

SRL:SEC:SE:2024-25/51

August 21, 2024

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: Proceedings of the Seventh Annual General Meeting (AGM) held on Wednesday, August 21, 2024

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 Seventh AGM of the Company held on Wednesday, August 21, 2024 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 at www.spencersretail.com.

You are requested to take the aforementioned 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 Seventh Annual General Meeting (AGM)

A. Date, time and venue of the AGM

The Seventh AGM of the Company was held on Wednesday, August 21, 2024, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 10, 2024 were transacted. The Meeting commenced at 3:00 P.M. (IST) and concluded at 3:45 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.
- 89 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 10, 2024 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: <ol style="list-style-type: none"> (a) the audited financial statements of the Company for the financial year ended March 31, 2024 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, 2024 and the report of Auditors thereon. 	Ordinary Resolution

Spencer's Retail Limited

2	Re-appointment of Mr. Anuj Singh (DIN: 09547776), who retires by rotation, as a Director of the Company	Ordinary Resolution
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SPECIAL BUSINESS

Item No.	Details of the Agenda	Resolution required
3	Issuance of Securities upto an aggregate amount of ₹300 Crores	Special Resolution

- The Chairman then invited the pre-registered members for their comments and observations. The Chairman replied to them suitably.
- The Chairman thereafter announced that the e-Voting results of all the three (3) 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.
- The Chairman 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 Sunday, August 18, 2024 at 9:00 A.M. IST and had closed on Tuesday, August 20, 2024 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 three (3) items of business set out in the Notice. The facility to vote at the meeting, on all three (3) 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 Seventh AGM of the Company.

Spencer's Retail Limited

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

Details of Voting Results

Sr. No	Particulars	Details
1.	Date of the AGM	August 21, 2024
2.	Total number of shareholders on record date on August 14, 2024 (Book Closure date : August 14, 2024 to August 21, 2024 both days inclusive)	50,774
3.	No. of shareholders attended the meeting through Video Conferencing : A) Promoters and Promoter Group : B) Public:	89 10 79
4.	Mode of Voting	E-voting

For Spencer's Retail Limited

Navin Kumar Rathi
Company Secretary & Compliance Officer

Spencer's Retail Limited

Regd. Office: Duncan House, 31, Netaji Subhas Road, Kolkata-700 001
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CIN: L74999WB2017PLC219355

Spencer's Retail Limited

Resolution Required :Ordinary			01 - Adoption of Financial Statements (Standalone & Consolidated) of the Company and Reports of Board of Directors and Auditors for the year ended March 31, 2024.					
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	100.0000	5,30,08,514	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,30,08,514	100.0000	5,30,08,514	-	100.0000	-
Public Institutions	E-Voting	93,72,413	7,85,958	8.3859	7,85,958	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		7,85,958	8.3859	7,85,958	-	100.0000	-
Public Non Institutions	E-Voting	2,77,51,082	46,259	0.1667	34,690	11,569	74.9908	25.0092
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		46,259	0.1667	34,690	11,569	74.9908	25.0092
Total		9,01,32,009	5,38,40,731	59.7354	5,38,29,162	11,569	99.9785	0.0215

Spencer's Retail Limited

Resolution Required :Ordinary			02 - Re-appointment of Mr. Anuj Singh (DIN - 09547776) as a Director who retires 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	100.0000	5,30,08,514	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,30,08,514	100.0000	5,30,08,514	-	100.0000	-
Public Institutions	E-Voting	93,72,413	7,85,958	8.3859	7,85,958	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		7,85,958	8.3859	7,85,958	-	100.0000	-
Public Non Institutions	E-Voting	2,77,51,082	46,259	0.1667	34,126	12,133	73.7716	26.2284
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		46,259	0.1667	34,126	12,133	73.7716	26.2284
Total		9,01,32,009	5,38,40,731	59.7354	5,38,28,598	12,133	99.9775	0.0225

Spencer's Retail Limited

Resolution Required :Special			03 - Issuance of Securities upto an aggregate amount of Rs. 300 Crores.					
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	100.0000	5,30,08,514	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,30,08,514	100.0000	5,30,08,514	-	100.0000	-
Public Institutions	E-Voting	93,72,413	7,85,958	8.3859	-	7,85,958.0000	-	100.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		7,85,958	8.3859	-	7,85,958.0000	-	100.0000
Public Non Institutions	E-Voting	2,77,51,082	45,959	0.1656	34,234	11,725	74.4881	25.5119
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		45,959	0.1656	34,234	11,725	74.4881	25.5119
Total		9,01,32,009	5,38,40,431	59.7351	5,30,42,748	7,97,683	98.5184	1.4816

