

**Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
(As on 31 December,2018)**

1.	Name of Listed Entity: Spencer's Retail Limited (formerly known as RP-SG RETAIL LIMITED)		
2.	Scrip Code/Name of Scrip/Class of Security: Not Applicable		
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)		
	a.	If under 31(1)(b) then indicate the report for Quarter ending	
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment	
4.	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?	Yes	
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

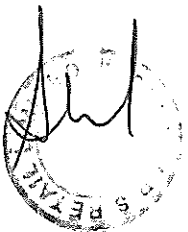
* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



Spencer's Retail Limited (formerly known as RP-SG RETAIL LIMITED)

Table I - Summary Statement holding of specified securities

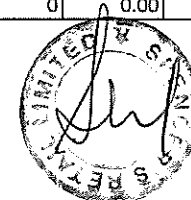
Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share	Number of Locked in		Number of Shares		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Class: NIL	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(A)	Promoter &	13	39703320	0	0	39703320	49.92	39703320	0	39703320	49.92	0	49.92	0	0.00	0	0.00	39703320
(B)	Public	58257	39826147	0	0	39826147	50.08	39826147	0	39826147	50.08	0	50.08	0	0.00	NA		38883658
(C)	Non Promoter- Non	1	0	0	4759	4759	0.00	0	0	0	0.00	0	0.00	0	0.00	NA		4759
(C1)	Shares underlying	1	0	0	4759	4759	NA	0	0	0	0.00	0	0.00	0	0.00	NA		4759
(C2)	Shares held by	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA		0
	Total	58271	79529467	0	4759	79534226	100.00	79529467	0	79529467	100.00	0	100.00	0	0.00	0	0.00	78591737



Spencer's Retail Limited (formerly known as RP-SG RETAIL LIMITED)

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group																			
	Category & Name of the Shareholders	PAN	No. of sharehold er	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlyin g Depositor y Recelpts	Total nos. shares held	Shareholdin g % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in		Number of Shares		Number of equity shares held in demateri alized form	
									No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
									Class: Equity Shares	Class: NIL	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)			(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)	
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		5	170530	0	0	170530	0.21	170530	0	170530	0.21	0	0.21	0	0.00	0	0.00	170530
	SANJIV GOENKA	AEFPG4689G		80876	0	0	80876	0.10	80876	0	80876	0.10	0	0.10	0	0.00	0	0.00	80876
	SHASHWAT GOENKA	AOUPG0553L		66844	0	0	66844	0.08	66844	0	66844	0.08	0	0.08	0	0.00	0	0.00	66844
	PREETI GOENKA	AEFPG4690B		15133	0	0	15133	0.02	15133	0	15133	0.02	0	0.02	0	0.00	0	0.00	15133
	SANJIV GOENKA	AAFHS9493E		7377	0	0	7377	0.01	7377	0	7377	0.01	0	0.01	0	0.00	0	0.00	7377
	AVARNA GOENKA .	AHFPG0255P		300	0	0	300	0.00	300	0	300	0.00	0	0.00	0	0.00	0	0.00	300
(b)	Central Government/ State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/ Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other (specify)		8	39532790	0	0	39532790	49.71	39532790	0	39532790	49.71	0	49.71	0	0.00	0	0.00	39532790
1	Bodies Corporates		8	39532790	0	0	39532790	49.71	39532790	0	39532790	49.71	0	49.71	0	0.00	0	0.00	39532790
	RAINBOW INVESTMENTS LIMITED	AAACR3915Q		35277979	0	0	35277979	44.36	35277979	0	35277979	44.36	0	44.36	0	0.00	0	0.00	35277979
	STEL HOLDINGS LIMITED	AADCS3332H		1496082	0	0	1496082	1.88	1496082	0	1496082	1.88	0	1.88	0	0.00	0	0.00	1496082
	PHILLIPS CARBON BLACK LIMITED	AABCP5762E		1011718	0	0	1011718	1.27	1011718	0	1011718	1.27	0	1.27	0	0.00	0	0.00	1011718
	SAREGAMA INDIA LIMITED	AAACT9815B		755992	0	0	755992	0.95	755992	0	755992	0.95	0	0.95	0	0.00	0	0.00	755992

