



SRL:SEC:SE: 2019-20/62

19 July, 2019

Manager (Listing)
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)

state that were

AND STREET, ST

The Secretary
BSE Limited
PhirozeJeejeebhoy Tower
Dalal Street
Mumbai – 400 001

(Scrip Code: 542337)

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001

Dear Sirs,

Sub: Outcome of the Second Annual General Meeting - 19th July, 2019 and Voting Results

The Second Annual General Meeting of the Company was held on Friday the 19th day of July, 2019 at 10:30 A.M. at Rangmanch, Raajkutir Swabhumi, 89C, Moulana Abul Kalam Azad Sarani, Kolkata, West Bengal-700054 and all the business as set out in the Notice dated 17th May, 2019 were transacted.

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

- 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.
- Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure II.
- Report of Scrutinizer dated 19th July, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, as Annexure III.





Growing Legacies

The above information is also being uploaded on the Company's website, viz., www.spencersretail.com.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For Spencer's Retail Limited

Company Secretary

(FCS 4818)

Encl.: As above

CC: National Securities Depository Ltd.

Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013

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

SPENCER'S RETAIL LIMITED

FAIR SUMMARY OF PROCEEDINGS OF THE SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT RANGMANCH, RAAJKUTIR, SWABHUMI, 89C, MOULANA ABUL KALAM AZAD SARANI, KOLKATA - 700054 HELD ON FRIDAY, 19 JULY, 2019 AT 10.30 A.M.

- 1. 661 members were present in person, 9 members represented by their authorized representatives and 59 members represented by their proxies.
- 2. Mr. Devendra Chawla was in the Chair in accordance with the Article of Association of the Company.
- 3. The quorum being present, the Chairman declared the Meeting open and welcomed the members.
- 4. Registers maintained in terms of the Companies Act, 2013 ('the Act') were produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to persons who had the right to attend the Meeting.
- 5. Chairman mentioned that the Auditor's Report on the Accounts of the Company and the Secretarial Audit Report for the Financial Year 2018-19 did not have any qualification, observation or comments.
- 6. Chairman informed the members that remote e-voting already closed on 18 July, 2019 (at 5:00 p.m. IST) and if any member had not already electronically cast his vote on the Resolutions, he may do so at the meeting venue.
- 7. Chairman then addressed the Meeting and invited comments and observations of the members. Chairman replied to them suitably.
- 8. Thereafter, all twelve Resolutions included in the Notice convening the Second Annual General Meeting, were duly proposed and seconded at the Meeting, one by one.
- 9. The Chairman then said that the e-Voting results on the twelve Resolutions included in the aforesaid Notice will be announced on or before Saturday, 20 July, 2019 at 5 p.m. and will also be put up in the Company's website (www.spencersretail.com). The same will also be displayed on the Notice Board at the registered office of the Company at Duncan House, 31, Netaji Subhas Road, Kolkata 700001.
- 10. He thereafter thanked the members for attending the Meeting. Members proposed a vote of thanks to the chair.



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

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of the AGM	Friday, 19 July 2019
2.	Total number of shareholders on record date (Book Closure : 12 July 2019 to 19 July 2019, both days inclusive)	53699
3.	No. of shareholders present in the meeting in person or through proxy:	
	Promoters and Promoter Group : Public :	13 716
4.	No. of shareholders attended the meeting through Video Conferencing :	Not arranged
	Promoters and Promoter Group : Public:	
5.	Mode of Voting	E-voting



			Spen	cer's Retail Li	mited			
Resolution Required : (Ordi	inary)			f Audited financial st ne year ended 31 Mai		alone and con	solidated) and report	s of Directors and
Whether promoter/ promothe agenda/resolution?	eter group are i	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	% 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
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8935304	60.9028	8935304	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000
	Total		8935304	60.9028	8935304	0	100.0000	0.0000
	E-Voting		1855357	8.5152	1855357	0	100.0000	0.0000
	Poll		1702	0.0078	1690	12	99.2949	0.7051
Public Non Institutions	Postal Ballot	21788882	0	0.0000		0	0.0000	
Total 1857059 8.5230 1857047 12 99.9994					0.0006			
Total		79534226	53866284	67.7272	53866272	12	100.0000	0.0000



