

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 General Manager
Department of Corporate Service,
BSE Limited
(Scrip Code: 542337)
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400 001

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

Dear Sir,

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

Fax : (033) 2236-7135
Email : smguptaandco@yahoo.com
smguptaandco@gmail.com
Website : www.smgupta.com

Offi. : 2236 1385,2236 7135
Phones : Resi. : 2534 8148
Mobile : 98300 57568

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**

	* 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>	Nil	
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. Demat Requests</i>	<i>No. of Requests</i>	<i>No. Of Shares</i>
	<i>Confirmed after 21 days</i>	Nil	Nil
	<i>Pending for more than 21 days</i>	Nil	Nil
22.	<i>Name, Telephone & Fax no. of the Compliance Officer of the Company</i>	Mr. Rama Kant, Company Secretary Membership No: FCS 4818 Tel No. - (033) 2487 1091	
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 Vaishno Chamber, 5th Floor, Room No. 502 & 503 6, Brabourne Road, Kolkata-700001 Email Id: kolkata@linkintime.co.in	
25.	<i>Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from Stock Exchange, company changed its name etc.)</i>	1. The above Preference Shares are not listed. 2. The Certificate is being issued under the conditions of Lock Down due to COVID-19 with limited available resources.	