

SRL:SEC:SE:2022-23/29

July 18, 2022

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,

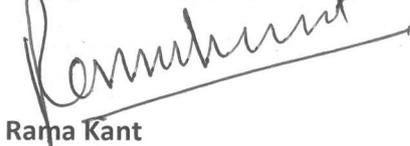
**Sub: Reconciliation of Share Capital Audit Report for the quarter ended June 30, 2022**

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 June 30, 2022, issued by the Company Secretary in practice M/s S.M. Gupta & Co., Company Secretaries.

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

Thanking you,

For Spencer's Retail Limited



**Rama Kant**  
Company Secretary & Compliance Officer  
(FCS 4818)



Enc: 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](http://www.spencersretail.com)

CIN: L74999WB2017PLC219355

Email : smguptaandco@yahoo.com  
smguptaandco@gmail.com  
Website: www.smguptaandco.com

Offi. : 2236 1385, 2236 7135  
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 30<sup>th</sup> June, 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 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 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.

Place: Kolkata  
Date: 18.07.2022

For S. M. Gupta & Co.  
Company Secretaries  
Firm Registration No.: S1993WB816800



S. M. Gupta  
Proprietor  
Membership Number: FCS-896  
C. P. No: 2053  
Peer Review: 2464/2022  
**UDIN: F000896D000642781**

**Annexure**

1.	<i>For Quarter ended</i>		30 <sup>th</sup> June, 2022				
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)				
			<i>Number of shares</i>				
10.	<i>Issued Capital</i>		9,01,32,009	Equity Shares			
			5,00,000	Preference Shares			
11.	<i>Listed Capital (Exchange-wise) (ISIN wise)</i>		9,01,32,009	Equity Shares of Rs. 5/- each			
				% of Total Capital			
12.	<i>Held in Dematerialised form in CDSL</i>		1,29,58,019	14.38%			
13.	<i>Held in Dematerialised form in NSDL</i>		7,64,33,125	84.80%			
14.	<i>Physical</i>		7,40,865	0.82%			
15.	<i>Total No. of Shares (12+13+14)</i>		9,01,32,009	(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 intimated to CDSL</i>	<i>Whether intimated to NSDL</i>	<i>In-prin. app 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>
	Nil	Nil	Nil	N.A.
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 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
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 0.01% Non-cumulative non-convertible redeemable 500,000 preference shares of Rs. 100 each have been classified as "Other Financial Liabilities" and therefore the said capital is not included in the Paid-up equity share capital of the Company. The said Shares are not listed on any Stock Exchange.