			Spen	cer's Retail Li	mited					
Resolution Required : (Ordi	Resolution Required : (Ordinary)		2 - Appointme	2 - Appointment of Mr. Sanjiv Goenka as a Director						
Whether promoter/ promothe agenda/resolution?	oter group are i	nterested in				Yes				
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	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		
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000		
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000		
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000		
	Total		43073921	100.0000	43073921	0	100.0000	0.0000		
	E-Voting		8946464	60.9788	8884443	62021	99.3068	0.6932		
	Poll		0	0.0000	0	0	0.0000	0.0000		
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000		
	Total		8946464	60.9788	8884443	62021	99.3068	0.6932		
	E-Voting		1855297	8.5149	1855236	61	99.9967	0.0033		
	Poll		1702	0.0078	1690	12	99.2949	0.7051		
Public Non Institutions	Postal Ballot	21788882	0	0.0000	0	0	0.0000	0.0000		
	Total		1856999	8.5227	1856926	73	99.9961	0.0039		
Total	otal 79534226 53877384 67.7411 53815290 62094 99.8847 0						0.1153			



Spencer's Retail Limited 3 - Appointment of Mr. Shashwat Goenka as a Director Resolution Required: (Ordinary) Whether promoter/ promoter group are interested in Yes the agenda/resolution? Category Mode of Voting % of Votes Polled % of Votes in No. of Votes No. of Votes % of Votes against No. of votes on outstanding favour on votes No. of shares held polled shares - in favour -Against polled on votes polled [3]={[2]/[1]}*100 [5] [6]={[4]/[2]}*100 [1] [2] [4] [7]={[5]/[2]}*100 E-Voting 43073921 100.0000 43073921 100.0000 0 0.0000 0.0000 0.0000 0.0000 Poll 0 0 **Promoter and Promoter** 43073921 Group **Postal Ballot** 0.0000 0.0000 0.0000 43073921 43073921 100.0000 100.0000 0.0000 Total 60.9788 8920278 26186 99.7073 0.2927 8946464 E-Voting Poll 0.0000 0.0000 0.0000 0 0 14671423 **Public Institutions** Postal Ballot 0.0000 0.0000 0.0000 8946464 60.9788 8920278 26186 99.7073 0.2927 **Total** 99.9967 1855291 8.5149 1855230 61 0.0033 E-Voting 12 99.2949 Poll 1702 0.0078 1690 0.7051 21788882 **Public Non Institutions** 0.0000 0.0000 0.0000 **Postal Ballot** 73 1856993 8.5227 1856920 0.0039 Total 99.9961 26259 99.9513 0.0487 79534226 53877378 67.7411 53851119 Total



			Spen	cer's Retail Li	mited			
Resolution Required : (Ord	4 - Appointme	4 - Appointment of Mr. Utsav Parekh as an Independent Director						
Whether promoter/ promother agenda/resolution?	ter group are i	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	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
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8946464	60.9788	8913749	32715	99.6343	0.3657
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	8913749	32715	99.6343	0.3657
	E-Voting		1855291	8.5149	1855224	67	99.9964	0.0036
	Poll		1702	0.0078	1690	12	99.2949	0.7051
Public Non Institutions	Postal Ballot	21788882	0	0.0000			0.0000	
	Total	70524226	1856993	8.5227	1856914	79	99.9957	0.0043
Total		79534226	53877378	67.7411	53844584	32794	99.9391	0.0609



