

SRL:SEC:SE:2021-22/35

August 19, 2021

The Manager
Listing Department,
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)

The General Manager
Department of Corporate Service,
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400 001
(Scrip Code: 542337)

Dear Sirs,

Sub: Proceedings of the Fourth Annual General Meeting (AGM) held on Wednesday, August 18, 2021 and Voting Results

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 Fourth AGM of the Company held on Wednesday, August 18, 2021 (Annexure – I).

Further, pursuant to Regulation 44(3) of the SEBI Regulations, we are submitting herewith the declaration of the Voting Results along with the Consolidated Scrutinizer's Report, marked as "Annexure-II". The said results are also being uploaded on the Company's website.

Kindly take the above in your record.

Thanking you.

Yours faithfully,

For Spencer's Retail Limited



Rama Kant
Company Secretary & Compliance Officer
(FCS 4818)

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.
Phiroze 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 Fourth Annual General Meeting (AGM)

A. Date, time and venue of the AGM

The Fourth AGM of the Company was held on Wednesday, August 18, 2021, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated June 15, 2021 were transacted. The Meeting commenced at 12.30 p.m. (IST) and concluded at 1:30 p.m. (IST).

B. Proceedings in brief:

- Dr. Sanjiv Goenka, Chairman of the Board, was in the Chair in accordance with Article 85 of the Articles of Association of the Company.
- 73 members attended the meeting out of which 14 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.
- 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 Accounts 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 June 15, 2021 convening the AGM of the Company, the following items of business were placed for members consideration and approval:

ORDINARY BUSINESS

Item No.	Details of the Agenda	Resolution required
1	Consideration and adoption of (a) the audited financial statements of the Company for the financial year ended March 31, 2021 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, 2021 and the report of Auditors thereon.	Ordinary

Spencer's Retail Limited

2	Appointment of Mr. Shashwat Goenka (DIN No. 03486121), who retires by rotation, as a Director.	Ordinary
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SPECIAL BUSINESS

3	Creation of Charge / Security on movable and immovable properties of the Company of availing of addition financial facilities of a further amount of Rs.250 Crores.	Special
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- Chairman then invited the pre-registered members for their comments and observations. Chairman replied to them suitably.
- Chairman thereafter announced that the voting results of all the three Resolutions would be announced within two working days from the conclusion of the meeting and would also be posted on the Company's website (www.spencersretail.com) and website of NSDL. The same would also be displayed on the Notice Board at the registered office of the Company.
- He thereafter thanked the members for attending the AGM and concluded the same with vote of thanks.

Voting by members:

- The remote e-voting period began on Saturday, August 14, 2021 at 9.00 a.m. IST and had closed on Tuesday, August 17, 2021 at 5.00 p.m. IST.
- The Company had provided remote e-voting facility to its members to cast votes electronically on all 3 items of business set out in the Notice. The facility to vote at the meeting, on all 3 items of 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 letter does not constitute minutes of the proceedings of the Fourth Annual General Meeting of the Company.

Yours faithfully,

For Spencer's Retail Limited



Rama Kant
Company Secretary & Compliance Officer
(FCS 4818)

Spencer's Retail Limited

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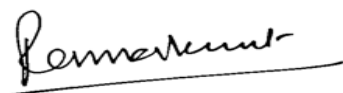
Annexure - II

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

Details of Voting Results

Sr. No	Particulars	Details
1.	Date of the AGM	August 18, 2021
2.	Total number of shareholders on record date (Book Closure : August 11, 2021 to August 18, 2021, both days inclusive)	70732
3	No. of shareholders attended the meeting through Video Conferencing :	73
	Promoters and Promoter Group :	11
	Public:	62
4	Mode of Voting	E-voting

For Spencer's Retail Limited





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

Spencer's Retail Limited

Regd. Office: Duncan House, 31, Netaji Subhas Road, Kolkata-700 001
Corp. Office: RPSG House, 2/4 Judges Court Road, Kolkata-700 027
Tel: +91 33 2487 1091 Web: www.spencersretail.com
CIN: L74999WB2017PLC219355

Spencer's Retail Limited

Resolution Required : (Ordinary)		1 - To consider and adopt the audited financial statements (Both on Standalone & Consolidated basis) of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon						
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	50935607	50935607	100.0000	50935607	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		50935607	100.0000	50935607	0	100.0000	0.0000
Public Institutions	E-Voting	7824208	1224737	15.6532	1224737	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		1224737	15.6532	1224737	0	100.0000	0.0000
Public Non Institutions	E-Voting	31372194	2222311	7.0837	2218896	3415	99.8463	0.1537
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2222311	7.0837	2218896	3415	99.8463	0.1537
Total		90132009	54382655	60.3367	54379240	3415	99.9937	0.0063

Remarks



Spencer's Retail Limited

Resolution Required : (Ordinary)		2 - To appoint Mr. Shashwat Goenka (DIN) – 03486121, who retires by rotation as a Director and, being eligible, offers himself, for re-appointment						
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	50935607	50935607	100.0000	50935607	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		50935607	100.0000	50935607	0	100.0000	0.0000
Public Institutions	E-Voting	7824208	1224737	15.6532	1224737	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		1224737	15.6532	1224737	0	100.0000	0.0000
Public Non Institutions	E-Voting	31372194	2222323	7.0837	2212399	9924	99.5534	0.4466
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2222323	7.0837	2212399	9924	99.5534	0.4466
Total		90132009	54382667	60.3367	54372743	9924	99.9818	0.0182

