



25 May, 2020

The Manager
Listing Department,
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
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001

Dear Sir,

The General Manager
Department of Corporate Service,
BSE Limited
(Scrip Code: 542337)
Phiroze Jeejeebhoy Tower
Dalal Street

Mumbai - 400 001

Sub.: Quarterly Reconciliation of Share Capital Audit Report - (Quarter from January - March 2020)

We enclose herewith the Quarterly Reconciliation of Share Capital Audit Report for quarter ended March 31, 2020, issued by the Company Secretary in practice M/s S.M. Gupta & Co., pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 and SEBI's circular No. D&CC/FITIC/CIR - 16/2002 dated December 31, 2002.

This is for your information and record.

Thanking you, For Spencer's Retail Limited

Sd/-Rama Kant Company Secretary (FCS 4818)

Encl: As above

Please Note:

- 1. Due to outbreak of CoVID 19 virus and restriction in free movement, this document is submitted to the Stock Exchange(s) with "Sd/-".
- 2. (a) Name of the person submitting the filing: Mr Ankur Agarwal
 - (b) Contact No. of (a): +(91)-9038529646
 - (c) Alternative No.: Mr. Navin Rathi +(91) 7604063832

Spencer's Retail Limited

Fax : (033) 2236-7135 Offi. : 2236 1385,2236 7135

Email: smguptaandco@yahoo.com Phones: Resi.: 2534 8148

smguptaandco@gmail.com Mobile: 98300 57568

Website: www.smgupta.com

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 31st March, 2020 for the purpose of issuing Certificate of reconciliation of the 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 no. 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 dematerialization 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 Signature : Sd/-

Dated: 02.05.2020 Name : S. M. GUPTA

Membership No.: FCS-896

C. P. Number : 2053

UDIN: F000896B000195057

		<u>Annexure</u>						
1.	For Quarter e	nded		31 st March, 2020				
2.	ISIN				INE020801028			
3.	Face Value			Fully paid-up Equity Shares of Rs.5/- each				
					Fully paid-up Non-cumulative and Non-convertible Preference Shares of Rs. 100/- each			
4,	Name of the Company		SPENCER'S RETAIL LIMITED					
,	TValle of the C	company		(CIN: L74999WB2017PLC219355)				
5.	Registered Of	fice Address		Duncan Ho Kolkata-700	s Road,			
	Address where all or any Books of			RPSG HOUSE, 2/4 Judges Court Road,				
	Accounts and papers are maintained			Kolkata-700 027				
6.	Corresponden	ce Address		RPSG HOUSE, 2/4 Judges Court Road, Kolkata-700 027			Road,	
7.	Telephone & Fax Nos.		Tel No (033) 2487 1091					
8.	Email Address		spencers.secretarial@rpsg.in					
9.	Names of the	Stock Eychange	os where	· .				
J.	Names of the Stock Exchanges where the Company's securities are listed		 BSE Limited (BSE) National Stock Exchange of India Limited (NSE) The Calcutta Stock Exchange Limited (CSE) 					
				Number of s	shares			
10.	Issued Capital			7,95,34,226 Eq		Equity Sha	res	
				5,00,000		Preference Shares		
11.	Listed Capital (Exchange-wise)			7	,95,34,226	Equity Sha	res of Rs. 5/-	
	(ISIN wise)	ISIN wise)				each		
						% of Total	Capital	
12.	Held in Demai	terialised form ii	n CDSL	1,36,02,161		17.10%		
13.	Held in Demai	terialised form in	n NSDL	1	,51,50,716	81.92%		
14.	Physical			7,81,349		0.98%		
15.	Total No. of S	hares (12+13+)	14)	7,95,34,226		(As per RTA Certificate)		
16.	Reasons for d	lifference, if any		N.A.				
17.	Certifying the details of changes in share capital during the quarter under consideration as particular trable below: NO CHANGE IN SHARE CAPITAL						sideration as per	
	Particulars*	No. of shares	Applied/	Listed on	Whether	Whether	In-prin. appr	
			Not	Stock	intimated	intimated	pending from	
			applied	exchanges	to CDSL	to NSDL	Stock Exchanges	
			for	(Specify			(Specify Names)	
			Listing	Names)				

	* Rights; Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)						
18.	Register of Members upda If not, updated upto which	ated (Yes/No)	Yes				
19.	Reference of previous quarter with regards to excess dematerialized shares, if any		Nil				
20.	Has the company resolve mentioned in point no. 19 current quarter? If not, re	above in the	N.A.				
21.	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)						
	Total No. Demat Requests	No. of Request	ts	No. Of Shares	Reasons for Delay		
	Confirmed after 21 days	Nil		Nil	N.A.		
	Pending for more than 21 days	Nil		Nil	N.A.		
22.	Name, Telephone & Fax I Compliance Officer of the		Mr. Rama Kant, Company Secretary Membership No: FCS 4818 Tel No (033) 2487 1091				
23.	Name, Address, Telephone & Fax no., Regn. no. of the Auditor		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.	Appointment of common agency for share registry work (if yes, name and address)		Link Intime India Pvt. Limited Vaishno Chamber, 5th Floor, Room No. 502 & 503 6, Brabourne Road, Kolkata-700001 Email Id: kolkata@linkintime.co.in				
25.	Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from Stock Exchange, company changed its name etc.)		 The above Preference Shares are not listed. The Certificate is being issued under the conditions of Lock Down due to COVID-19 with limited available resources. 				