



**RP-Sanjiv Goenka
Group**

Growing Legacies

spencer's

MAKES FINE LIVING *affordable*

SRL:SEC:SE:2019-20/113

13 January, 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 October - December 2019)

We enclose herewith the quarterly Reconciliation of Share Capital Audit Report for quarter ended December 31, 2019, 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


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 31st December, 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: 7 JAN 2020

Signature : 

Name : S. M. GUPTA

Membership No. : FCS - 896

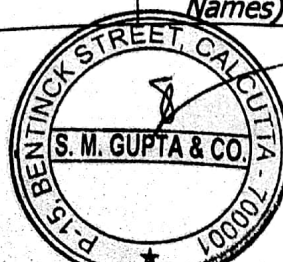
C. P. Number : 2053

UDIN: F000896B000020401



Annexure

| | | | | | | | |
|-----|--|--|---|--|----------------------------------|----------------------------------|--|
| 1. | <i>For Quarter ended</i> | 31 st December, 2019 | | | | | |
| 2. | <i>ISIN</i> | INE020801028 | | | | | |
| 3. | <i>Face Value</i> | Fully paid-up Equity Shares of Rs.5/- each Fully paid-up Non-cumulative and Non-convertible Preference Shares of Rs. 100/- each | | | | | |
| 4. | <i>Name of the Company</i> | SPENCER'S RETAIL LIMITED (CIN: L74999WB2017PLC219355) | | | | | |
| 5. | <i>Registered Office Address</i> | Duncan House, 31, Netaji Subhas Road, Kolkata – 700 001 | | | | | |
| | <i>Address where all or any Books of Accounts and papers are maintained</i> | RPSG HOUSE, 2/4 Judges Court Road , Kolkata-700027 | | | | | |
| 6. | <i>Correspondence Address</i> | RPSG HOUSE, 2/4 Judges Court Road , Kolkata-700027 | | | | | |
| 7. | <i>Telephone & Fax Nos.</i> | Ph: (033) 2487 1091 | | | | | |
| 8. | <i>Email Address</i> | spencers.secretarial@rpsg.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> | | | | | |
| 10. | <i>Issued Capital</i> | 7,95,34,226 | Equity Shares | | | | |
| | | 5,00,000 | Preference Shares | | | | |
| 11. | <i>Listed Capital (Exchange-wise) (ISIN-wise)</i> | 7,95,34,226 | Equity Shares of Rs. 5 each/- . | | | | |
| | | | % of Total capital | | | | |
| 12. | <i>Held in Dematerialised form in CDSL</i> | 1,05,47,364 | 13.26% | | | | |
| 13. | <i>Held in Dematerialised form in NSDL</i> | 6,81,82,314 | 85.73% | | | | |
| 14. | <i>Physical</i> | 8,04,548 | 1.01% | | | | |
| 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)</i> |



| | | | | | | | Names) |
|-----|---|------------------------|----------------------|---|-------|-------|--------|
| | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| | <i>* Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)</i> | | | | | | |
| 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) 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 Private Limited, Vaishno Chamber, 5 th 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 SE, company changed its name etc.)</i> | | | 1. The above Preference shares are not listed. | | | |

