

SRL:SEC:SE: 2019-20/42

30 May, 2019

Manager (Listing)
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 Secretary
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: 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 24 May 2019 for the financial year ended 31 March 2019, issued by M/s. S.M. Gupta & Co., Company Secretaries.

Thanking you,

Yours faithfully,

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

2/16/19

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Resi. : 2534 8148
Mobile : 98300 57568

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

Ref. No.....

Dated

**Annual Secretarial Compliance Report
of
Spencer's Retail Ltd
for the year ended 31st March, 2019
[Pursuant to Circular No. CIR/CFD/CMD1/27/2019 dated 08.02.2019 issued by
Securities and Exchange Board of India]**

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by Spencer's Retail Ltd ("the listed entity"),
- (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, for the year ended 31.03.2019 ("Review Period being from the date of listing to the year ending 31.03.2019") 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; 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");

2. 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;
NA
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **NA**



(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **NA**

(g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; **NA**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and 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	NA	NA	NIL

(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 our examination of those records.

(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... (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 this is the first year of this Certificate, there was no occasion for any observation in the previous year.

- The Equity shares have been listed by BSE and NSE w.e.f 25.01.2019 and CSE on 30.01.2019 as per their respective listing letters

Place: Kolkata
Date: 24.05.2019




(S. M. Gupta)
Partner
S. M. Gupta & Co.,
Company Secretaries
Firm Registration No. : P1993WB046600
Membership No. - FCS No:896
C P No. : 2053