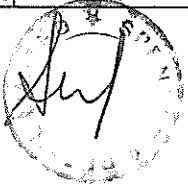


	INTEGRATED COAL MINING LIMITED	AAACI5584L		645218	0	0	645218	0.81	645218	0	645218	0.81	0	0.81	0	0.00	0	0.00	645218
	KOLKATA METRO NETWORKS LIMITED	AABCR2354Q		171000	0	0	171000	0.22	171000	0	171000	0.22	0	0.22	0	0.00	0	0.00	171000
	CASTOR INVESTMENTS LIMITED	AAFCC9163J		150000	0	0	150000	0.19	150000	0	150000	0.19	0	0.19	0	0.00	0	0.00	150000
	DOTEX MERCHANDISE PRIVATE LIMITED	AAACD9470A		24801	0	0	24801	0.03	24801	0	24801	0.03	0	0.03	0	0.00	0	0.00	24801
	Sub-Total (A)(1)		13	39703320	0	0	39703320	49.92	39703320	0	39703320	49.92	0	49.92	0	0.00	0	0.00	39703320
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(f)	Any Other (specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		13	39703320	0	0	39703320	49.92	39703320	0	39703320	49.92	0	49.92	0	0.00	0	0.00	39703320

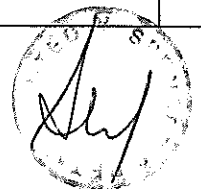


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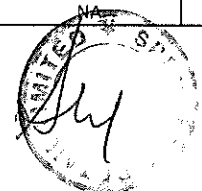
Table III - Statement showing shareholding pattern of the Public shareholder																			
	Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class: Equity Shares	Class: NIL	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(1)	Institutions																		
(a)	Mutual Funds/		26	15768531	0	0	15768531	19.83	15768531	0	15768531	19.83	0	19.83	0	0.00	NA	15766890	
	HDFC TRUSTEE COMPANY LTD. A/C HDFC TOP 100 FUND	AAATH1809A		7158012	0	0	7158012	9.00	7158012	0	7158012	9.00	0	9.00	0	0.00	NA	7158012	
	FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA PRIMA FUND	AAATT4931H		1435856	0	0	1435856	1.81	1435856	0	1435856	1.81	0	1.81	0	0.00	NA	1435856	
	ICICI PRUDENTIAL VALUE FUND - SERIES 19	AAAAI0038F		1173361	0	0	1173361	1.48	1173361	0	1173361	1.48	0	1.48	0	0.00	NA	1173361	
	DSP TAX SAVER FUND	AAAJD0430B		1110934	0	0	1110934	1.40	1110934	0	1110934	1.40	0	1.40	0	0.00	NA	1110934	
	UTI- INFRASTRUCTURE FUND	AAATU1088L		905818	0	0	905818	1.14	905818	0	905818	1.14	0	1.14	0	0.00	NA	905818	
	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE RESURGENT INDIA	AAATB0102C		869400	0	0	869400	1.09	869400	0	869400	1.09	0	1.09	0	0.00	NA	869400	
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0	
(c)	Alternate Investment Funds		4	325676	0	0	325676	0.41	325676	0	325676	0.41	0	0.41	0	0.00	NA	325676	



(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(e)	Foreign Portfolio Investors		140	8210055	0	0	8210055	10.32	8210055	0	8210055	10.32	0	10.32	0	0.00	NA	8206335
	ABU DHABI INVESTMENT AUTHORITY - LGLINV	AAACA4380N		820993	0	0	820993	1.03	820993	0	820993	1.03	0	1.03	0	0.00	NA	820993
	ROCHDALE EMERGING MARKETS (MAURITIUS)	AAFCR3497J		811612	0	0	811612	1.02	811612	0	811612	1.02	0	1.02	0	0.00	NA	811612
(f)	Financial Institutions/ Banks		23	281061	0	0	281061	0.35	281061	0	281061	0.35	0	0.35	0	0.00	NA	276376
(g)	Insurance Companies		12	2740033	0	0	2740033	3.45	2740033	0	2740033	3.45	0	3.45	0	0.00	NA	2736643
	LIFE INSURANCE CORPORATION OF INDIA	AAACLO582H		1326769	0	0	1326769	1.67	1326769	0	1326769	1.67	0	1.67	0	0.00	NA	1326769
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(i)	Any Other (specify)		5	16514	0	0	16514	0.02	16514	0	16514	0.02	0	0.02	0	0.00	NA	7484
1	Foreign Banks		5	16514	0	0	16514	0.02	16514	0	16514	0.02	0	0.02	0	0.00	NA	7484
	Sub-Total (B)(1)		210	27341870	0	0	27341870	34.38	27341870	0	27341870	34.38	0	34.38	0	0.00	NA	27319404
(2)	Central Government/ State Government(s)/ President of		2	6301	0	0	6301	0.01	6301	0	6301	0.01	0	0.01	0	0.00	NA	5010



