

22 May, 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
7, Lyons Range
Kolkata – 700 001

Dear Sir,

Sub: Compliance under Regulation 40(9) & 40(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Pursuant to Regulation 40(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended, we are enclosing herewith a Compliance Certificate issued by a Company Secretary in practice pursuant to Regulation 40(9) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 for the half year ended 31 March, 2020.

Kindly acknowledge the receipt of the same.

Thanking you,
For Spencer's Retail Limited

Sd/-
Rama Kant
Company Secretary
(FCS 4818)

Please Note:

1. Due to outbreak of CoVID 19 virus and restriction in free movement, this document is submitted to the Stock Exchange(s) with "Sd/-".
2. (a) Name of the person submitting the filing: Mr Ankur Agarwal
(b) Contact No. of (a): +(91)-9038529646
(c) Alternative No.: Mr. Navin Rathi - +(91) 7604063832

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

CERTIFICATE
FOR THE HALF YEAR ENDED 31.03.2020

We have examined all Share Transfer Deeds, Register of Transfers, files and other documents relating to **M/s. SPENCER'S RETAIL LIMITED (CIN: L74999WB2017PLC219355)**, Duncan House, 31, Netaji Subhas Road, Kolkata- 700 001 maintained by them and their Share Transfer Agents M/s. Link Intime India Pvt. Limited pertaining to transfer of equity shares of the company for the period from **01.10.2019** to **31.03.2020** for the purpose of issuing a Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information/ explanation provided by the Company/ STA and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose of this certification, we hereby certify that the Company has generally issued during the above half year:-

- A) Share Certificate(s) relating to valid Share Transfer Deeds (re-lodgement cases) received during the period from **01.10.2019** to **31.03.2020** as entered in the Register of Transfers within thirty days from respective date of lodgment of such deed excepting those rejected on technical grounds.
- B) Share Certificate(s) in respect of valid requests for sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies wherever applicable within thirty days of lodgment.

The Certificate is being issued under the conditions of Lockdown due to COVID-19 with limited available resources.

Place: Kolkata
Date : 19.05.2020

Signature : Sd/-
Name : S.M.GUPTA
Membership No : FCS-896
C. P. Number : 2053
UDIN : **F000896B000255304**