

SRL:SEC:SE:2020-21/35

26 July, 2020

The Manager  
Listing Department,  
National Stock Exchange of India Limited  
**(Symbol: SPENCERS)**  
Exchange Plaza, 5<sup>th</sup> 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  
**(Scrip Code: 30028)**  
7, Lyons Range  
Kolkata – 700 001

Dear Sir,

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

We enclose herewith the Quarterly Reconciliation of Share Capital Audit Report for quarter ended June 30, 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**





**Rama Kant**  
**Company Secretary**  
**(FCS 4818)**

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**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 30<sup>th</sup> June, 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 3<sup>rd</sup> 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 including by way of remote audit, we do hereby certify that in our opinion and according to the best of our information and belief:

- (1) The total number 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  
Dated: 23.07.2020

Signature : 

Name : S. M. GUPTA  
Membership No. : FCS-896  
C. P. Number : 2053  
UDIN : **F000896B000495885**

**Annexure**

1.	<i>For Quarter ended</i>		30 <sup>th</sup> June, 2020				
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>		<b>SPENCER'S RETAIL LIMITED (CIN: L74999WB2017PLC219355)</b>				
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-700 027				
6.	<i>Correspondence Address</i>		RPSG HOUSE, 2/4 Judges Court Road, Kolkata-700 027				
7.	<i>Telephone &amp; Fax Nos.</i>		Tel No. - (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 Limited (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>		1,39,84,823	17.58%			
13.	<i>Held in Dematerialised form in NSDL</i>		6,47,68,139	81.44%			
14.	<i>Physical</i>		7,81,264	0.98%			
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: NO CHANGE IN SHARE CAPITAL</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 intimate d to CDSL</i>	<i>Whether intimated to NSDL</i>	<i>In-prin. appr pending from Stock Exchanges (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>	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>Type of Requests</i>	<i>Total No. of Requests confirmed after 21 days</i>
	<i>Total No. of Requests pending beyond 21 days</i>	<i>Reasons for Delay in confirmation of requests</i>
	<i>Demat</i>	<i>2* (90 shares)</i>
	<i>Remat</i>	<i>1* (5 shares)</i>
	* SEBI has granted relaxation in timeline for compliance with regulatory requirements vide Circular No. SEBI/HO/MIRSD/DOP/CIR/P/2020/112 dated 30.06.2020 inter-alia allowing time for processing of demat requests by issuers/RTAs and the period of exclusion shall be from 23.03.2020 to 31.07.2020 as per the said circular.	
22.	<i>Name, Telephone &amp; Fax no. of the Compliance Officer of the Company</i>	Mr. Rama Kant, Company Secretary & Compliance Officer Membership No: FCS 4818 Tel No. - (033) 2487 1091
23.	<i>Name, Address, Telephone &amp; 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 Lockdown due to COVID-19 with limited available resources.