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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 : U74999WB2017PLC219355)** for the quarter ended 31<sup>st</sup> December, 2018 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 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, 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.

Place : Kolkata

Dated: 29 JAN 2019

Signature

Name

Membership No.

C. P. Number

: S. M. GUPTA

: FCS - 896

: 2053



**Annexure**

1.	For Quarter ended	31 <sup>st</sup> December, 2018					
2.	ISIN	INE020801028					
3.	Face Value	Fully paid-up Equity Shares of Rs.5/- each					
4.	Name of the Company	<b>SPENCER'S RETAIL LIMITED</b>					
5.	Registered Office Address	CESC House, Chowringhee Square, Kolkata – 700 001					
6.	Correspondence Address	CESC House, Chowringhee Square, Kolkata – 700 001					
7.	Telephone & Fax Nos.	Ph: (033) 6625-7600					
8.	Email Address	navin.rathi@rp-sg.in					
9.	Names of the Stock Exchanges where the Company's securities are listed	1) BSE Limited (BSE) 2) National Stock Exchange of India Limited (NSE)					
		Number of shares	1. 7,95,34,226 Equity shares of Rs. 5/- each 2. 5,00,000 Preference shares of Rs. 100/- each				
10.	Capital under this ISIN	7,95,34,226	Rs. 39,76,71,130				
11.	Listed Capital (Exchange-wise) (ISIN-wise)	7,95,34,226	Rs. 39,76,71,130				
			% of Total capital				
12.	Held in Dematerialised form in CDSL	47,15,288	5.93%				
13.	Held in Dematerialised form in NSDL	7,38,76,449	92.89%				
14.	Physical	9,42,489	1.18%				
15.	Total No. of Shares (12+13+14)	7,95,34,226	(As per RTA Certificate)				
16.	Reasons for difference, if any	N. A.					
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
	Particulars*	No. of shares	Applied/ Not applied for Listing	Listed on Stock exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin.appr pending for SE (Specify Names)
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	* Rights, Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)						



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	This is the first Report after listing
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)	
	Total No. of Demat requests	No. of requests
	Confirmed after 21 days	N.A.
	Pending for more than 21 days	N.A.
22.	Name, Telephone & Fax no. of the Compliance Officer of the Company	Mr. Navin Kumar Rathi, Company Secretary Membership No: A35075 Tel: (033) 6625-7600
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 (Formerly Intime Spectrum Registry Limited), 59C, Chowringhee Road, 3 <sup>rd</sup> Floor, Kolkata – 700 020
25.	Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, company changed its name etc.)	1. Pursuant to the Composite Scheme of Arrangement amongst CESC Ltd, the Company and other eight subsidiaries of CESC and their respective shareholders as sanctioned by the Kolkata Bench of the Hon'ble National Company Law Tribunal whereby the retail undertakings of CESC Ltd and erstwhile Spencer's Retail Ltd have been transferred to and vested into Spencer's Retail Ltd (formerly known as RP-SG Retail Ltd) and in consideration thereof:  a) 6 (Six) fully paid up equity share of Rs.5/- each fully paid up of Spencer's Retail Limited (formerly known as RP-SG Retail Limited) for every 10 (Ten) fully paid up equity shares of Rs.10/-



		<p>each held in CESC Limited</p> <p>b) 5,00,000 fully paid up preference shares of Rs. 100/- each to CESC Limited for all the equity shares of erstwhile Spencer's Retail Limited held by CESC Limited.</p> <p>2. The Equity shares have been listed by BSE and NSE w.e.f 25.01.2019 as per their respective listing letters.</p> <p>3. The Preference shares are not listed.</p>
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