

SRL: SEC: SE: 2021-22/10

May 28, 2021

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

Dear Sir,

**Sub: Annual Secretarial Compliance Report**

In accordance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8 February 2019, we submit herewith the Annual Secretarial Compliance Report of the Company dated May 25, 2021 for the financial year ended March 31, 2021, issued by M/s. S.M. Gupta & Co., Company Secretaries.

This is for your kind information and record.

Thanking you,  
**For Spencer's Retail Limited**





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

**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

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

Offi. : 2236 1385,2236 7135  
Phones : Resi. : 2534 8148  
Mobile : 98300 57568

**S. M. GUPTA & CO.**  
**COMPANY SECRETARIES**  
**P-15 BENTINCK STREET, CALCUTTA-700 001**

Ref. No.....

Dated.....

**Secretarial Compliance Report of**  
**SPENCER'S RETAIL LIMITED**  
**for the year ended 31.03.2021**

**TO THE MEMBERS OF**  
**SPENCER'S RETAIL LIMITED**  
**(Formerly known as "RP-SG RETAIL LIMITED")**

Duncan House,  
31, Netaji Subhas Road,  
Kolkata - 700001,  
West Bengal

We, **S. M. Gupta & Co.**, Practicing Company Secretaries, have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/ guidelines issued thereunder and examined:

- (a) all the documents and records made available to us and explanation provided by **SPENCER'S RETAIL LIMITED** ("the listed entity"), **CIN: L74999WB2017PLC219355**, having its Registered Office at Duncan House, 31, Netaji Subhas Road, Kolkata – 700001, West Bengal and Corporate Office at RPSG House, 2/4 Judges Court Road, Kolkata – 700027, West Bengal
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, including by way of remote audit,

for the financial year ended **31.03.2021** ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder, to the extent applicable to the company, and;
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"), to the extent applicable to the company;



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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the year under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable during the year under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,  
and circulars/ guidelines issued thereunder; to the extent applicable to the company

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	NIL	NIL	NA

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



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- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken By	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	NA	NA	NA	NA

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	NA	NA	NA	NA

Since there were no observations in the report for the previous year, the question of any action being taken by the listed entity did not arise.

This certificate is issued under the precautionary measures of work from home due to COVID-19 with limited resources available to us.

Place: Kolkata  
Date : 25.05.2021



(S. M. Gupta)  
Partner

S. M. GUPTA & CO.  
Company Secretaries

Firm Registration No.: P1993WB046600

Membership No.: .FCS – 896

CP No : 2053

Peer Review No: 718/2020

UDIN: F000896C000367119