

SRL:SEC:SE:2023-24/94

March 11, 2024

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)

BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400 001
(Scrip Code: 542337)

Dear Sir/Madam,

Sub: Intimation under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Result of Postal Ballot through remote e-voting process.

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results on the Special resolutions for the matters as set out in the Postal Ballot Notice dated February 1, 2024, along with the Scrutinizer's Report dated March 11, 2024.

The said details are also being uploaded on the Company's website and on the website of National Securities and Depositories Limited (NSDL) and also displayed on the Notice Board of the Registered Office of the Company.

Kindly take the above mentioned information on record and oblige.

Thanking You.

Yours faithfully,
For Spencer's Retail Limited

Vikash Kumar Agarwal
Company Secretary & Compliance Officer

Encl.: As Above

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

Postal Ballot through remote e-Voting of Spencer's Retail Limited- Voting Results

<u>Sl. No.</u>	<u>Particulars</u>	<u>Details</u>
1.	a) Last date for e-Voting	March 10, 2024
	b) Date of declaration of Postal Ballot results through e-voting	March 11, 2024
2.	Total number of shareholders on record date (the cut-off date for determining shareholders entitled to vote, being February 2, 2024)	50,206
3.	No. of shareholders present in the meeting either in person or through proxy Promoter & Promoter Group: Public:	Not Applicable
4.	No. of shareholders who attended the meeting through Video Conferencing Promoter & Promoter Group: Public:	Not Applicable

Item No. 1

Spencer's Retail Limited								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Debanjan Mandal (DIN:00469622) as an Independent Director of the Company				
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	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0	0
	Postal Ballot (if applicable)		-	0.0000	-	-	0	0
	Total		53008514	53008514	100.0000	53008514	0	100.0000
Public-Institutions	E-Voting	10245710	796395	7.7730	796395	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0	0
	Postal Ballot (if applicable)		-	0.0000	-	-	0	0
	Total		10245710	796395	7.7730	796395	0	100.0000
Public- Non Institutions	E-Voting	26877785	83726	0.3115	74365	9361	88.8195	11.1805
	Poll		-	0.0000	-	-	0	0
	Postal Ballot (if applicable)		-	0.0000	-	-	0	0
	Total		26877785	83726	0.3115	74365	9361	88.8195
Total		90132009	53888635	59.7886	53879274	9361	99.9826	0.0174
Whether resolution is Pass or Not.							Yes	

Item No.2

Spencer's Retail Limited								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Creation of Charge on the movable and immovable properties of the Company				
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	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0	0
	Postal Ballot (if applicable)		-	0.0000	-	-	0	0
	Total		53008514	53008514	100.0000	53008514	0	100.0000
Public-Institutions	E-Voting	10245710	796395	7.7730	796395	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0	0
	Postal Ballot (if applicable)		-	0.0000	-	-	0	0
	Total		10245710	796395	7.7730	796395	0	100.0000
Public- Non Institutions	E-Voting	26877785	82436	0.3067	67962	14474	82.4421	17.5579
	Poll		-	0.0000	-	-	0	0
	Postal Ballot (if applicable)		-	0.0000	-	-	0	0
	Total		26877785	82436	0.3067	67962	14474	82.4421
Total		90132009	53887345	59.7871	53872871	14474	99.9731	0.0269
Whether resolution is Pass or Not.							Yes	



PVK & ASSOCIATES
Company Secretaries

8A, UG CS Ansal Corporate Suites,
Ansal Plaza, Sector-1, Vaishali GZB, NCR-201010
Mob : (+91) 9312215450, 9654583800
E-mail : cspankajgumla@gmail.com

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Management and Administration) Rules, 2014 and subsequent amendments thereon)

To
The Chairman
Spencer's Retail Limited
(CIN: L74999WB2017PLC219355)
Duncan House, 31, Netaji Subhas Road,
Kolkata - 700001

Dear Sir,

Sub: Scrutinizers Report on remote e-voting pursuant to the provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Pankaj Kumar, Proprietor of PVK & Associates, Company Secretaries having its office at 1B Takshshila Society, Abhay Khand-3, Indirapuram, Ghaziabad-201010 (U.P.) was appointed as Scrutinizer by the Board of Directors, for the purpose of scrutinizing the Postal Ballot by way of remote electronic voting process, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Postal Ballot Notice dated 1st February, 2024.

I submit my report as under:-

1. The Company had provided facility of casting vote to the members of the Company through electronic means.
2. The remote e-voting period remained open from Saturday, February 10, 2024 at 9.00 A.M. (IST) and ended on Sunday, March 10, 2024 at 5.00 P.M. (IST) on the designated website via NSDL Voting Platform.
3. The Shareholders of the Company as on the "cut off" date i.e. 2nd February, 2024 were entitled to avail the facility of remote e-voting on the proposed resolutions as set out in the Postal Ballot Notice dated 1st February, 2024.



Registered office : 1B, Takshshila Society, Abhay Khand-3, Indirapuram, Ghaziabad-201010 (U.P.)

4. 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>).
5. I have scrutinized and reviewed the remote e-voting and votes cast therein based on the data downloaded from the NSDL e-voting system. I have unblocked the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company namely Mr. Sachin Kumar Shrivastva and Mr. Uttam Kumar
6. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting on the resolutions contained in the Postal Ballot Notice.

My responsibility as scrutinizor for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

The summary of results of remote e-voting is as under:

SPECIAL BUSINESS:

Item No. 1:- Special Resolution

RE-APPOINTMENT OF MR. DEBANJAN MANDAL (DIN - 00469622) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

(i) Voted in favor of the resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E- Voting	292	53879274	99.98
Physical	-	-	-
Total	292	53879274	99.98

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E- Voting	38	9361	0.02
Physical	-	-	-
Total	38	9361	0.02



(iii) Invalid Votes

	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E- Voting	-	-
Physical	-	-
Total	-	-

Item No. 2:-Special Resolution

CREATION OF CHARGE ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY

(i) Voted in favour of the resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E- Voting	290	53872871	99.97
Physical	-	-	-
Total	290	53872871	99.97

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E- Voting	39	14474	0.03
Physical	-	-	-
Total	39	14474	0.03

(iii) Invalid Votes

	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E- Voting	-	-
Physical	-	-
Total	-	-



All the relevant records have been handed over to the Company Secretary of the Company for safe keeping.

Thanking You.

Yours faithfully,
For PVK & ASSOCIATES



Pankaj Kumar
Company Secretary in Practice
CP. No.: 20994


UDIN: A012208E003564859

Place: Indrapuram (Ghaziabad)

Date: 11.03.2024



Received by :-
For Spencer's Retail Limited



Vikash Kumar Agarwal
Company Secretary and Compliance Officer

