

SRL:SEC:SE:2022-23/30

July 30, 2022

The Manager Listing  
Department,  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> 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 Sir/Madam,

**Sub: Proceedings of the Fifth Annual General Meeting (AGM) held on Friday, July 29, 2022**

Pursuant to Regulation 30, Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), we enclose the summary of proceedings of the Fifth AGM of the Company held on Friday, July 29, 2022 as "Annexure – I".

Further, pursuant to Regulation 44(3) of the SEBI Regulations, we submit 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.

You are requested to kindly acknowledge the receipt of same and oblige.

Thanking you.

Yours faithfully,  
For Spencer's Retail Limited

  
Ranga Kant  
Company Secretary & Compliance Officer  
(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

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

**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

**Annexure-I**

**Fifth Annual General Meeting (AGM)**

**A. Date, time and venue of the AGM**

The Fifth AGM of the Company was held on Friday, July 29, 2022, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and all the business as set out in the Notice dated May 12, 2022 were transacted. The Meeting commenced at 12.30 p.m. (IST) and concluded at 1:20 p.m. (IST).

**B. Proceedings in brief:**

- Dr. Sanjiv Goenka chaired the meeting in accordance with the Article 85 of the Articles of Association of the Company.
- 81 members attended the meeting out of which 9 members were represented by their authorized representatives at the above AGM.
- The quorum being present, the Chairman declared the Meeting open and welcomed the Members, Board of Directors, Auditors, Secretarial Auditor and Scrutinizer in the meeting.
- The Chairman then advised the Company Secretary to brief the members some of the basic rules relating to the AGM. The Company Secretary, inter-alia, stated the following:
  - a. The Auditor's Report on the 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 Meeting.
  - d. Questions and Answers session for the registered speaker members commenced after all the Resolutions in the Notice were tabled.
- In terms of the Notice dated May 12, 2022 of 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, 2022 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, 2022 and the report of Auditors thereon.	Ordinary Resolution
2.	Appointment of Dr. Sanjiv Goenka (DIN No.00074796), who retires by rotation as a Director.	Ordinary Resolution



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**SPECIAL BUSINESS**

3.	Re-appointment of Mr. Devendra Chawla (DIN No.03586196) as the Chief Executive Officer and Managing Director of the Company.	Special Resolution
4.	Re-appointment of Mr. Rahul Nayak (DIN No.06491536) as a Whole-time Director of the Company.	Special Resolution

- 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 four Resolutions would be announced within two working days from the conclusion of the meeting and would also be posted on the Company's website at [www.spencersretail.com](http://www.spencersretail.com) and at 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 Tuesday, July 26, 2022 at 9:00 a.m. IST and was closed on Thursday, July 28, 2022 at 5:00 p.m. IST.
- The Company had provided remote e-voting facility to its members to cast votes electronically on all four items of business set out in the Notice. The facility to vote at the meeting, on all four 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 Fifth AGM of the Company.

Thanking You.

Yours faithfully,  
For Spencer's Retail Limited

  
Rama Kant  
Company Secretary & Compliance Officer  
(FCS 4818)



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**Annexure - II**

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

**Details of Voting Results**

Sr. No	Particulars	Details
1.	Date of the AGM	July 29, 2022
2.	Total number of shareholders on record date (Book Closure : July 22, 2022 to July 29, 2022, both days inclusive)	64,489
3	No. of shareholders attended the meeting through Video Conferencing :	81
	A) Promoters and Promoter Group :	12
	B) Public:	69
4	Mode of Voting	E-voting

For Spencer's Retail Limited

  
Rama Kant  
Company Secretary & Compliance Officer  
(FCS 4818)



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, 2022 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	53008514	53008514	100.0000	53008514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9667425	1217630	12.5952	1217630	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>1217630</b>	<b>12.5952</b>	<b>1217630</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27456070	114895	0.4185	113864	1031	99.1027	0.8973
	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>114895</b>	<b>0.4185</b>	<b>113864</b>	<b>1031</b>	<b>99.1027</b>	<b>0.8973</b>
<b>Total</b>		<b>90132009</b>	<b>54341039</b>	<b>60.2905</b>	<b>54340008</b>	<b>1031</b>	<b>99.9981</b>	<b>0.0019</b>

*Pennar*



Spencer's Retail Limited								
Resolution Required : (Ordinary)			2 - To appoint Dr. Sanjiv Goenka (DIN No.00074796), 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	53008514	53008514	100.0000	53008514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9667425	1217630	12.5952	1217630	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>1217630</b>	<b>12.5952</b>	<b>1217630</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27456070	114895	0.4185	110145	4750	95.8658	4.1342
	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>114895</b>	<b>0.4185</b>	<b>110145</b>	<b>4750</b>	<b>95.8658</b>	<b>4.1342</b>
<b>Total</b>		<b>90132009</b>	<b>54341039</b>	<b>60.2905</b>	<b>54336289</b>	<b>4750</b>	<b>99.9913</b>	<b>0.0087</b>