			Spen	cer's Retail Li	mited					
Resolution Required : (Ordinary)			5 - Appointme	5 - Appointment of Mr. Pratip Chaudhuri as an Independent Director						
Whether promoter/ promothe agenda/resolution?	ter group are in	nterested in				NO				
Category	Mode of Voting	No. of shares held	No. of votes	% 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		
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000		
Durantas and Dramatar	Poll		0	0.0000	0	0	0.0000	0.0000		
Promoter and Promoter Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000		
	Total		43073921	100.0000	43073921	0	100.0000	0.0000		
	E-Voting		8946464	60.9788	8884443	62021	99.3068	0.6932		
	Poll		0	0.0000	0	0	0.0000	0.0000		
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000		
	Total		8946464	60.9788	8884443	62021	99.3068	0.6932		
	E-Voting		1855291	8.5149	1855224	67	99.9964	0.0036		
	Poll		1702	0.0078	1690	12	99.2949	0.7051		
Public Non Institutions	Postal Ballot	21788882	0				0.0000			
	Total		1856993		1856914		99.9957			
Total	otal 79534226 53877378 67.7411 53815278 62100 99.8847 0						99.8847	0.1153		



Spencer's Retail Limited 6 - Appointment of Ms. Rekha Sethi as an Independent Director Resolution Required: (Ordinary) Whether promoter/ promoter group are interested in NO the agenda/resolution? Mode of Category % of Votes in % of Votes Polled Voting No. of Votes No. of Votes % of Votes against favour on votes on outstanding No. of votes No. of polled on votes polled shares - in favour -Against shares held polled [7]={[5]/[2]}*100 [6]={[4]/[2]}*100 [5] [2] [3]={[2]/[1]}*100 [4] [1] 43073921 100.0000 0.0000 100.0000 43073921 E-Voting 0.0000 0.0000 0.0000 Poll Promoter and Promoter 43073921 Group 0.0000 0.0000 0.0000 **Postal Ballot** 100.0000 0.0000 43073921 100.0000 43073921 0 Total 0.0000 100.0000 60.9788 8946464 0 8946464 E-Voting 0.0000 0.0000 0.0000 0 0 Poll 14671423 **Public Institutions** 0.0000 0.0000 0.0000 **Postal Ballot** 8946464 100.0000 0.0000 0 8946464 60.9788 **Total** 0.0033 1855170 61 99.9967 1855231 8.5146 E-Voting 0.7051 0.0078 1690 12 99.2949 1702 Poll 21788882 **Public Non Institutions** 0.0000 0.0000 0.0000 **Postal Ballot** 0.0039 73 1856860 99.9961 1856933 8.5224 **Total** 0.0001 73 99.9999 53877245 67.7410 79534226 53877318 Total



			Spen	cer's Retail Li	mited			
Resolution Required : (Ordi	7 - Appointme	nt of Mr. Debanjan I	Mandal as an Ir	ndependent Dir	ector			
Whether promoter/ promothe agenda/resolution?	ter group are in	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	% 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
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
-	E-Voting		8946464	60.9788	8946464	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	8946464	0	100.0000	0.0000
	E-Voting		1855291	8.5149	1855224	67	99.9964	0.0036
	Poll		1702	0.0078	1690	12	99.2949	0.7051
Public Non Institutions	Postal Ballot	21788882	0			0	0.0000	
	Total		1856993	8.5227	1856914	79	99.9957	
Total	otal 79534226 53877378 67.7411 53877299 79 99.9999 0.0							0.0001



			Spend	cer's Retail Li	mited			
Resolution Required : (Spec	cial)	-	8 - Appointme	nt of Mr. Devendra (Chawla as Chie	f Executive Offi	cer (CEO) and Mangir	ng Director.
Whether promoter/ promothe agenda/resolution?	ter group are ir	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	% 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
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8946464	60.9788	8857450	89014	99.0050	0.9950
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	8857450	89014	99.0050	0.9950
	E-Voting		1855291	8.5149	1855230	61	99.9967	0.0033
	Poll		1702	0.0078	1690	12	99.2949	0.7051
Public Non Institutions	Postal Ballot	21788882	0	0.0000	0	0	0.0000	
	Total		1856993	8.5227	1856920	73	99.9961	
Total	otal 79534226 53877378 67.7411 53788291 89087 99.8346 0.16							0.1654



