



**RP - Sanjiv Goenka  
Group**

Growing Legacies

SRL:SEC:SE: 2019-20/62

19 July, 2019

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

The Secretary  
BSE Limited **(Scrip Code: 542337)**  
PhirozeJeejeebhoy Tower  
Dalal Street  
Mumbai – 400 001

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

Dear Sirs,

**Sub: Outcome of the Second Annual General Meeting – 19<sup>th</sup> July, 2019 and Voting Results**

The Second Annual General Meeting of the Company was held on Friday the 19<sup>th</sup> 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 17<sup>th</sup> May, 2019 were transacted.

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

1. 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.
2. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure II.
3. 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.



**Spencer's Retail Limited**  
(Formerly Known as RP-SG Retail Limited)

Regd. Office: Duncan House, 1st Floor, 31, Netaji Subhas Road, Kolkata-700 001

Tel: +91 33 6625 7600 Web: www.spencersretail.com

CIN: L74999WB2017PLC219355



**RP-Sanjiv Goenka  
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Growing Legacies

**spencer's**

MAKES FINE LIVING *affordable*

The above information is also being uploaded on the Company's website, viz., [www.spencersretail.com](http://www.spencersretail.com).

Kindly take the above information on record.

Thanking you,

Yours faithfully,  
For Spencer's Retail Limited

**Rama Kant**  
Company Secretary  
(FCS 4818)



**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

:Central Depository Services (India) Ltd.

Phiroz Jeejeebhoy Towers,  
28<sup>th</sup> Floor, Dalal Street,  
Mumbai-400023

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**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.**

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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](http://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**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
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 :  Promoters and Promoter Group :  Public:	  Not arranged
5.	Mode of Voting	E-voting





## Spencer's Retail Limited

Resolution Required : (Ordinary)			1 - Adoption of Audited financial statement (standalone and consolidated) and reports of Directors and Auditors for the year ended 31 March, 2019					
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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8935304	60.9028	8935304	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>8935304</b>	<b>60.9028</b>	<b>8935304</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	21788882	1855357	8.5152	1855357	0	100.0000	0.0000
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1857059</b>	<b>8.5230</b>	<b>1857047</b>	<b>12</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>79534226</b>	<b>53866284</b>	<b>67.7272</b>	<b>53866272</b>	<b>12</b>	<b>100.0000</b>	<b>0.0000</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)

2 - Appointment of Mr. Sanjiv Goenka as a Director

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8884443	62021	99.3068	0.6932
	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>8946464</b>	<b>60.9788</b>	<b>8884443</b>	<b>62021</b>	<b>99.3068</b>	<b>0.6932</b>
Public Non Institutions	E-Voting	21788882	1855297	8.5149	1855236	61	99.9967	0.0033
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856999</b>	<b>8.5227</b>	<b>1856926</b>	<b>73</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>79534226</b>	<b>53877384</b>	<b>67.7411</b>	<b>53815290</b>	<b>62094</b>	<b>99.8847</b>	<b>0.1153</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)

3 - Appointment of Mr. Shashwat Goenka as a Director

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
Promoter and Promoter Group	E-Voting	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8920278	26186	99.7073	0.2927
	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>8946464</b>	<b>60.9788</b>	<b>8920278</b>	<b>26186</b>	<b>99.7073</b>	<b>0.2927</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1855230	61	99.9967	0.0033
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856920</b>	<b>73</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53851119</b>	<b>26259</b>	<b>99.9513</b>	<b>0.0487</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)		4 - Appointment of Mr. Utsav Parekh as an Independent Director						
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
Promoter and Promoter Group	E-Voting	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8913749	32715	99.6343	0.3657
	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>8946464</b>	<b>60.9788</b>	<b>8913749</b>	<b>32715</b>	<b>99.6343</b>	<b>0.3657</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1855224	67	99.9964	0.0036
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856914</b>	<b>79</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53844584</b>	<b>32794</b>	<b>99.9391</b>	<b>0.0609</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)

5 - Appointment of Mr. Pratip Chaudhuri as an Independent Director

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
Promoter and Promoter Group	E-Voting	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8884443	62021	99.3068	0.6932
	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>8946464</b>	<b>60.9788</b>	<b>8884443</b>	<b>62021</b>	<b>99.3068</b>	<b>0.6932</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1855224	67	99.9964	0.0036
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856914</b>	<b>79</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53815278</b>	<b>62100</b>	<b>99.8847</b>	<b>0.1153</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)

