SRL:SEC:SE:2026-27/31

September 11, 2026

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: Outcome / Voting Result of the Ninth Annual General Meeting (AGM)

Pursuant to Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we hereby submit the following document(s)/disclosure(s) in connection with the Ninth AGM of the Company held today:

1. Proceedings of the Ninth AGM pursuant to Regulation 30 read with Part-A of Schedule III of SEBI Listing Regulations - **Annexure I**.

2. Voting Results on the items of business transacted at the Ninth AGM pursuant to Regulation 44(3) of the SEBI Listing Regulations - **Annexure II**.

3. Consolidated Scrutinizer's Report on E-voting - **Annexure III**.

The aforesaid results are also being uploaded on the Company's website and website of the National Securities Depository Limited, and will also be displayed on the Notice Board at the registered office of the Company.

You are requested to kindly take the abovementioned information on record and oblige.

Thanking you.

Yours faithfully,
For Spencer's Retail Limited

NAVIN KUMAR RATHI
Digitally signed by NAVIN KUMAR RATHI
Date: 2026.09.11 19:44:26 +05'30'

Navin Kumar Rathi
Company Secretary & Compliance Officer

Encl: as above

CC:

National Securities Depository Limited
3rd Floor, Naman Chamber,
Plot C-32, G-Block,
Bandra Kurla Complex, Bandra East,
Mumbai-400 051

Central Depository Services (India) Limited
Marathon Futurex, A-wing,
25th Floor, N.M Joshi Marg,
Lower Parel,
Mumbai-400013

Annexure I

Summary of the Proceedings of the Ninth Annual General Meeting (AGM)

A. Date, time and venue of the AGM:

The Ninth AGM of the Company was held on Friday, September 11, 2026, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and all the business(es) as set out in the Notice dated May 21, 2026 were transacted at the meeting. The Meeting commenced at 3:00 P.M. (IST) and concluded at 3:45 P.M. (IST).

B. Proceedings in brief:

- Mr. Shashwat Goenka, Chairman, chaired the meeting in accordance with Article 85 of the Articles of Association of the Company.

- 117 Members attended the meeting out of whom 9 Members were represented by their authorized representatives at the AGM.

- The requisite quorum being present, the Chairman declared the meeting open and welcomed the Members, Board of Directors, Statutory Auditors, Secretarial Auditors and Scrutinizer to the meeting.

- The Chairman then advised the Company Secretary to brief the Members on some of the basic rules relating to the AGM. The Company Secretary, inter-alia, stated the following:

  a. The Auditor's Report on the Financial Statements of the Company did not contain any qualification(s), observation(s) and/or adverse remark(s).

  b. The Company had provided the facility to the Members to cast their votes by way of e-Voting.

  c. Registers and Documents as statutorily required to be maintained were made accessible electronically for inspection during the continuance of the Meeting.

  d. Questions & Answers session for the registered speaker members would commence after all the Resolutions set out in the Notice were tabled.

  e. The e-voting facility was also available for 15 minutes post conclusion of the AGM.

- In terms of the Notice dated May 21, 2026 convening the AGM of the Company, the following items of business were placed for members for their consideration and approval:

ORDINARY BUSINESS

Item No.	Details of the Agenda	Resolution Required
1	Adoption of Financial Statements (Standalone & Consolidated) of the Company and Reports of Board of Directors and Auditors for the Financial Year ended March 31, 2026.	Ordinary Resolution
2	Re-appointment of Mr. Anuj Singh (DIN - 09547776) as a Director of the Company, who retires by rotation.	Ordinary Resolution

SPECIAL BUSINESS

3	Increase in Borrowing Limits of the Company upto an additional amount of Rs. 350 Crores under Section 180(1)(c) of the Companies Act, 2013.	Special Resolution
4	Creation of Charge / Security on the Movable and Immovable Properties of the Company upto an additional amount of Rs. 450 Crores under Section 180(1)(a) of the Companies Act, 2013.	Special Resolution

- The Chairman then invited the pre-registered Members to share their comments and observations and suitably responded to the same.

- Chairman thereafter announced that the e-Voting results in respect of all the four (4) Resolutions along with the Scrutinizer's report 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 meeting with vote of thanks.

C. Voting by Members:

- The remote e-Voting period commenced on Tuesday, September 8, 2026 at 9:00 A.M. (IST) and had closed on Thursday, September 10, 2026 at 5:00 P.M. (IST), both days inclusive.

- The Company had provided remote e-Voting facility to its members to cast their votes electronically on all four (4) items of the business as set out in the Notice. The facility to vote at the meeting on all four (4) items of the business set out in the Notice, through the electronic voting system, was also made available to the Members who participated in the meeting and had not cast their votes via remote e-Voting.

Note:

The proceedings in Annexure-I does not constitute Minutes of the proceedings of the Ninth Annual General Meeting of the Company.