Spencer's Retail Limited 9 - Appointment of Mr. Rahul Nayak as Whole-time Director Resolution Required: (Special) Whether promoter/ promoter group are interested in NO the agenda/resolution? Mode of Category % of Votes Polled % of Votes in Voting % of Votes against No. of Votes No. of Votes favour on votes No. of votes on outstanding No. of on votes polled polled - in favour -Against shares held polled shares [7]={[5]/[2]}*100 [5] [6]={[4]/[2]}*100 [3]={[2]/[1]}*100 [4] [1] [2] 43073921 100.0000 0.0000 43073921 E-Voting 100.0000 0.0000 0.0000 0.0000 Poll **Promoter and Promoter** 43073921 Group 0.0000 0.0000 0.0000 **Postal Ballot** 0.0000 100.0000 43073921 100.0000 43073921 0 Total 99.0050 0.9950 8857450 89014 8946464 60.9788 E-Voting 0.0000 0.0000 0 0.0000 Poll 14671423 **Public Institutions** 0.0000 0.0000 0.0000 **Postal Ballot** 89014 99.0050 0.9950 8857450 8946464 60.9788 Total 311 99.9832 0.0168 8.5149 1854980 1855291 E-Voting 0.0078 1690 12 99.2949 0.7051 1702 Poll 21788882 **Public Non Institutions** 0.0000 0.0000 0.0000 **Postal Ballot** 1856670 323 99.9826 0.0174 1856993 8.5227 Total 0.1658 89337 99.8342 53788041 79534226 53877378 67.7411 Total



			Spend	cer's Retail Li	mited			
Resolution Required : (Spec	10 - Approval (2013.	to mortgage / charge	/ encumber pr	operties under	section 180 (1) (a) of	the Company's act		
Whether promoter/ promother the agenda/resolution?	ter group are in	nterested in				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
	E-Voting		43073921	100.0000	43073921	0	100.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8946464	60.9788	8946464	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	
	Total		8946464	60.9788	8946464	0	100.0000	
	E-Voting		1855297	8.5149	1855038	259	99.9860	0.0140
	Poll		1702	0.0078	1690	12	99.2949	0.7051
Public Non Institutions	Postal Ballot	21788882	0				0.0000 99.9854	
	Total		1856999					
Total 79534226 53877384 67.7411 53877113 271 99.9995						0.0003		



			Spend	cer's Retail Lii	mited			
Resolution Required : (Special) Whether promoter/ promoter group are interested in the agenda/resolution?			11 - Authorisa	tion under Section 18	6 for making ir	vestments.		
						NO		
Category	Mode of Voting	No. of shares held	No. of votes	% 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
	E-Voting		43073921	100.0000	43073921	0	100.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8946464	60.9788	5536984	3409480	61.8902	38.1098
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	
	Total		8946464	60.9788	5536984	3409480	61.8902	
	E-Voting		1855297	8.5149	1855098	199	99.9893	0.0107
Public Non Institutions	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot	21788882	0	0.0000			0.0000	
	Total		1856999	8.5227	1856788		99.9886	
Total		79534226	53877384	67.7411	50467693	3409691	93.6714	6.3286