6 - Appointment of Ms. Rekha Sethi as an Independent Director

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8946464	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>8946464</b>	<b>60.9788</b>	<b>8946464</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	21788882	1855231	8.5146	1855170	61	99.9967	0.0033
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856933</b>	<b>8.5224</b>	<b>1856860</b>	<b>73</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>79534226</b>	<b>53877318</b>	<b>67.7410</b>	<b>53877245</b>	<b>73</b>	<b>99.9999</b>	<b>0.0001</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)

7 - Appointment of Mr. Debanjan Mandal as an Independent Director

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8946464	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>8946464</b>	<b>60.9788</b>	<b>8946464</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1855224	67	99.9964	0.0036
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856914</b>	<b>79</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53877299</b>	<b>79</b>	<b>99.9999</b>	<b>0.0001</b>





## Spencer's Retail Limited

Resolution Required : (Special)

8 - Appointment of Mr. Devendra Chawla as Chief Executive Officer (CEO) and Managing Director.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8857450	89014	99.0050	0.9950
	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>8946464</b>	<b>60.9788</b>	<b>8857450</b>	<b>89014</b>	<b>99.0050</b>	<b>0.9950</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1855230	61	99.9967	0.0033
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856920</b>	<b>73</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53788291</b>	<b>89087</b>	<b>99.8346</b>	<b>0.1654</b>





## Spencer's Retail Limited

Resolution Required : (Special)

9 - Appointment of Mr. Rahul Nayak as Whole-time Director

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
Promoter and Promoter Group	E-Voting	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8857450	89014	99.0050	0.9950
	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>8946464</b>	<b>60.9788</b>	<b>8857450</b>	<b>89014</b>	<b>99.0050</b>	<b>0.9950</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1854980	311	99.9832	0.0168
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856670</b>	<b>323</b>	<b>99.9826</b>	<b>0.0174</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53788041</b>	<b>89337</b>	<b>99.8342</b>	<b>0.1658</b>





## Spencer's Retail Limited

Resolution Required : (Special)		10 - Approval to mortgage / charge / encumber properties under section 180 (1) (a) of the Company's act 2013.						
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
Promoter and Promoter Group	E-Voting	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8946464	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>8946464</b>	<b>60.9788</b>	<b>8946464</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	21788882	1855297	8.5149	1855038	259	99.9860	0.0140
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856999</b>	<b>8.5227</b>	<b>1856728</b>	<b>271</b>	<b>99.9854</b>	<b>0.0146</b>
<b>Total</b>		<b>79534226</b>	<b>53877384</b>	<b>67.7411</b>	<b>53877113</b>	<b>271</b>	<b>99.9995</b>	<b>0.0005</b>





## Spencer's Retail Limited

Resolution Required : (Special)

11 - Authorisation under Section 186 for making investments.

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
Promoter and Promoter Group	E-Voting	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	5536984	3409480	61.8902	38.1098
	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>8946464</b>	<b>60.9788</b>	<b>5536984</b>	<b>3409480</b>	<b>61.8902</b>	<b>38.1098</b>
Public Non Institutions	E-Voting	21788882	1855297	8.5149	1855098	199	99.9893	0.0107
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856999</b>	<b>8.5227</b>	<b>1856788</b>	<b>211</b>	<b>99.9886</b>	<b>0.0114</b>
<b>Total</b>		<b>79534226</b>	<b>53877384</b>	<b>67.7411</b>	<b>50467693</b>	<b>3409691</b>	<b>93.6714</b>	<b>6.3286</b>





## Spencer's Retail Limited

Resolution Required : (Special)

12 - Approval of ESOP Scheme,2019

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
Promoter and Promoter Group	E-Voting	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	4439320	4507144	49.6209	50.3791
	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>8946464</b>	<b>60.9788</b>	<b>4439320</b>	<b>4507144</b>	<b>49.6209</b>	<b>50.3791</b>
Public Non Institutions	E-Voting	21788882	1855297	8.5149	1855116	181	99.9902	0.0098
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856999</b>	<b>8.5227</b>	<b>1856806</b>	<b>193</b>	<b>99.9896</b>	<b>0.0104</b>
<b>Total</b>		<b>79534226</b>	<b>53877384</b>	<b>67.7411</b>	<b>49370047</b>	<b>4507337</b>	<b>91.6341</b>	<b>8.3659</b>





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

Ref. No.....

