inter alia, conduct of AGMs through Video Conferencing/ OAVM on or before September 30, 2023. The Company had provided to the Members facility of remote e-voting and voting by electronic means during the AGM which was allowed to be continued for 15 minutes after the end of the meeting. We submit our report as under:

1. The Company had dispatched Notice of the 6<sup>th</sup> 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, July 7, 2023.
2. The remote e-voting period started on Tuesday, 01<sup>st</sup> August, 2023 at 9:00 a.m. and ended on Thursday, 03<sup>rd</sup> August, 2023 at 5:00 p.m. (both days inclusive) 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



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

Ref. No.....

Dated.....

disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for Voting at the Annual General Meeting on Friday, 4<sup>th</sup> August, 2023 at about 3:00 p.m.

- The members who attended the AGM were provided with the facility of voting through electronic means.
- The shareholders holding shares as on the "cut off" date i.e. 28<sup>th</sup> July, 2023 were entitled to vote on the proposed resolutions (item nos. 1 to 5 as set out in the notice of the 6<sup>th</sup>AGM of the Company)
- The votes were finally unblocked on 4<sup>th</sup> August, 2023 at around 4:00 p.m. in the presence of two witnesses, Ms. Enakshi Bhattacharya and Ms. Komal Pugalia 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.

*Enakshi Bhattacharya*

Name: Ms. Enakshi Bhattacharya

*Komal Pugalia*

Name: Ms. Komal Pugalia

- 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>)
- The results of e-voting are given below. Accordingly, all the resolutions nos.1 to 5 set out in the Notice of the 6<sup>th</sup>AGM were passed with requisite majority.

**Details of voting results as per Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.**

Date of Annual General Meeting:	Friday, 4 <sup>th</sup> August, 2023
Total number of Shareholders on record date: (Being the cut-off date for determining shareholders entitled to voting-28 <sup>th</sup> July, 2023)	59,677
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter group: Public: Total	NA
No. of Shareholders present in the meeting through VC/OAVM: Promoter and Promoter group: Public: Total	10 73 83



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

Ref. No.....

Dated.....

Spencer's Retail Limited								
Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company and reports of Directors and Auditors thereon, for the year ended March 31, 2023.					
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
Promoter and Promoter Group	E-Voting	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	1131957	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
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>1131957</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27387221	25139	0.0918	22815	2324	90.7554	9.2446
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>25139</b>	<b>0.0918</b>	<b>22815</b>	<b>2324</b>	<b>90.7554</b>	<b>9.2446</b>
<b>Total</b>		<b>90132009</b>	<b>54165610</b>	<b>60.0959</b>	<b>54163286</b>	<b>2324</b>	<b>99.9957</b>	<b>0.0043</b>

Spencer's Retail Limited								
Resolution Required : (Ordinary)			2 - Appointment of Mr. Shashwat Goenka,(DIN:03486121) who retires by rotation, as a Director of the Company.					
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
Promoter and Promoter Group	E-Voting	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	1131957	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
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>1131957</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27387221	27639	0.1009	21967	5672	79.4783	20.5217
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27639</b>	<b>0.1009</b>	<b>21967</b>	<b>5672</b>	<b>79.4783</b>	<b>20.5217</b>
<b>Total</b>		<b>90132009</b>	<b>54168110</b>	<b>60.0986</b>	<b>54162438</b>	<b>5672</b>	<b>99.9895</b>	<b>0.0105</b>



**S. M.GUPTA & CO.**

COMPANY SECRETARIES

P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated.....

Spencer's Retail Limited								
Resolution Required : (Special)			3 - Re-appointment of Mr. Utsav Parekh(DIN:00027642) as an Independent Director 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	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	339460	792497	29.9888	70.0112
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>339460</b>	<b>792497</b>	<b>29.9888</b>	<b>70.0112</b>
Public Non Institutions	E-Voting	27387221	27639	0.1009	24119	3520	87.2644	12.7356
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27639</b>	<b>0.1009</b>	<b>24119</b>	<b>3520</b>	<b>87.2644</b>	<b>12.7356</b>
<b>Total</b>		<b>90132009</b>	<b>54168110</b>	<b>60.0986</b>	<b>53372093</b>	<b>796017</b>	<b>98.5305</b>	<b>1.4695</b>

Spencer's Retail Limited								
Resolution Required : (Special)			4 - Re-appointment of Mr. Pratip Chaudhuri(DIN:00915201) as an Independent Director 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	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	1131957	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
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>1131957</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27387221	27639	0.1009	25220	2419	91.2479	8.7521
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27639</b>	<b>0.1009</b>	<b>25220</b>	<b>2419</b>	<b>91.2479</b>	<b>8.7521</b>
<b>Total</b>		<b>90132009</b>	<b>54168110</b>	<b>60.0986</b>	<b>54165691</b>	<b>2419</b>	<b>99.9955</b>	<b>0.0045</b>



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

Ref. No.....

Dated.....

Spencer's Retail Limited								
Resolution Required : (Special)			5 - Re-appointment of Ms. Rekha Sethi(DIN:06809515) as an Independent Director 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
Promoter and Promoter Group	E-Voting	53008514	53008514	100.0000	53008514	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
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9736274	1131957	11.6262	1131957	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
	<b>Total</b>		<b>1131957</b>	<b>11.6262</b>	<b>1131957</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27387221	27639	0.1009	24119	3520	87.2644	12.7356
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27639</b>	<b>0.1009</b>	<b>24119</b>	<b>3520</b>	<b>87.2644</b>	<b>12.7356</b>
<b>Total</b>		<b>90132009</b>	<b>54168110</b>	<b>60.0986</b>	<b>54164590</b>	<b>3520</b>	<b>99.9935</b>	<b>0.0065</b>

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.

**Thanking you,  
 Yours faithfully,  
 For S. M. GUPTA & CO.  
 Company Secretaries**




**S. M. Gupta  
 Proprietor  
 Membership No: FCS – 896  
 C.P. No: 2053  
 UDIN: F000896E000743957  
 Date: 4<sup>th</sup> August,2023**