*Remarques*



Spencer's Retail Limited								
Resolution Required : (Special)			3 - Re-appointment of Mr. Devendra Chawla (DIN No.03586196) as the Chief Executive Officer and Managing Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	53008514	53008514	100.0000	53008514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9667425	1217630	12.5952	401600	816030	32.9821	67.0179
	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>1217630</b>	<b>12.5952</b>	<b>401600</b>	<b>816030</b>	<b>32.9821</b>	<b>67.0179</b>
Public Non Institutions	E-Voting	27456070	114895	0.4185	109099	5796	94.9554	5.0446
	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>114895</b>	<b>0.4185</b>	<b>109099</b>	<b>5796</b>	<b>94.9554</b>	<b>5.0446</b>
<b>Total</b>		<b>90132009</b>	<b>54341039</b>	<b>60.2905</b>	<b>53519213</b>	<b>821826</b>	<b>98.4877</b>	<b>1.5123</b>

*Remanent*



Spencer's Retail Limited								
Resolution Required : (Special)			4 - Re-appointment of Mr. Rahul Nayak (DIN No.06491536) as a Whole-time Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	53008514	53008514	100.0000	53008514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9667425	1217630	12.5952	401600	816030	32.9821	67.0179
	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>1217630</b>	<b>12.5952</b>	<b>401600</b>	<b>816030</b>	<b>32.9821</b>	<b>67.0179</b>
Public Non Institutions	E-Voting	27456070	114895	0.4185	109099	5796	94.9554	5.0446
	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>114895</b>	<b>0.4185</b>	<b>109099</b>	<b>5796</b>	<b>94.9554</b>	<b>5.0446</b>
<b>Total</b>		<b>90132009</b>	<b>54341039</b>	<b>60.2905</b>	<b>53519213</b>	<b>821826</b>	<b>98.4877</b>	<b>1.5123</b>

*Ramachandran*





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

Ref. No.....

Dated.....

**Consolidated Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]*

To,

**The Chairman**

**5<sup>th</sup> Annual General Meeting of the Members of Spencer's Retail Limited**

CIN: L74999WB2017PLC219355

Held on Friday, July 29, 2022 at 12:30 P.M. through Video Conferencing / OAVM

Sub: Consolidated Scrutinizer's Report on the process of voting through electronic means pertaining to 5th Annual General Meeting of the Members of Spencer's Retail Limited

Dear Sir,

I, S. M. Gupta, Proprietor of M/s. S. M. Gupta & Co., Company Secretaries having its office at P-15, Bentinck Street, Kolkata - 700 001 was appointed as a Scrutinizer by Spencer's Retail Limited ("the Company") for the purpose of scrutinizing the remote e-voting process as well as for voting conducted through Electronic means at the 5<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Friday, 29<sup>th</sup> day of July, 2022 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 5<sup>th</sup> 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, July 1, 2022.
2. The remote e-voting period started on Tuesday, 26<sup>th</sup> July, 2022 at 9:00 a.m. and ended on Thursday, 28<sup>th</sup> July, 2022 at 5:00 p.m. (both days inclusive) and the Members were required to cast their vote electronically conveying their assent/dissent in respect of all Resolution(s) on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for Voting at the Annual General Meeting on Friday, 29<sup>th</sup> July, 2022 at about 12:30p.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.....

- The shareholders holding shares as on the "cut off" date i.e. 22<sup>nd</sup> July, 2022 were entitled to vote on the proposed resolutions (item nos. 1 to 4 as set out in the notice of the 5<sup>th</sup>AGM of the Company)
- The votes were finally unblocked on 29<sup>th</sup> July,2022 at around 1:30 p.m. in the presence of two witnesses, Ms. Harshita Damani and Ms. Enakshi Bhattacharya 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: Ms. Harshita Damani

  
Name: Ms. Enakshi Bhattacharya

- Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and/or "AGAINST", were downloaded from the e-voting website of the National Securities Depository Limited (NSDL). (<http://www.evoting.nsdl.com>)
- The results of e-voting are given below. Accordingly, all the resolutions nos.1 to 4 set out in the Notice of the 5<sup>th</sup>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.**

<b>Date of Annual General Meeting:</b>	Friday, 29 <sup>th</sup> July, 2022
<b>Total number of Shareholders on record date: (Being the cut-off date for determining shareholders entitled to voting-22<sup>nd</sup> July, 2022)</b>	64,489
<b>No. of Shareholders present in the meeting through VC/OAVM:</b>	
<b>Promoter and Promoter group:</b>	12
<b>Public:</b>	<u>69</u>
<b>Total</b>	<u>81</u>



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

Ref. No.....