			Spen	cer's Retail Li	mited					
resolution required : (opening			12 - Approval	12 - Approval of ESOP Scheme,2019						
Whether promoter/ promo the agenda/resolution?	ter group are ir	nterested in				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		
	E-Voting		43073921	100.0000	43073921	0	100.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000		
Promoter and Promoter Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000		
	Total		43073921	100.0000	43073921	0	100.0000	0.0000		
	E-Voting		8946464	60.9788	4439320	4507144	49.6209	50.3791		
	Poll		0	0.0000	0	0	0.0000	0.0000		
Public Institutions	Postal Ballot	14671423	0	0.0000	O	0	0.0000			
	Total		8946464	60.9788	4439320	4507144	49.6209			
	E-Voting		1855297	8.5149	1855116	181	99.9902			
	Poll		1702	0.0078	1690	12	99.2949	0.7051		
Public Non Institutions	Postal Ballot	21788882	0							
	Total		1856999	8.5227						
Total		79534226	53877384	67.7411	49370047	4507337	91.6341	8.3659		



Fax : (033) 2236-7135

E-mail: smguptaandco@yahoo.com

smguptaandco@gmail.com

Website: www.smguptaco.com

Phones: Offi. : 2236 1385, 2236 7135

Resi. : 2534 8148 Mobile : 98300 57568

S. M. GUPTA & CO.

COMPANY SECRETARIES
P-15, BENTINCK STREET, CALCUTTA-700 001

-			
LOT	NO		
	140	 	

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 by the Companies (Management and Administration) Amendment Rules, 2015

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 2nd Annual General Meeting (AGM) of the Shareholders of the Company, held on Friday, 19th day of July, 2019 at 10:30 a.m. at Rangmanch, Raajkutir Swabhumi, 89C, Moulana Abul Kalam Azad Sarani, Kolkata 700 054 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 by the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolution(s). The Company had provided to the Members facility of remote e-voting and voting at the Annual General Meeting by electronic means. We submit our report as under:
 - 1. The remote e-voting period started on Tuesday, 16th July, 2019 at 9.00 a.m. and ended on Thursday, 18th July, 2019 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 Friday, 19th July, 2019 at about 10.30 a.m.
 - 2. The members who attended the AGM were provided with the facility of voting through electronic means.

S. M. GUPTA & CC

- 3. The shareholders holding shares as on the "cut off" date i.e. 12th July, 2019 were entitled to vote on the proposed resolutions (item nos. 1 to 12 as set out in the notice of the 2nd AGM of the Company)
- 4. The votes were finally unblocked on 19th July, 2019 at around 12:30 p.m. in the presence of two witnesses, Ms. Mahua Singha and Ms. Puja Purohit 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.

Mahua Singha.
Name: Ms. Mahua Singha

Name: Ms. Puja Purohit

Pya Pwohit

- 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). (https://www.evoting.nsdl.com)
- 5. The result of the e-voting is annexed as **Annexure "A"**. Accordingly, all the resolution nos. 1 to 12 set out in the Notice of the 2nd AGM were passed with requisite majority.
- 6. The registers, 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 shall be handed over to the Company Secretary of the Company for safe keeping.

S. M. GUPTA & CC

Thanking you,

Yours faithfully

(S. M. Gupta)
Partner

S. M. Gupta & Co., Company Secretaries

Membership Number: FCS-896

C. P. No: 2053 Place: KOLKATA Dated: 19th July, 2019

[Annexure - A to the Scrutinizer's Report dated 19th July 2019]

Second Annual General Meeting of Spencer's Retail Limited

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

Date of Annual General Meeting:	Friday, 19th July 2019
Total number of Shareholders on record date: (being the cut-off date for determining shareholders entitled to voting — 12 th July 2019)	53699
No. of Shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	13
Public:	716
Total	729
No. of Shareholders attended the meeting through Video Conferencing:	N.A.
Promoters and Promoter Group:	
Public:	



