

28 June, 2019

Manager (Listing)
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 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

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 the Special Business transacted through Postal Ballot Notice dated May 17, 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 June 28, 2019, issued by Mr. Anil Murarka, Practicing Company Secretary (Membership no. FCS 3150 / CP 1857), the Special Resolution as per Postal Ballot Notice dated May 17, 2019 stands passed with requisite majority. The Special Resolution is deemed to have been passed on the last date of the receipt of duly completed Postal Ballot Forms and on the date of completion of E-Voting, i.e. on June 27, 2019.

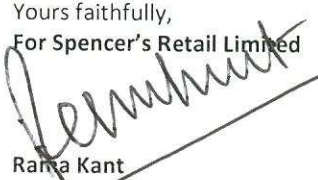
We are also attaching herewith the statement as required under regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 17th May, 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) at their Meeting held on 17th May, 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 Special Resolution contained in the Notice dated 17th May, 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 above, based on the reports generated from the e-voting system provided by National

...2





::2::

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, 27th June, 2019.

3. The Company dispatched Postal Ballot Notice dated 17th May, 2019, 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 along with prepaid self-addressed business reply envelope have been sent by permitted mode.
4. The Company provided the facility of voting on the Special Resolution proposed in the Notice dated 17th May, 2019 through Postal Ballot as well as Electronic means to persons who were shareholders as on cut-off date i.e. 22nd May, 2019.
5. In accordance with the Notice dated 17th May, 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 29th May, 2019, the e-voting commenced at 9:00 a.m.(IST) on Wednesday, 29th May, 2019 and ended on Thursday, 27th June, 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.
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, 27th June, 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.

...3





::3::

8. After the time fixed for closing of e-voting, i.e. 5:00 p.m. (IST) on Thursday, 27th June, 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 Resolution contained in the Postal Ballot Notice dated 17th May, 2019, as under:-

Item No. 1: SPECIAL RESOLUTION

Approval for acquisition of "Natures Basket Limited" pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder:

"RESOLVED that pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (the Board) to invest in / acquire 44,58,30,000 fully paid-up equity shares of Rs. 10/- each of Natures Basket Limited (NBL), a wholly owned subsidiary of Godrej Industries Limited (GIL), both NBL and GIL having their registered office at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079 for a sum not exceeding Rs. 300 crore (subject to any agreed adjustment), notwithstanding that the said investment so made or to be made may exceed the limits laid down under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute a Share Purchase Agreement with GIL and NBL for the purpose of the above investment/acquisition of NBL's aforesaid equity shares by the Company.



::4::

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above-mentioned investment including the timing and other terms and conditions of such investments and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the aforesaid limit and conditions stipulated in the Act.

(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	249	349	598	25563	51391179	51416742	93.648
Against	7	55	62	179	3487612	3487791	6.3532
Total	256	404	660	25742	54878791	54904533	100.000

(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	19	0	19	291827	0	291827



::5::

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 : 28th June, 2019



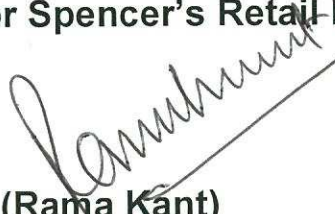

(ANIL MURARKA)
FCS No. 3150
CoP No. 1857

Witness 1 : Yashika Poddar
(YASHIKA PODDAR)

Witness 2 : Payal Agarwal
(PAYAL AGARWAL)

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]

1 - Approval for acquisition of Natures Basket Limited pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder.

Resolution Required : Special

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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	42458320	42458320	100.0000	42458320	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		42458320	100.0000	42458320	0	100.0000	0.0000	0
Public Institutions	E-Voting	15828119	10464843	66.1155	7027269	3437574	67.1512	32.8488	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		10464843	66.1155	7027269	3437574	67.1512	32.8488	0
Public Non Institutions	E-Voting	21247787	1955628	9.2039	1905590	50038	97.4413	2.5587	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		25742	0.1213	25563	179	99.3059	0.6940	291827
	Total		1981370	9.3252	1931153	50217	97.4413	2.5587	291827
Total		79534226	54904533	69.0326	51416742	3487791	93.6475	6.3525	291827