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, 2014as amended]

To,

The Chairman

Spencer's Retail Limited

CIN: L74999WB2017PLC219355

Held on Wednesday, August 21st, 2024 at 3:00 P.M. through Video Conferencing/OAVM

Sub: Consolidated Scrutinizer's Report on the process of voting through electronic means pertaining to 7thAnnual General Meeting of the Members of Spencer's Retail Limited

Dear Sir,

I, S. M. Gupta, Proprietor 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 7thAnnual General Meeting (AGM) of the Members of the Company, held on Wednesday, 21stday of August, 2024 at 3:00 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 15minutes after the end of the meeting. We submit our report as under:

1. The Company had dispatched Notice of the Annual General Meeting to the members by e-mail whose names appeared on the Register of Members/List of Beneficiaries as notified by Depositories.
2. The remote e-voting period started on Sunday, 18thAugust, 2024 at 9:00 a.m. and ended on Tuesday, 20th August, 2024 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 disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for Voting at the Annual General Meeting on Wednesday, 21stAugust, 2024 at about 3:00p.m.
3. The members who attended the Annual General Meeting were provided with the facility of voting through electronic means.



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

Ref. No.....

Dated.....

- The shareholders holding shares as on the “cut off” date i.e. 14th August,2024 were entitled to vote on the proposed resolutions (item nos. 1 to 3 as set out in the notice of the Annual General Meeting of the Company)
- The votes were finally unblocked on 21stAugust,2024 at around 03.56 p.m. in the presence of two witnesses, Ms. Komal Pugalia and Ms. Sushmita Banerjee both working for gain at P-15, Bentinck Street, Kolkata- 700001 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Komal Pugalia

Name: Ms. Komal Pugalia

Sushmita Banerjee

Name: Ms. Sushmita Banerjee

- 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 3 set out in the Notice of the Annual General Meeting 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:	Wednesday, 21 st August, 2024
Total number of Shareholders on record date: (Being the cut-off date for determining shareholders entitled to voting-14th August 2024)	50,774
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter group: Public: Total	NA



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

Ref. No..... Dated.....

No. of Shareholders present in the meeting through VC/OAVM:	10
Promoter and Promoter group:	79
Public:	79
Total	89

Spencer's Retail Limited								
Resolution Required :Ordinary			01 - Adoption of financial statements (Standalone & Consolidated) of the Company and Reports of Board of Directors and Auditors for the year ended March 31, 2024.					
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
	Total		53008514	100.0000	53008514	0	100.0000	0.0000
Public Institutions	E-Voting	9372413	785958	8.3859	785958	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		785958	8.3859	785958	0	100.0000	0.0000
Public Non Institutions	E-Voting	27751082	46259	0.1667	34690	11569	74.9908	25.0092
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46259	0.1667	34690	11569	74.9908	25.0092
Total		90132009	53840731	59.7354	53829162	11569	99.9785	0.0215

Spencer's Retail Limited								
Resolution Required :Ordinary			02 - Re-appointment of Mr. Anuj Singh (DIN - 09547776) as a Director who retires 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	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
	Total		53008514	100.0000	53008514	0	100.0000	0.0000
Public Institutions	E-Voting	9372413	785958	8.3859	785958	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		785958	8.3859	785958	0	100.0000	0.0000
Public Non Institutions	E-Voting	27751082	46259	0.1667	34126	12133	73.7716	26.2284
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46259	0.1667	34126	12133	73.7716	26.2284
Total		90132009	53840731	59.7354	53828598	12133	99.9775	0.0225



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

Ref. No.....

Dated.....

Spencer's Retail Limited								
Resolution Required :Special			03 - Issuance of Securities upto an aggregate amount of Rs. 300 Crores.					
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
	Total		53008514	100.0000	53008514	0	100.0000	0.0000
Public Institutions	E-Voting	9372413	785958	8.3859	0	785958	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		785958	8.3859	0	785958	0.0000	100.0000
Public Non Institutions	E-Voting	27751082	45959	0.1656	34234	11725	74.4881	25.5119
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		45959	0.1656	34234	11725	74.4881	25.5119
Total		90132009	53840431	59.7351	53042748	797683	98.5184	1.4816

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 Annual General Meeting whereafter 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.O.P. No: 2053
 ICSIUDIN: F000896F001015921
 Date: 21.08.2024**