			Spen	cer's Retail Li	mited				
Resolution Required : (Ordi	inary)		1 - Adoption of Auditors for the	of Audited financial sta ne year ended 31 Mar	atement (stand rch, 2019	alone and cons	solidated) and reports	s of Directors and	
Whether promoter/ promothe agenda/resolution?	ter group are in	nterested in	NO						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	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	
	E-Voting		43073921	100.0000	43073921	0	100.0000		
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot	43073921	0	0.0000			0.0000		
	E-Voting		43073921	100.0000		0	100.0000		
	Poll		8935304	60.9028	8935304	0	100.0000		
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000		
	Total		8935304	60.9028	8935304	0	0.0000		
	E-Voting		1855357	8.5152	1855357	0	100.0000	0.0000	
	Poll		1702	0.0078	1690	12	100.0000	0.0000	
ublic Non Institutions		21788882	1702	0.0078	1090	12	99.2949	0.7051	
	Postal Ballot	22,00002	0	0.0000	0	0	0.0000	0.0000	
	Total		1857059	8.5230	1857047	12	99.9994	0.0006	
Total		79534226	53866284	67.7272	53866272	12	100.0000	0.0000	



			Spen	cer's Retail Li	mited					
Resolution Required : (Ord	inary)		2 - Appointme	ent of Mr. Sanjiv Goer	nka as a Directo	or				
Whether promoter/ promothe agenda/resolution?	oter group are i	nterested in	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		
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000		
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000		
Group	Postal Ballot	43073921	0	0.000		0	0.0000			
			43073921	100.0000		0	100.0000	1,71,71,71		
	E-Voting Poll		8946464	60.9788		62021	99.3068			
Public Institutions	POII	14671423	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		8946464	60.9788	8884443	62021	99.3068			
	E-Voting		1855297	8.5149	1855236	61	99.9967	0.0033		
	Poll		1702	0.0078	1690	12	99.2949	0.7051		
Public Non Institutions	Postal Ballot	21788882	0	0.0000		0	0.0000	0.0000		
Total	Total	79534226	1856999	8.5227	1856926	73	99.9961	0.0039		
		79334226	53877384	67.7411	53815290	62094	99.8847	0.1153		



Possilution Possilud (2011)										
esolution Required : (Ordinary) /hether promoter/ promoter group are interested in		3 - Appointme	nt of Mr. Shashwat G	oenka as a Dire	ector					
Whether promoter/ promote the agenda/resolution?	er group are in	nterested in	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		
E	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000		
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000		
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000		
T	Γotal		43073921	100.0000	43073921	0	100.0000	0.0000		
E	-Voting		8946464	60.9788	8920278	26186	99.7073	0.2927		
Р	Poll		0	0.0000	0	0	0.0000	0.0000		
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000		
T	Total		8946464	60.9788	8920278	26186	99.7073	0.2927		
E	-Voting		1855291	8.5149	1855230	61	99.9967	0.0033		
Р	Poll		1702	0.0078	1690	12	99.2949	0.7051		
	Postal Ballot	21788882	0	0.0000		0	0.0000			
Total	ULdI	79534226	1856993 53877378	8.5227 67.7411	1856920 53851119	73 26259	99.9961 99.9513	0.0039 0.0487		



			Spen	cer's Retail Li	mited			
Resolution Required : (Ord	inary)		4 - Appointme	ent of Mr. Utsav Pare	kh as an Indep	endent Directo	r	
Whether promoter/ promothe agenda/resolution?	oter group are i	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	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
	E-Voting		43073921	100.0000	43073921	0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8946464	60.9788	8913749	32715	99.6343	0.3657
Public Institutions	Poll	14671423	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	8913749	32715	99.6343	0.3657
	E-Voting		1855291	8.5149	1855224	67	99.9964	0.0036
D. I.P. N.	Poll		1702	0.0078	1690	12	99.2949	0.7051
ublic Non Institutions Postal Ballot		21788882	0	0.0000	0	0	0.0000	0.0000
	Total		1856993	8.5227	1856914	79	99.9957	0.0043
Total		79534226	53877378	67.7411	53844584	32794	99.9391	0.0609



