

SRL:SEC:SE: 2019-20/61

16 July, 2019

The 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)**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

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

Dear Sir,

Sub: Certificate of Reconciliation of Share Capital Audit

In accordance with SEBI Circular No. D&CC/FITC/CIR-16/2002 dated 31 December 2002 and as amended vide its Circular No. CIR/MRD/DP/30/2010 dated 6 September 2010, we submit herewith Audit Report dated 09 July, 2019 in regard to Reconciliation of the Share Capital of the Company for the quarter ended 30 June, 2019 issued by M/s. S.M.Gupta & Co.

This is for your information and record.

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

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

Ref. No.....

Dated

Certificate of Reconciliation of Share Capital Audit
[See Regulation 76 of SEBI (Depositories and Participants)
Regulations, 2018]

We have audited the relevant records and documents of **M/s. SPENCER'S RETAIL LIMITED (CIN : L74999WB2017PLC219355)** for the quarter ended 30th June, 2019 for the purpose of issuing Certificate of reconciliation of share capital with both the Depositories and the total issued and listed capital as required pursuant to Notification No. SEBI/LAD-NRO/GN/2018/40 dated 3rd October, 2018 issued by the Securities & Exchange Board of India (SEBI) and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose of this certification and on the basis of information and explanations given to us and according to the examinations carried out by us, we do hereby certify that in our opinion and according to the best of our information and belief:

- (1) The total of the shares held in the NSDL, CDSL and in the physical form is annexed hereto in the format as prescribed by SEBI and the same tallies with the paid-up capital of the Company.
- (2) The Register of Members is updated.
- (3) Valid dematerialisation requests have been confirmed within the stipulated period.
- (4) There has been no change in the paid-up share capital of the company during the above quarter.

Place : Kolkata

Dated: **09 JUL 2019**

Signature :

Name :

Membership No. :

C. P. Number :

S. M. Gupta

S. M. GUPTA

FCS - 896

2053



Annexure

1.	<i>For Quarter ended</i>	30 th June, 2019					
2.	<i>ISIN</i>	INE020801028					
3.	<i>Face Value</i>	Fully paid-up Equity Shares of Rs.5/- each					
4.	<i>Name of the Company</i>	SPENCER'S RETAIL LIMITED					
5.	<i>Registered Office Address</i>	Duncan House, 31, Netaji Subhas Road, Kolkata – 700 001					
6.	<i>Correspondence Address</i>	Duncan House, 31, Netaji Subhas Road, Kolkata – 700 001					
7.	<i>Telephone & Fax Nos.</i>	Ph: (033) 6625-7700					
8.	<i>Email Address</i>	spencers.secretarial@rp-sg.in					
9.	<i>Names of the Stock Exchanges where the Company's securities are listed</i>	1) BSE Limited (BSE) 2) National Stock Exchange of India Limited (NSE) 3) The Calcutta Stock Exchange Ltd (CSE)					
		<i>Number of shares</i>	1. 7,95,34,226 Equity shares of Rs. 5/- each 2. 5,00,000 Preference shares of Rs. 100/- each				
10.	<i>Capital under this ISIN</i>	7,95,34,226	Rs. 39,76,71,130				
11.	<i>Listed Capital (Exchange-wise) (ISIN-wise)</i>	7,95,34,226	Rs. 39,76,71,130				
			% of Total capital				
12.	<i>Held in Dematerialised form in CDSL</i>	79,38,715	9.98%				
13.	<i>Held in Dematerialised form in NSDL</i>	7,07,70,485	88.98%				
14.	<i>Physical</i>	8,25,026	1.04%				
15.	<i>Total No. of Shares (12+13+14)</i>	7,95,34,226	(As per RTA Certificate)				
16.	<i>Reasons for difference, if any</i>	N. A.					
17.	<i>Certifying the details of changes in share capital during the quarter under consideration as per Table below:</i>						
	<i>Particulars*</i>	<i>No. of shares</i>	<i>Applied/ Not applied for Listing</i>	<i>Listed on Stock exchanges (Specify Names)</i>	<i>Whether intimated to CDSL</i>	<i>Whether intimated to NSDL</i>	<i>In-prin.appr pending for SE (Specify Names)</i>
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* Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)							



18.	<i>Register of Members updated (Yes/No) If not, updated upto which date</i>	Yes		
19.	<i>Reference of previous quarter with regards to excess dematerialized shares, if any</i>	N.A.		
20.	<i>Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?</i>	N. A.		
21.	<i>Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: (As per RTA Certificate)</i>			
	<i>Total No. of Demat requests</i>	<i>No. of requests</i>	<i>No. of shares</i>	<i>Reasons for delay</i>
	<i>Confirmed after 21 days</i>	N.A.	N.A.	N.A.
	<i>Pending for more than 21 days</i>	N.A.	N.A.	N.A.
22.	<i>Name, Telephone & Fax no. of the Compliance Officer of the Company</i>	Mr. Rama Kant, Company Secretary Membership No: FCS 4818 Tel: (033) 6625-7700		
23.	<i>Name, Address, Telephone & Fax no., Regn. no. of the Auditor</i>	Mr. S. M. Gupta (CP – 2053) M/s. S. M. Gupta & Co., Company Secretaries, P-15, Bentinck Street, Kolkata – 700 001 Tel: (033) 2236 1385; Fax: (033) 2236 7135		
24.	<i>Appointment of common agency for share registry work (if yes, name and address)</i>	Link Intime India Pvt. Limited (Formerly Intime Spectrum Registry Limited), 59C, Chowringhee Road, 3 rd Floor, Kolkata – 700 020		
25.	<i>Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, company changed its name etc.)</i>	The Preference shares are not listed.		