Remarques



Spencer's Retail Limited

Resolution Required : (Special)		3 - Creation of Charge / Security on movable and immovable properties of the Company of availing of addition financial facilities of a further amount of Rs.250 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
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Promoter and Promoter Group	E-Voting	50935607	50935607	100.0000	50935607	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		50935607	100.0000	50935607	0	100.0000	0.0000
Public Institutions	E-Voting	7824208	1224737	15.6532	1224737	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		1224737	15.6532	1224737	0	100.0000	0.0000
Public Non Institutions	E-Voting	31372194	2222323	7.0837	2212213	10110	99.5451	0.4549
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2222323	7.0837	2212213	10110	99.5451	0.4549
Total		90132009	54382667	60.3367	54372557	10110	99.9814	0.0186

Remarques



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Email : smguptaandco@yahoo.com
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Website : www.smguptaandco.com

Offi. : 2236 1385,2236 7135
Phones : Resi. : 2534 8148
Mobile : 98300 57568

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]

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, 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 4th Annual General Meeting (AGM) of the Shareholders of the Company, held on Wednesday, 18th day of August, 2021 at 12:30 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 15 minutes after the end of the meeting. We submit our report as under:

1. The Company had dispatched Notice of the Fourth AGM to the members by e-mail whose names appeared on the Register of Members/List of Beneficiaries as notified by Depositories as on Friday, the 23rd day of July, 2021.
2. The remote e-voting period started on Saturday, 14th August, 2021 at 9.00 a.m. and ended on Tuesday, 17th August, 2021 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 Wednesday, 18th August, 2021 at about 12:30 p.m.
3. The members who attended the AGM were provided with the facility of voting through electronic means.

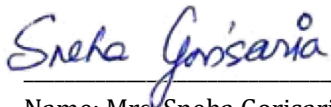


S. M. GUPTA & CO.
COMPANY SECRETARIES
P-15, BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated.....

4. The shareholders holding shares as on the "cut off" date i.e. 11th August, 2021 were entitled to vote on the proposed resolutions (item nos. 1 to 3 as set out in the notice of the 4th AGM of the Company)
5. The votes were finally unblocked on 18th August, 2021 at around 2:00 p.m. in the presence of two witnesses, Mrs. Sneha Gorisaria and Ms. Pallavi Dhanuka 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.



Name: Mrs. Sneha Gorisaria



Name: Ms. Pallavi Dhanuka

- 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>)
6. The results of e-voting are given below. Accordingly, all the resolutions nos.1 to 3 set out in the Notice of the 4th AGM were passed with requisite majority.

Details of voting results as per Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2014 as amended.

Date of Annual General Meeting:	Wednesday, 18th August, 2021
Total number of Shareholders on record date: (Being the cut-off date for determining shareholders entitled to voting- 11th August, 2021)	70732
No. of Shareholders present in the meeting through VC/OAVM:	
Promoter and Promoter group:	11
Public:	<u>62</u>
Total	<u>73</u>



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

Ref. No.....

Dated.....

Spencer's Retail Limited								
Resolution Required : (Ordinary)			1 - To consider and adopt the audited financial statements (Both on Standalone & Consolidated basis) of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon					
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
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	Poll		0	0.0000	0	0	0.0000	0.0000
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	Total		50935607	100.0000	50935607	0	100.0000	0.0000
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Total		90132009	54382655	60.3367	54379240	3415	99.9937	0.0063

Spencer's Retail Limited								
Resolution Required : (Ordinary)			2 - To appoint Mr. Shashwat Goenka (DIN) – 03486121, who retires by rotation as a Director and, being eligible, offers himself, for re-appointment					
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
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Promoter and Promoter Group	E-Voting	50935607	50935607	100.0000	50935607	0	100.0000	0.0000
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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Public Institutions	E-Voting	7824208	1224737	15.6532	1224737	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
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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Total		90132009	54382667	60.3367	54372743	9924	99.9818	0.0182



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

Ref. No.....

Dated.....

Spencer's Retail Limited								
Resolution Required : (Special)			3 - Creation of Charge / Security on movable and immovable properties of the Company of availing of addition financial facilities of a further amount of Rs.250 Crores					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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Promoter and Promoter Group	E-Voting	50935607	50935607	100.0000	50935607	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		50935607	100.0000	50935607	0	100.0000	0.0000
Public Institutions	E-Voting	7824208	1224737	15.6532	1224737	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
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Public Non Institutions	E-Voting	31372194	2222323	7.0837	2212213	10110	99.5451	0.4549
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2222323	7.0837	2212213	10110	99.5451	0.4549
Total		90132009	54382667	60.3367	54372557	10110	99.9814	0.0186

- The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid AGM where after the same will be handed over to the Company Secretary of the Company for safe keeping.
- This Report is being issued under the precautionary measures of work from home due to COVID-19 with limited resources available to us.

Thanking you,
Yours faithfully,
For S. M. Gupta & Co.
Company Secretaries




S. M. Gupta
Proprietor
Membership Number: FCS-896
C. P. No: 2053
FRN: S1993WB816800
PR: 718/2020
UDIN: F000896C000801586
Place: KOLKATA
Dated: 18th August, 2021