



**RP - Sanjiv Goenka
Group**

Growing Legacies

SRL: SEC: SE: 2019-20/110

27 December, 2019

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

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

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

Sub: Disclosure of Voting Results of Postal Ballot (including voting by electronic means) pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Result on an Ordinary Resolution for appointment of Auditors proposed through Postal Ballot Notice dated November 14, 2019, along with the consolidated Scrutinizer's Report on e-voting and Postal Ballot.

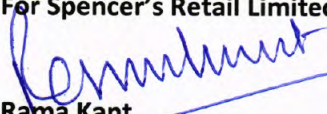
It may please be noted that as per the Report of the Scrutinizer dated December 27, 2019, issued by Mr. Anil Murarka, Practising Company Secretary (Membership no. FCS 3150 / CP 1857), the Ordinary Resolution as per Postal Ballot Notice dated November 14, 2019 stands passed with requisite majority.

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


Rama Kant
Company Secretary
(FCS - 4818)

Encl.: As above



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



SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 r/w
Companies (Management and Administration) Rules, 2014]

The Chairman,
SPENCER'S RETAIL LIMITED
Duncan House,
31, Netaji Subhas Road,
Kolkata – 700 001

Dear Sir,

Sub: Scrutinizer Report on Postal Ballot voting including voting by electronic means in respect of passing of the Resolution contained in the Notice dated 14th November, 2019 through Postal Ballot

1. I, **Anil Murarka**, a Company Secretary in Practice, having FCS No.: 3150 & CoP No.: 1857, was appointed as a Scrutinizer by the Board of Directors of **Spencer's Retail Limited** (the Company) (having CIN No. L74999WB2017PLC219355), at their Meeting held on 14th November, 2019, for scrutinizing Postal Ballot voting including voting by Electronic Means pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013 r/w Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof) if any, in respect of passing of Ordinary Resolution contained in the Notice dated 14th November, 2019 through Postal Ballot and e-voting and also for ascertaining the requisite majority for the Resolution proposed therein.
2. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to Postal Ballot voting including voting by electronic means. My responsibility as a Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution stated

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above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and scrutiny of the Postal Ballot received till the time fixed for closing of the voting process i.e. not later than close of working hours at 5:00 p.m.(IST) on Thursday, 26th December, 2019.

3. The Company dispatched Postal Ballot Notice dated 14th November, 2019 along with Postal Ballot Form and prepaid self-addressed business reply envelope to all the members in electronic form to the email address registered with their depository participants (in case of electronic shareholding) and with the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members, whose email IDs are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form and prepaid self-addressed business reply envelope have been sent by permitted mode.
4. The Company provided the facility of voting on the only Resolution proposed in the Notice dated 14th November, 2019 through Postal Ballot as well as Electronic means to persons who were shareholders as on cut-off date i.e. 22nd November, 2019.
5. In accordance with the Notice dated 14th November, 2019 sent to the Members and the 'Advertisement' published pursuant to Rule 20(4) (V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 27th November, 2019, the e-voting commenced at 9:00 a.m. (IST) on Wednesday, 27th November, 2019 and ended on Thursday, 26th December, 2019 at 5:00 p.m. (IST).
6. Particulars of all Postal Ballot Forms received from the Members have been entered in a Register separately maintained for the purpose.

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7. The physical Postal Ballots received till the time fixed for receiving the Postal Ballot i.e. close of working hours at 5:00 p.m. (IST) on Thursday, 26th December, 2019, were diligently scrutinized and reconciled with the records maintained by the Company through "Link Intime India Pvt. Ltd." - the Registrar and Share Transfer Agent of the Company and the authorizations lodged with the Company.
8. After the time fixed for closing of e-voting, i.e. 5:00 p.m. (IST) on Thursday, 26th December, 2019, a final electronic report of the e-voting process was generated by me in the presence of two witnesses who were not the employees of the Company by accessing the data available to me from the website "www.nsdl.co.in" of NSDL, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
9. I submit herewith my Scrutinizer's Report on the results of Postal Ballot voting including voting through Electronic means in respect of the **Ordinary Resolution** contained in the Postal Ballot Notice dated 14th November, 2019, as under:-

Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration Number: 301003E/E300005) as Statutory Auditors of the Company in the casual vacancy caused by the Resignation of M/s Batliboi, Purohit & Darbari, Chartered Accountants.

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Batliboi, Purohit & Darbari, Chartered Accountants (Firm Registration No. 303086E).

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RESOLVED FURTHER THAT M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, shall hold office as the Statutory Auditors of the Company until the conclusion of the Third Annual General Meeting on such remuneration as may be determined by the Board of Directors / Committee thereof in consultation with the auditor.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time."

(a) Valid Votes:

Particulars	Number of Members who voted			No. of Votes cast by Members			%age of total number of Valid Votes cast
	Postal	Electronic (E-voting)	Total	Postal	Electronic (E-voting)	Total Valid Votes	
Favour	193	223	416	65781	52002941	52068722	99.99
Against	0	10	10	0	2676	2676	0.01
Total	193	233	426	65781	52005617	52071398	100.00

(b) Invalid Votes:

Particulars	Number of Members who voted			No. of Votes cast by Members		
	Postal	Electronic (E-voting)	Total	Postal	Electronic (E-voting)	Total Invalid Votes
Total	11	0	11	608	0	608



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10. The electronic data and all other relevant records relating to Postal Ballot including e-voting is under my safe custody and will be handed over to the Company Secretary of the Company who has been authorized for safe keeping.

11. You may accordingly declare the RESULT of the Resolution of voting by Postal Ballot.

Place: Kolkata
Date: 27th December, 2019



(ANIL MURARKA)
FCS No. 3150
CoP No. 1857

Witness 1 : Yashika Poddar
(YASHIKA PODDAR)

Witness 2 : Dolly Prasad
(DOLLY PRASAD)

Countersigned by:

For Spencer's Retail Limited

(Rama Kant)
Company Secretary
(FCS-4818)

Spencer's Retail Limited

[Statement under regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

Resolution Required : Ordinary Resolution

Ordinary Resolution for appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration Number: 301003E/E300005) as Statutory Auditors of the Company in place of M/s. Batliboi, Purohit & Darbari, Chartered Accountants.

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	43508904	43508904	100.0000	43508904	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		43508904	100.0000	43508904	0	100.0000	0.0000	0
Public Institutions	E-Voting	13402874	6621480	49.4034	6621480	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		6621480	49.4034	6621480	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	22622448	1875233	8.2893	1872557	2676	99.8573	0.1427	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		65781	0.2908	65781	0	100.0000	0.0000	608
	Total		1941014	8.5800	1938338	2676	99.8621	0.1379	608
Total		79534226	52071398	65.4704	52068722	2676	99.9949	0.0051	608



(Handwritten signature in blue ink)