

CASTOR INVESTMENTS LIMITED

REGISTERED OFFICE
31, Netaji Subhas Road
Kolkata 700 001
CIN:U65191WB2015PLC205139

PHONE: : (033) 6625 1000/1500
: (033) 2230 8516/9281
TELEFAX : (033) 2230 6854
E-mail: rpsg.secretarial@rpsg.in

02 September, 2021

BSE Limited

Corporate Relationship Department,
25th Floor, P. J. Towers, Dalal Street, Fort,
Mumbai 400 001

National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051

Compliance Officer

Spencer's Retail Limited

Duncan House,
31, Netaji Subhas Road,
Kolkata, , 700001

Dear Sir(s)/Madam(s),

Sub: Disclosure under Regulations 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations")

Spencer's Retail Limited ("Target Company") is a public listed company. This is to inform you that Castor Investments Limited, a member of the promoter and promoter group of the Target Company, has acquired 3,30,000 equity shares representing 0.36% of the paid up equity share capital of the Target Company. This acquisition coupled with previous acquisitions by the members of the promoter and promoter group, since the last disclosure made under Regulation 29(2) of the SEBI (SAST) Regulations has exceeded the 2% threshold.

Accordingly, please see enclosed the requisite disclosure under Regulation 29(2) of the SEBI (SAST) Regulations.

Kindly acknowledge receipt.
Yours faithfully,

For **Castor Investments Limited**



Name: **L.K. Chandalia**
Designation: **Director**

Encl: as above

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Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations")

Name of the Target Company ("TC")	Spencer's Retail Limited ("Target Company")		
Name(s) of the acquirer / seller and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Castor Investments Limited ("Acquirer") PACs with the Acquirer: Other members of the promoter and promoter group of the Target Company ("Promoters"). Please see <u>Annexure</u> .		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share / voting capital wherever applicable (*)	% w.r.t. total diluted share / voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights			
(i) Acquirer	20,60,661	2.29	2.29
(ii) Other Promoters. See <u>Annexure</u>	5,06,17,853	56.16 ⁽¹⁾	56.16 ⁽¹⁾
b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil

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e) Total (a+b+c+d)	5,26,78,514	58.45	58.45
Details of acquisition / sale ⁽¹⁾			
a) Shares carrying voting rights acquired / sold			
(i) Acquirer	3,30,000	0.36 ⁽²⁾	0.36 ⁽²⁾
(ii) Other Promoters. See Annexure	Nil	Nil	Nil
b) VRs acquired / sold otherwise than by shares	Nil	Nil	Nil
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired / sold	Nil	Nil	Nil
d) Shares encumbered / invoked / released by the acquirer	Nil	Nil	Nil
Total (a+b+c+/-d)	3,30,000	0.36⁽²⁾	0.36⁽²⁾
After the acquisition / sale, holding of:			
a) Shares carrying voting rights			
(i) Acquirer	23,90,661	2.65	2.65
(ii) Other Promoters. See Annexure	5,06,17,853	56.16 ⁽¹⁾	56.16 ⁽¹⁾
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	5,30,08,514	58.81	58.81
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market		
Date of acquisition / sale of shares /	31 August 2021		

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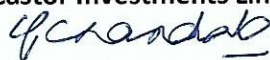
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VR or date of receipt of intimation of allotment of shares, whichever is applicable	
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 45,06,60,045 divided into 9,01,32,009 equity shares having face value of INR 5 each
Equity share capital / total voting capital of the TC after the said acquisition / sale	INR 45,06,60,045 divided into 9,01,32,009 equity shares having face value of INR 5 each
Total diluted share / voting capital of the TC after the said acquisition	INR 45,06,60,045 divided into 9,01,32,009 equity shares having face value of INR 5 each

Notes:

- (1) Lebnitze Real Estates Private Limited ("**Lebnitze**") has acquired 82,60,936 equity shares representing 82.61% of the equity share capital of BNK Capital Markets Limited ("**BNK**") on 23 Aug 2021 through: (a) open offer made to the public shareholders of BNK in terms of the SEBI (SAST) Regulations ("**Open Offer**"), and (b) on market purchases pursuant to a share purchase agreement dated 30 March 2021, which triggered the Open Offer. Pursuant to the Open Offer and the SPA, Lebnitze has acquired a majority stake in and control over BNK, and indirectly acquired 17,41,508 equity shares representing 1.93% of the total voting rights in the Target Company which are held by BNK. Accordingly, BNK has become a person acting in concert with the Lebnitze and also qualifies as a member of the promoter group of the Target Company.
- (2) This acquisition of equity shares of the Target Company by the members of the promoter and promoter group results in a change of 2% since the last disclosure under Regulation 29(2) of the SEBI (SAST) Regulations.
- (*) Total share capital / voting capital to be taken as per the latest filing done by the Target Company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For **Castor Investments Limited**



Name: **L.K. Chandalia**

Designation: **Director**

Place: Kolkata

Date: 02 September, 2021

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Annexure

Shareholding of the Promoters of the Target Company

NAME OF PACs	BEFORE THE TRANSACTION		AFTER THE TRANSACTION	
	No of shares / voting rights	% w.r.t total share capital of the Target Company	No of shares / voting rights	% w.r.t total share capital of the Target Company
Sanjiv Goenka	91,659	0.10	91,659	0.10
Shashwat Goenka	75,756	0.08	75,756	0.08
Preeti Goenka	17,150	0.02	17,150	0.02
Sanjiv Goenka HUF	8,360	0.01	8,360	0.01
Avarna Jain	340	0.00	340	0.00
Rainbow Investments Limited	3,96,04,042	43.94	3,96,04,042	43.94
Stel Holdings Limited	43,96,082	4.88	43,96,082	4.88
Integrated Coal Mining Limited	24,56,247	2.73	24,56,247	2.73
Phillips Carbon Black Limited	11,46,613	1.27	11,46,613	1.27
Saregama India Limited	8,56,790	0.95	8,56,790	0.95
Kolkata Metro Networks Limited	1,93,800	0.22	1,93,800	0.22
Dotex Merchandise Private Limited	28,107	0.03	28,107	0.03
Lebnitze Real Estate Private Limited	1,399	0.00	1,399	0.00
BNK Capital Markets Limited	17,41,508	1.93	17,41,508	1.93
TOTAL	5,06,17,853	56.16	5,06,17,853	56.16