			Spen	cer's Retail Li	mited				
Resolution Required : (Ord	linary)		5 - Appointme	ent of Mr. Pratip Cha	udhuri as an In	dependent Dire	ector		
Whether promoter/ promother agenda/resolution?	oter group are i	nterested in	5 - Appointment of Mr. Pratip Chaudhuri as an Independent Director NO						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	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	
	E-Voting		43073921	100.0000	43073921	0	100.0000		
Promoter and Promoter	Poll	42072024	0	0.0000	. 0	0	0.0000	0.0000	
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000	
	Total		43073921	100.0000	43073921	0	100.0000	0.0000	
	E-Voting		8946464	60.9788	8884443	62021	99.3068	0.6932	
D. J. P. J.	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000	
	Total		8946464	60.9788	8884443	62021	99.3068	0.6932	
	E-Voting		1855291	8.5149	1855224	67	99.9964	0.0036	
Dublic New Louis	Poll		1702	0.0078	1690	12	99.2949	0.7051	
Public Non Institutions	Postal Ballot	21788882	0	0.0000	0	0	0.0000	0.0000	
ratal .	Total		1856993	8.5227	1856914	79	99.9957	0.0043	
Гotal		79534226	53877378	67.7411	53815278	62100	99.8847	0.1153	



			Spen	cer's Retail Li	mited			
Resolution Required : (Ordi	nary)		6 - Appointme	ent of Ms. Rekha Seth	ni as an Indepe	ndent Director		
Whether promoter/ promothe agenda/resolution?	ter group are i	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	% 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
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000		0	100.0000	0.0000
	E-Voting	,	8946464	60.9788	8946464	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000		0	0.0000	0.0000
	Total		8946464	60.9788	8946464	0	100.0000	0.0000
	E-Voting		1855231	8.5146	1855170	61	99.9967	0.0033
2	Poll		1702	0.0078	1690	12	99.2949	0.7051
Public Non Institutions	Postal Ballot	21788882	0	0.0000			0.0000	0.0000
	Total		1856933	8.5224		73	99.9961	0.0039
Total		79534226	53877318	67.7410	53877245	73	99.9999	0.0001



			Spen	cer's Retail Li	mited			
Resolution Required : (Ord	inary)		7 - Appointme	ent of Mr. Debanjan I	Mandal as an Ir	ndependent Dir	ector	
Whether promoter/ promothe agenda/resolution?	oter group are i	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	% 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
	E-Voting		43073921	100.0000	43073921	0	100.0000	
Promoter and Promoter	Poll	43073921	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot		0			0	0.0000	1111111
	E-Voting		43073921	100.0000		0	100.0000	0.000
	Poll		8946464	60.9788		0	100.0000	
Public Institutions	FOII	14671423	. 0	0.0000	0	0	0.0000	0.0000
- done matitudions	Postal Ballot	146/1423	0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	8946464	0	100.0000	0.0000
	E-Voting		1855291	8.5149	1855224	67	99.9964	0.0036
D. L.P. M	Poll		1702	0.0078	1690	12	99.2949	0.7051
Public Non Institutions	Postal Ballot	21788882	0	0.0000	0	0	0.0000	0.0000
Total	Total		1856993	8.5227	1856914	79	99.9957	0.0043
Total		79534226	53877378	67.7411	53877299	79	99.9999	0.0001



			Spen	cer's Retail Li	mited			
Resolution Required : (Spe	cial)		8 - Appointme	ent of Mr. Devendra	Chawla as Chie	f Executive Offi	icer (CEO) and Mangi	ng Divostor
Whether promoter/ promothe agenda/resolution?	oter group are i	nterested in				NO	icer (CLO) and Marigin	ig Director.
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes -Against	% of Votes in favour on votes	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		43073921	100.0000	43073921	0	100.0000	
Promoter and Promoter	Poll	/3072021	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8946464	60.9788	8857450	89014	99.0050	0.9950
Dublic Institut	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	8857450	89014	99.0050	0.9950
	E-Voting		1855291	8.5149	1855230	61	99.9967	0.0033
Public Non Institutions	Poll		1702	0.0078	1690	12	99.2949	0.7051
done Non institutions	Postal Ballot	21788882	0	0.0000	0	0	0.0000	0.0000
	Total		1856993	8.5227	1856920	73	99.9961	0.0039
Total		79534226	53877378	67.7411	53788291	89087	99.8346	0.1654



