

SRL:SEC:SE:2022-23/62

January 13, 2023

The Manager  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G-Block  
Bandra-Kurla Complex  
Bandra (East),  
Mumbai – 400 051  
**(Symbol: SPENCERS)**

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

Dear Sir/Madam,

**Sub: Reconciliation of Share Capital Audit Report for the quarter ended December 31, 2022**

In terms of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, we enclosed herewith the Reconciliation of Share Capital Audit Report for quarter ended December 31, 2022, issued by the Company Secretary in practice M/s. PVK & Associates, Company Secretaries.

You are requested to kindly acknowledge the aforementioned information and oblige.

Thanking you.

**For Spencer's Retail Limited**

**Neelesh Bothra**  
**Chief Financial Officer**

Enc.: As Above

**Spencer's Retail Limited**

Regd. Office: Duncan House, 31, Netaji Subhas Road, Kolkata-700 001  
Corp. Office: RPSG House, 2/4 Judges Court Road, Kolkata-700 027  
Tel: +91 33 2487 1091 Web: www.spencersretail.com  
CIN: L74999WB2017PLC219355



**PVK & ASSOCIATES**  
Company Secretaries

8A, UG CS Ansal Corporate Suites,  
Ansal Plaza, Sector-1, Vaishali GZB, NCR-201010  
Mob : (+91) 9312215450, 9654583800  
E-mail : cspankajgumla@gmail.com

**Certificate of Reconciliation of Share Capital Audit**  
**[Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018]**

We have examined the Register of Members and other records / documents maintained by M/s. **Spencer's Retail Limited (CIN: L74999WB2017PLC219355)** (herein and after referred as "Company") for the quarter ended on December 31, 2022 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 October 3, 2018 issued by the Securities & Exchange Board of India (SEBI) and Regulation 76 of SEBI (Depositories & Participants) Regulations, 2018.

In our opinion and to the best of our knowledge and according to information and explanations furnished to us by Company and based on such verifications as considered necessary, we do hereby certify that:

1. The total number of the shares held in the NSDL, CDSL and in the physical form are 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.

Date: 13<sup>th</sup> January 2023  
Place: Indirapuram  
UDIN: A012288D002961619



For PVK & Associates  
*Pankaj Kumar*  
Pankaj Kumar  
Proprietor  
CP. No. 20994

**Annexure**

Sl. No.	Particulars						
1.	For Quarter ended		31 <sup>st</sup> December, 2022				
2.	ISIN		INE:020801028				
3.	Face Value		Fully paid-up Equity Shares of Rs.5/- each				
4.	Name of the Company		Fully paid-up Non-cumulative and Non-convertible Preference Shares of Rs. 100/- each <b>SPENCER'S RETAIL LIMITED</b> <b>(CIN: L74999WB2017PLC219355)</b>				
5.	Registered Office Address		Duncan House, 31, Netaji Subhas Road, Kolkata-700 001				
	Address where all or any Books of Accounts and papers are maintained		RPSG House, 2/4 Judges Court Road, Kolkata-700 027				
6.	Correspondence Address		RPSG House, 2/4 Judges Court Road, Kolkata-700 027				
7.	Telephone & Fax Nos.		Tel No. - (033) 2487 1091				
8.	Email Address		spencers.secretarial@rpsg.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		Type of Share		
10.	Issued Capital		9,01,32,009		Equity Shares		
			5,00,000		Preference Shares		
11.	Listed Capital (Exchange-wise) (ISIN wise)		9,01,32,009		Equity Shares of Rs. 5/- each		
			No. of Shares		% of Total Capital		
12.	Held in Dematerialised form in CDSL		1,32,70,599		14.72%		
13.	Held in Dematerialised form in NSDL		7,61,29,967		84.46%		
14.	Physical		7,31,443		0.82%		
15.	Total No. of Shares (12+13+14)		9,01,32,009		(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: <b>No Change in Share Capital</b>						
	Particulars (Rights; Bonus, Preferential Issue, ESOPs, amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify))	No. of shares	Applied/ Not applied for Listing	Listed on Stock exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. app pending from Stock Exchanges (Specify Names)
	N.A	N.A	N.A	N.A	N.A.	N.A.	N.A.
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				NIL		
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)			
	Type of Requests	Total No. of Requests confirmed after 21 days	Total No. of Requests pending beyond 21 days	Reasons for Delay in confirmation of Requests
	NIL	NIL	NIL	N.A.
22.	Name, Telephone & Fax no. of the Compliance Officer of the Company		Kindly refer serial no. 25, point no. ii.	
23.	Name, Address, Telephone & Fax no., Regn. no. of the Auditor		<p>For M/s. PVK &amp; Associates Company Secretaries.</p> <p>Mr. Pankaj Kumar</p> <p>1B, Takshshila Society, Abhay Khnad-3, Indrapuram, Ghaziabad, UP-201010 Tel: +91-9312215450</p>	
24.	Appointment of common agency for share registry work (if yes, name and address)		<p>Link Intime India Pvt. Limited Address -C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083 Tel: +91 22 49186270 Email Id - rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in</p>	
25.	Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from Stock Exchange, company changed its name etc.)		<p>i. The aforesaid Preference Shares are not listed on any Stock Exchange.</p> <p>ii. Mr. Rama Kant (FCS 4818) resigned as Company Secretary &amp; Compliance Officer of the Company w.e.f. the closing hours of business on October 10, 2022 and the Company is in process of appointing Company Secretary &amp; Compliance Office in due course.</p>	