	Sub-Total (B)(2)		2	6301	0	0	6301	0.01	6301	0	6301	0.01	0	0.01	0	0.00	NA	5010
(3)	Non-institutions																	
	Individuals																	
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs		53505	5464503	0	0	5464503	6.87	5464503	0	5464503	6.87	0	6.87	0	0.00	NA	5002108
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs		2	157020	0	0	157020	0.20	157020	0	157020	0.20	0	0.20	0	0.00	NA	157020
(b)	NBFCs registered with RBI		10	1701185	0	0	1701185	2.14	1701185	0	1701185	2.14	0	2.14	0	0.00	NA	1701185
	BNK CAPITAL MARKETS LIMITED	AABC84140N		1658714	0	0	1658714	2.09	1658714	0	1658714	2.09	0	2.09	0	0.00	NA	1658714
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(d)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(e)	Any Other (specify)		4528	5155268	0	0	5155268	6.48	5155268	0	5155268	6.48	0	6.48	0	0.00	NA	4698931
1	INVESTOR EDUCATION AND PROTECTION FUND		1	99992	0	0	99992	0.13	99992	0	99992	0.13	0	0.13	0	0.00	NA	99992
2	TRUSTS		13	301546	0	0	301546	0.38	301546	0	301546	0.38	0	0.38	0	0.00	NA	301546
3	FOREIGN NATIONALS		8	26912	0	0	26912	0.03	26912	0	26912	0.03	0	0.03	0	0.00	NA	10427
4	HINDU UNDIVIDED FAMILY		1804	316026	0	0	316026	0.40	316026	0	316026	0.40	0	0.40	0	0.00	NA	316026



5	FOREIGN COMPANY		28	58220	0	0	58220	0.07	58220	0	58220	0.07	0	0.07	0	0.00	NA	0
6	NRI-NON REPAT		385	108028	0	0	108028	0.14	108028	0	108028	0.14	0	0.14	0	0.00	NA	108028
7	NRI-REPAT		1120	685489	0	0	685489	0.86	685489	0	685489	0.86	0	0.86	0	0.00	NA	422685
8	UNCLAIMED SHARES		1	78066	0	0	78066	0.10	78066	0	78066	0.10	0	0.10	0	0.00	NA	78066
9	CLEARING MEMBERS		179	597496	0	0	597496	0.75	597496	0	597496	0.75	0	0.75	0	0.00	NA	597496
10	BODIES CORPORATE		989	2883493	0	0	2883493	3.63	2883493	0	2883493	3.63	0	3.63	0	0.00	NA	2764665
	Sub-Total (B)(3)		58045	12477976	0	0	12477976	15.69	12477976	0	12477976	15.69	0	15.69	0	0.00	NA	11559244
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		58257	39826147	0	0	39826147	50.07	39826147	0	39826147	50.08	0	50.07	0	0.00	NA	38883658



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Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

	Category & Name of the Shareholders	PAN	No. of shareholder	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in		Number of Shares		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class: Equity Shares	Class: NIL	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(1)	Custodian/D R Holder		1	0	0	4759	4759	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	4759
(a)	GLOBAL DEPOSITORY RECEIPTS		1	0	0	4759	4759	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	4759
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(a)																			
	Total Non-Promoter-Non Public Shareholding (C)= (C)(1)+(C)(2)		1	0	0	4759	4759	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	4759