			Spen	cer's Retail Li	mited			
Resolution Required : (Spe			9 - Appointme	ent of Mr. Rahul Naya	ak as Whole-ti	me Director		
Whether promoter/ promoter promoter the agenda/resolution?	oter group are i	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against
	= >1 .1	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8946464	60.9788	8857450	89014	99.0050	0.9950
Public Institutions	Poll		0	0.0000	0	0	0.0000	0.0000
rubile institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	8857450	89014	99.0050	0.9950
	E-Voting		1855291	8.5149	1854980	311	99.9832	0.0168
Public Non Institutions	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot	21788882	0	0.0000	0	0	0.0000	0.0000
Total	Total		1856993	8.5227	1856670	323	99.9826	0.0174
Total		79534226	53877378	67.7411	53788041	89337	99.8342	0.1658



			Spen	cer's Retail Li	mited			
Resolution Required : (Spec	cial)		10 - Approval 2013.	to mortgage / charge	/ encumber pr	operties under	section 180 (1) (a) o	f the Company's act
Whether promoter/ promothe agenda/resolution?	oter group are i	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	% 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
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8946464	60.9788	8946464	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	8946464	0	100.0000	0.0000
	E-Voting		1855297	8.5149	1855038	259	99.9860	0.0140
	Poll		1702	0.0078	1690	12	99.2949	0.7051
Public Non Institutions	Postal Ballot	21788882	0	0.0000	0	0	0.0000	0.0000
*	Total		1856999	8.5227	1856728	271	99.9854	0.0146
Total		79534226	53877384	67.7411	53877113	271	99.9995	0.0005



			Spen	cer's Retail Li	mited			
Resolution Required : (Spe	cial)		11 - Authorisa	tion under Section 18	36 for making in	nvestments.		
Whether promoter/ promothe agenda/resolution?	oter group are i	nterested in				NO		
Category	Mode of Voting	No. of shares held	No. of votes	% 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
	E-Voting		43073921	100.0000	43073921	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	43073921	0	0.0000	0	0	0.0000	0.0000
	Total		43073921	100.0000	43073921	0	100.0000	0.0000
	E-Voting		8946464	60.9788	5536984	3409480	61.8902	38.1098
B 10	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	5536984	3409480	61.8902	38.1098
	E-Voting		1855297	8.5149	1855098	199	99.9893	0.0107
	Poll		1702	0.0078	1690	12	99.2949	0.7051
Public Non Institutions	Postal Ballot	21788882	0	0.0000	0	0	0.0000	0.0000
Total	Total		1856999	8.5227	1856788	211	99.9886	0.0114
TOTAL		79534226	53877384	67.7411	50467693	3409691	93.6714	6.3286



			Spen	cer's Retail Li	mited			
Resolution Required : (Special) Whether promoter/ promoter group are interested in the agenda/resolution?			12 - Approval of ESOP Scheme,2019 NO					
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group Public Institutions	E-Voting		43073921	100.0000	43073921	0	100.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	43073921	0	0.000		0	0.0000	177777
			43073921	100.0000		0	100.0000	0.0000
	E-Voting Poll		8946464	60.9788	4439320	4507144	49.6209	50.3791
	POII	14671422	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	14671423	0	0.0000	0	0	0.0000	0.0000
	Total		8946464	60.9788	4439320	4507144	49.6209	50.3791
Public Non Institutions	E-Voting		1855297	8.5149	1855116	181	99.9902	0.0098
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot	21788882	0 1856999	0.0000 8.5227		0	0.0000	
Total	. 5 tui	79534226	53877384	67.7411	1856806 49370047	193 4507337	99.9896 91.6341	0.0104 8.3659

