

SRL: SEC: SE: 2020-21/13

18 June, 2020

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

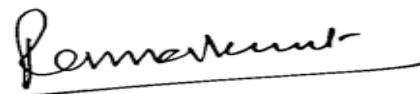
The Secretary
The Calcutta Stock Exchange Limited
(Scrip Code: 30028)
7, Lyons Range
Kolkata – 700 001

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 11 June 2020 for the financial year ended 31 March 2020, issued by M/s. S.M. Gupta & Co., Company Secretaries.

Thanking you,
For Spencer's Retail Limited



Rama Kant
Company Secretary
(FCS 4818)

Encl: as above

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
(Formerly known as RP-SG RETAIL LIMITED)
for the year ended 31.03.2020

TO THE MEMBERS OF
SPENCER'S RETAIL LIMITED

We, **S. M. Gupta & Co.**, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **SPENCER'S RETAIL LIMITED** ("the listed entity") having **CIN: L74999WB2017PLC219355** and Registered office at Duncan House, 31, Netaji Subhas Road, Kolkata, WB 700001 alongwith address other than Registered Office at RPSG House, 2/4 Judges Court Road, Kolkata-700027,
- (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 year ended **31.03.2020** ("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; 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");

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;

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

Ref. No.....

Dated.....

- (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;

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.
- (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:

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.....

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 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 Report is being issued under the conditions of lockdown due to COVID-19 with limited resources available to us.

Place: Kolkata
Date : 11.06.2020

Sd/-

(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: F000896B000334781