Annexure II

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

Details of Voting Results

Sl. No	Particulars	Details
1.	Date of the AGM	September 11, 2026
2.	Total number of shareholders on record date i.e. September 4, 2026	48,641
3.	**Total No. of shareholders attended the meeting through Video Conferencing**	117
	A) Promoters and Promoter Groups:	10
	B) Public:	107
4.	Mode of Voting	E-voting

For Spencer's Retail Limited

NAVIN KUMAR RATHI
Digitally signed by NAVIN KUMAR RATHI
Date: 2026.09.11 19:45:00 +05'30'

Navin Kumar Rathi
Company Secretary & Compliance Officer

Spencer's Retail Limited								
Resolution Required :Ordinary			1 - Adoption of Financial Statements (Standalone & Consolidated) of the Company and Reports of Board of Directors and Auditors for the Financial Year ended March 31, 2026					
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
	Total		**53008514**	**100.0000**	**53008514**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	7642881	2627945	34.3842	2627945	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		**2627945**	**34.3842**	**2627945**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29480614	37247	0.1263	30567	6680	82.0657	17.9343
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**37247**	**0.1263**	**30567**	**6680**	**82.0657**	**17.9343**
Total		**90132009**	**55673706**	**61.7691**	**55667026**	**6680**	**99.9880**	**0.0120**

SPENCER'S RETAIL LIMITED

Spencer's Retail Limited

Resolution Required :Ordinary	2 - Re-appointment of Mr. Anuj Singh (DIN - 09547776) as a Director of the Company, who retires by rotation.
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
	Total		**53008514**	**100.0000**	**53008514**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	7642881	2627945	34.3842	2627945	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		**2627945**	**34.3842**	**2627945**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29480614	37247	0.1263	30242	7005	81.1931	18.8069
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**37247**	**0.1263**	**30242**	**7005**	**81.1931**	**18.8069**
Total		**90132009**	**55673706**	**61.7691**	**55666701**	**7005**	**99.9874**	**0.0126**

SPENCER'S RETAIL LIMITED

Spencer's Retail Limited								
Resolution Required :Special			3 - Increase in Borrowing Limits of the Company upto an additional amount of Rs. 350 Crores under Section 180(1)(c) of the Companies Act, 2013.					
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
	Total		**53008514**	**100.0000**	**53008514**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	7642881	2627945	34.3842	2627945	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		**2627945**	**34.3842**	**2627945**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29480614	37247	0.1263	30290	6957	81.3220	18.6780
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**37247**	**0.1263**	**30290**	**6957**	**81.3220**	**18.6780**
Total		**90132009**	**55673706**	**61.7691**	**55666749**	**6957**	**99.9875**	**0.0125**

SPENCER'S RETAIL LIMITED

Spencer's Retail Limited									
Resolution Required :Special			4 - Creation of Charge / Security on the Movable and Immovable Properties of the Company upto an additional amount of Rs. 450 Crores under Section 180(1)(a) of the Companies Act, 2013.						
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	
	Total		**53008514**	**100.0000**	**53008514**	**0**	**100.0000**	**0.0000**	
Public Institutions	E-Voting	7642881	2627945	34.3842	2627945	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		**2627945**	**34.3842**	**2627945**	**0**	**100.0000**	**0.0000**	
Public Non Institutions	E-Voting	29480614	37247	0.1263	30290	6957	81.3220	18.6780	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		**37247**	**0.1263**	**30290**	**6957**	**81.3220**	**18.6780**	
Total		**90132009**	**55673706**	**61.7691**	**55666749**	**6957**	**99.9875**	**0.0125**	

SPENCER'S RETAIL LIMITED

MANOJ SHAW & CO.
COMPANY SECRETARIES

"PODDAR COURT" 18, Rabindra Sarani
Gate No. 1, 3rd Floor, Room No. 331,
Kolkata - 700001
:033 - 4603 1517
E-mail : shawmanoj2003@gmail.com
shawmanoj2003@yahoo.co.in

CONSOLIDATED 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
Duncan House, 31, Netaji Subhas Road,
Kolkata – 700001, West Bengal

Sub: Consolidated Scrutinizer's Report on the "Remote Electronic Voting" and "Electronic Voting during the Annual General Meeting", in respect of the resolutions as set out in the notice dated May 21, 2026 of the 9th Annual General Meeting ("AGM") of M/s. Spencer's Retail Limited (CIN: L74999WB2017PLC219355), held on September 11, 2026 through Video Conference ("VC") / Other Audio-Visual Means ("OAVM")

I, Manoj Prasad Shaw, Company Secretary in Practice, having membership no. FCS: 5517, CP: 4194, Proprietor of Manoj Shaw & Co. was appointed by the Board of Directors of **SPENCER'S RETAIL LIMITED** (hereinafter referred to as "the Company"), as the Scrutinizer for the purpose of scrutinizing the Remote E-voting and E-Voting on the date of AGM, (which was made available to those shareholders who attended the AGM and did not cast their votes through Remote E-voting process), in a fair and transparent manner and ascertaining the requisite majority carried out, as per the provision of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subsequent amendments, if any, in respect of the resolutions contained in the Notice convening the AGM for approval of the members therein.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules made thereon and Listing Regulations, 2015, relating to voting through electronic means on the resolutions contained in the Notice of the said AGM.