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 2<sup>nd</sup> Annual General Meeting (AGM) of the Shareholders of the Company, held on Friday, 19<sup>th</sup> 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, 16<sup>th</sup> July, 2019 at 9.00 a.m. and ended on Thursday, 18<sup>th</sup> 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, 19<sup>th</sup> 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.





3. The shareholders holding shares as on the "cut off" date i.e. 12<sup>th</sup> July, 2019 were entitled to vote on the proposed resolutions (item nos. 1 to 12 as set out in the notice of the 2<sup>nd</sup> AGM of the Company)
4. The votes were finally unblocked on 19<sup>th</sup> 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

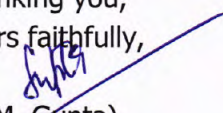
Name: Ms. Mahua Singha

Puja Purohit

Name: Ms. Puja Purohit

- 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 2<sup>nd</sup> 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.

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: 19<sup>th</sup> 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**

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





## Spencer's Retail Limited

Resolution Required : (Ordinary)		1 - Adoption of Audited financial statement (standalone and consolidated) and reports of Directors and Auditors for the year ended 31 March, 2019						
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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8935304	60.9028	8935304	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>8935304</b>	<b>60.9028</b>	<b>8935304</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	21788882	1855357	8.5152	1855357	0	100.0000	0.0000
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1857059</b>	<b>8.5230</b>	<b>1857047</b>	<b>12</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>79534226</b>	<b>53866284</b>	<b>67.7272</b>	<b>53866272</b>	<b>12</b>	<b>100.0000</b>	<b>0.0000</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)		2 - Appointment of Mr. Sanjiv Goenka as a Director						
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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8884443	62021	99.3068	0.6932
	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>8946464</b>	<b>60.9788</b>	<b>8884443</b>	<b>62021</b>	<b>99.3068</b>	<b>0.6932</b>
Public Non Institutions	E-Voting	21788882	1855297	8.5149	1855236	61	99.9967	0.0033
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856999</b>	<b>8.5227</b>	<b>1856926</b>	<b>73</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>79534226</b>	<b>53877384</b>	<b>67.7411</b>	<b>53815290</b>	<b>62094</b>	<b>99.8847</b>	<b>0.1153</b>





## Spencer's Retail Limited

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





## Spencer's Retail Limited

Resolution Required : (Ordinary)

4 - Appointment of Mr. Utsav Parekh as an Independent Director

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
Promoter and Promoter Group	E-Voting	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8913749	32715	99.6343	0.3657
	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>8946464</b>	<b>60.9788</b>	<b>8913749</b>	<b>32715</b>	<b>99.6343</b>	<b>0.3657</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1855224	67	99.9964	0.0036
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856914</b>	<b>79</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53844584</b>	<b>32794</b>	<b>99.9391</b>	<b>0.0609</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)			5 - Appointment of Mr. Pratip Chaudhuri as an Independent Director					
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
Promoter and Promoter Group	E-Voting	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8884443	62021	99.3068	0.6932
	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>8946464</b>	<b>60.9788</b>	<b>8884443</b>	<b>62021</b>	<b>99.3068</b>	<b>0.6932</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1855224	67	99.9964	0.0036
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856914</b>	<b>79</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53815278</b>	<b>62100</b>	<b>99.8847</b>	<b>0.1153</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)		6 - Appointment of Ms. Rekha Sethi as an Independent Director						
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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8946464	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>8946464</b>	<b>60.9788</b>	<b>8946464</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	21788882	1855231	8.5146	1855170	61	99.9967	0.0033
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856933</b>	<b>8.5224</b>	<b>1856860</b>	<b>73</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>79534226</b>	<b>53877318</b>	<b>67.7410</b>	<b>53877245</b>	<b>73</b>	<b>99.9999</b>	<b>0.0001</b>





