

SRL:SEC:SE:2019-20/90

15 October, 2019

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: Certificate of Reconciliation of Share Capital Audit

In accordance with SEBI Circular No. D&CC/FITTC/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 15 October, 2019 in regard to Reconciliation of the Share Capital of the Company for the quarter ended 30 September, 2019 issued by the Company Secretary in Practise M/s. S.M.Gupta & Co.

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

Fax : (033) 2236-7135
E-mail : smguptaandco@yahoo.com
smguptaandco@gmail.com
Website : www.smguptaco.com

Phones : Offi. : 2236 1385, 2236 7135
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 30th September, 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: 14 OCT 2019

Signature : 

Name : S.M. GUPTA

Membership No. : FCS - 896

C. P. Number : 2053

UDIN: F000896A000074904



Annexure

1.	<i>For Quarter ended</i>	30 th September, 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 (CIN: L74999WB2017PLC219355)					
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>					
10.	<i>Issued Capital</i>	7,95,34,226	Equity Shares				
11.	<i>Listed Capital (Exchange-wise) (ISIN-wise)</i>	7,95,34,226	Equity Shares of Rs. 5 each/- amounting to Rs. 39,76,71,130/-.				
			<i>% of Total capital</i>				
12.	<i>Held in Dematerialised form in CDSL</i>	80,60,818	10.13%				
13.	<i>Held in Dematerialised form in NSDL</i>	7,06,62,362	88.85%				
14.	<i>Physical</i>	8,11,046	1.02%				
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>
	-----	-----	-----	-----	-----	-----	-----
	<i>* Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)</i>						



18.	Register of Members updated (Yes/No) If not, updated upto which date	Yes
19.	Reference of previous quarter with regards to excess dematerialized shares, if any	N.A.
20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	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)	
	<i>Total No. of Demat requests</i>	<i>No. of requests</i>
	<i>Confirmed after 21 days</i>	N.A.
	<i>Pending for more than 21 days</i>	N.A.
22.	Name, Telephone & Fax no. of the Compliance Officer of the Company	Mr. Rama Kant, Company Secretary Membership No: FCS 4818 Tel: (033) 6625-7700
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 Private Limited, Vaishno Chamber, 5 th Floor, Room No. 502 & 503, 6, Brabourne Road, Kolkata-700001
25.	Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, company changed its name etc.)	1. 5,00,000 -0.01% Non-Cumulative Non-Convertible Preference Shares of Rs. 100 each issued are classified as financial liability as per Note No. 15 and 39 to the financial statements as on 31.03.2019. Earlier, it was shown as a part of Paid-Up Capital in the MCA Master Data. 2. The above Preference shares are not listed.