MANOJ SHAW & CO. FCS 5517 CP 4194 Company Secretaries

My responsibility as a Scrutinizer for the E-Voting on the date of AGM and Remote E-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast **"In Favour"** or **"Against"** the resolutions as stated in the Notice of the said AGM, based on the report generated from the E-voting system provided by NSDL, the authorized Agency to provide E-voting facility, engaged by the Company.

In this regard, I submit my report as hereunder:-

a) The Company had provided facility of casting vote to the members of the Company through electronic means.

b) The Remote e-voting period remained open from Tuesday, September 8, 2026 (9:00 a.m. IST) and ended on Thursday, September, 10, 2026 (5:00 p.m. IST) both days inclusive.

c) The members of the Company holding shares as on Cut-off date i.e. September 4, 2026 were entitled to vote on the Resolutions as set out in the Notice.

d) The Company had followed the process as required under Rule 20 of the Rules, in respect of providing voting through electronic means.

e) After fifteen minutes of conclusion of the AGM through VC/ OAVM, I unblocked the votes cast through E-voting on the date of AGM and remote E-voting, in the presence of two witnesses who were not in employment of the Company and the E-voting result / list of equity shareholders who have voted **"IN FAVOUR"** and **"AGAINST"** were downloaded from the E-voting website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.

f) The particulars of all the votes cast through E-voting process have been recorded in a register separately maintained for the purpose.

The Consolidated results of voting i.e. remote E-voting and voting through electronic voting on the date of AGM by NSDL is as hereunder:-

MANOJ SHAW & CO. FCS-5517 CP-4194 Company Secretaries

ORDINARY BUSINESS:

Item No.1- Ordinary Resolution

Adoption of Financial Statements (Standalone and Consolidated) of the Company and Reports of Board of Directors and Auditors for the Financial Year ended March 31, 2026:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total no. of members who voted	Total no. of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	176	55666961	9	65	185	55667026	99.9880
Voted against the resolution	18	6679	1	1	19	6680	0.012
Total	194	55673640	10	66	204	55673706	100

Item No.2- Ordinary Resolution

Re-appointment of Mr. Anuj Singh (DIN - 09547776) as a Director of the Company, who retires by rotation:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total no. of members who voted	Total no. of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	171	55666636	9	65	180	55666701	99.9874
Voted against the resolution	23	7004	1	1	24	7005	0.0126
Total	194	55673640	10	66	204	55673706	100

MANOJ SHAW & CO.
FCS-5517
CP-4194
Company Secretaries

SPECIAL BUSINESS:

Item No. 3- Special Resolution

Increase in Borrowing Limits of the Company upto an additional amount of Rs. 350 Crores under Section 180(1)(c) of the Companies Act, 2013:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total no. of members who voted	Total no. of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	172	55666685	8	64	180	55666749	99.9875
Voted against the resolution	22	6955	2	2	24	6957	0.0125
Total	**194**	**55673640**	**10**	**66**	**204**	**55673706**	**100**

Item No. 4- Special Resolution

Creation of Charge or Security on the Movable and Immovable Properties of the Company upto an additional amount of Rs. 450 Crores under Section 180(1)(a) of the Companies Act, 2013:

	Remote e-voting		E-voting on the date of AGM		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total no. of members who voted	Total no. of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	172	55666685	8	64	180	55666749	99.9875
Voted against the resolution	22	6955	2	2	24	6957	0.0125
Total	**194**	**55673640**	**10**	**66**	**204**	**55673706**	**100**

MANOJ SHAW & CO.
Company Secretaries

All the relevant records have been handed over to the Company Secretary of the Company as authorized by the Board of Directors in this behalf for safe keeping.

Thanking you,

Yours faithfully,
For **Manoj Shaw & Co.**
(Manoj Prasad Shaw)

MANOJ SHAW & CO.
FCS-5517
CP-4194
Company Secretaries

Manoj Prasad Shaw

(Scrutinizer)
(FCS-5517; CP-4194)
PEER REVIEW NO: 1243/2021
UDIN: F005517H001458287

Date: 11.09.2026
Place: Kolkata

WITNESS 1: Nikita Chokhani
(NIKITA CHOKHANI)

WITNESS 2: Parbin Chaurasia
(PARBIN CHAURASIA)

Counter-signed by
For Spencer's Retail Limited

SPENCER'S RETAIL LIMITED

Navin K. Rathi

Navin Kumar Rathi
Company Secretary