Dated.....

<b>Spencer's Retail Limited</b>								
Resolution Required : (Ordinary)			1 - Adoption of financial statements (Standalone & Consolidated) of the Company and reports of Directors and Auditors for the year ended March 31, 2022.					
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	53008514	53008514	100.0000	53008514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9667425	1217630	12.5952	1217630	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>1217630</b>	<b>12.5952</b>	<b>1217630</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27456070	114895	0.4185	113864	1031	99.1027	0.8973
	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>114895</b>	<b>0.4185</b>	<b>113864</b>	<b>1031</b>	<b>99.1027</b>	<b>0.8973</b>
<b>Total</b>		<b>90132009</b>	<b>54341039</b>	<b>60.2905</b>	<b>54340008</b>	<b>1031</b>	<b>99.9981</b>	<b>0.0019</b>

<b>Spencer's Retail Limited</b>								
Resolution Required : (Ordinary)			2 - Appointment of Dr. Sanjiv Goenka, who retires by rotation, as a Director of the Company.					
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	53008514	53008514	100.0000	53008514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9667425	1217630	12.5952	1217630	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>1217630</b>	<b>12.5952</b>	<b>1217630</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	27456070	114895	0.4185	110145	4750	95.8658	4.1342
	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>114895</b>	<b>0.4185</b>	<b>110145</b>	<b>4750</b>	<b>95.8658</b>	<b>4.1342</b>
<b>Total</b>		<b>90132009</b>	<b>54341039</b>	<b>60.2905</b>	<b>54336289</b>	<b>4750</b>	<b>99.9913</b>	<b>0.0087</b>



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

Ref. No.....

Dated.....

<b>Spencer's Retail Limited</b>								
Resolution Required : (Special)			3 - Re-appointment of Mr. Devendra Chawla as the Chief Executive Officer and Managing Director of the Company.					
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	53008514	53008514	100.0000	53008514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9667425	1217630	12.5952	401600	816030	32.9821	67.0179
	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>1217630</b>	<b>12.5952</b>	<b>401600</b>	<b>816030</b>	<b>32.9821</b>	<b>67.0179</b>
Public Non Institutions	E-Voting	27456070	114895	0.4185	109099	5796	94.9554	5.0446
	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>114895</b>	<b>0.4185</b>	<b>109099</b>	<b>5796</b>	<b>94.9554</b>	<b>5.0446</b>
<b>Total</b>		<b>90132009</b>	<b>54341039</b>	<b>60.2905</b>	<b>53519213</b>	<b>821826</b>	<b>98.4877</b>	<b>1.5123</b>

<b>Spencer's Retail Limited</b>								
Resolution Required : (Special)			4 - Re-appointment of Mr. Rahul Nayak as a Whole-time-Director of the Company.					
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	53008514	53008514	100.0000	53008514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>53008514</b>	<b>100.0000</b>	<b>53008514</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	9667425	1217630	12.5952	401600	816030	32.9821	67.0179
	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>1217630</b>	<b>12.5952</b>	<b>401600</b>	<b>816030</b>	<b>32.9821</b>	<b>67.0179</b>
Public Non Institutions	E-Voting	27456070	114895	0.4185	109099	5796	94.9554	5.0446
	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>114895</b>	<b>0.4185</b>	<b>109099</b>	<b>5796</b>	<b>94.9554</b>	<b>5.0446</b>
<b>Total</b>		<b>90132009</b>	<b>54341039</b>	<b>60.2905</b>	<b>53519213</b>	<b>821826</b>	<b>98.4877</b>	<b>1.5123</b>



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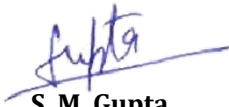
**S. M.GUPTA & CO.**  
**COMPANY SECRETARIES**  
**P-15, BENTINCK STREET, CALCUTTA-700 001**

Ref. No.....

Dated.....

7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid AGM where after the same will be handed over to the Company Secretary of the Company for safe keeping.

**Thanking you,  
Yours faithfully,  
For S. M. GUPTA & CO.  
Company Secretaries**



**S. M. Gupta  
Proprietor  
Membership No: FCS - 896  
C.P. No: 2053  
UDIN: F000896D000710385  
Date: 29th July, 2022**