## Spencer's Retail Limited

Resolution Required : (Ordinary)		7 - Appointment of Mr. Debanjan Mandal as an Independent Director						
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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8946464	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>8946464</b>	<b>60.9788</b>	<b>8946464</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1855224	67	99.9964	0.0036
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856914</b>	<b>79</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53877299</b>	<b>79</b>	<b>99.9999</b>	<b>0.0001</b>





## Spencer's Retail Limited

Resolution Required : (Special)			8 - Appointment of Mr. Devendra Chawla as Chief Executive Officer (CEO) and Managing Director.					
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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8857450	89014	99.0050	0.9950
	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>8946464</b>	<b>60.9788</b>	<b>8857450</b>	<b>89014</b>	<b>99.0050</b>	<b>0.9950</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1855230	61	99.9967	0.0033
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856920</b>	<b>73</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53788291</b>	<b>89087</b>	<b>99.8346</b>	<b>0.1654</b>





## Spencer's Retail Limited

Resolution Required : (Special)		9 - Appointment of Mr. Rahul Nayak as Whole-time Director						
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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8857450	89014	99.0050	0.9950
	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>8946464</b>	<b>60.9788</b>	<b>8857450</b>	<b>89014</b>	<b>99.0050</b>	<b>0.9950</b>
Public Non Institutions	E-Voting	21788882	1855291	8.5149	1854980	311	99.9832	0.0168
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856993</b>	<b>8.5227</b>	<b>1856670</b>	<b>323</b>	<b>99.9826</b>	<b>0.0174</b>
<b>Total</b>		<b>79534226</b>	<b>53877378</b>	<b>67.7411</b>	<b>53788041</b>	<b>89337</b>	<b>99.8342</b>	<b>0.1658</b>





## Spencer's Retail Limited

Resolution Required : (Special)			10 - Approval to mortgage / charge / encumber properties under section 180 (1) (a) of the Company's act 2013.					
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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	8946464	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>8946464</b>	<b>60.9788</b>	<b>8946464</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	21788882	1855297	8.5149	1855038	259	99.9860	0.0140
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856999</b>	<b>8.5227</b>	<b>1856728</b>	<b>271</b>	<b>99.9854</b>	<b>0.0146</b>
<b>Total</b>		<b>79534226</b>	<b>53877384</b>	<b>67.7411</b>	<b>53877113</b>	<b>271</b>	<b>99.9995</b>	<b>0.0005</b>





## Spencer's Retail Limited

Resolution Required : (Special)		11 - Authorisation under Section 186 for making investments.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting	14671423	8946464	60.9788	5536984	3409480	61.8902	38.1098
	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>8946464</b>	<b>60.9788</b>	<b>5536984</b>	<b>3409480</b>	<b>61.8902</b>	<b>38.1098</b>
Public Non Institutions	E-Voting	21788882	1855297	8.5149	1855098	199	99.9893	0.0107
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856999</b>	<b>8.5227</b>	<b>1856788</b>	<b>211</b>	<b>99.9886</b>	<b>0.0114</b>
<b>Total</b>		<b>79534226</b>	<b>53877384</b>	<b>67.7411</b>	<b>50467693</b>	<b>3409691</b>	<b>93.6714</b>	<b>6.3286</b>





## Spencer's Retail Limited

Resolution Required : (Special)		12 - Approval of ESOP Scheme, 2019						
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	43073921	43073921	100.0000	43073921	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>43073921</b>	<b>100.0000</b>	<b>43073921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	14671423	8946464	60.9788	4439320	4507144	49.6209	50.3791
	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>8946464</b>	<b>60.9788</b>	<b>4439320</b>	<b>4507144</b>	<b>49.6209</b>	<b>50.3791</b>
Public Non Institutions	E-Voting	21788882	1855297	8.5149	1855116	181	99.9902	0.0098
	Poll		1702	0.0078	1690	12	99.2949	0.7051
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1856999</b>	<b>8.5227</b>	<b>1856806</b>	<b>193</b>	<b>99.9896</b>	<b>0.0104</b>
<b>Total</b>		<b>79534226</b>	<b>53877384</b>	<b>67.7411</b>	<b>49370047</b>	<b>4507337</b>	<b>91.6341</b>	<b>8.3659</b>

