

**Date:** 11<sup>th</sup> October, 2023

The Manager,  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1,  
Block G, Bandra – Kurla Complex,  
Bandra (East), Mumbai – 400 051

The General Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Sub: Disclosures under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI SAST Regulations').**

Dear Sir/Madam,

Digidrive Distributors Limited has acquired 10,50,590 (1.17%) shares of Spencer's Retail Limited ('**Target Company**') on 25<sup>th</sup> September, 2023 pursuant to the Scheme of Arrangement between Saregama India Limited ('**Demerged Company**') and Digidrive Distributors Limited ('**Resulting Company**') and their respective shareholders and creditors, under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ('**Scheme**'). The Scheme was approved by the Hon'ble National Company Law Tribunal, Kolkata Bench ('**NCLT**') vide its order dated 22<sup>nd</sup> June, 2023 and was made effective on 12<sup>th</sup> July, 2023. Following the acquisition, the Resulting Company will be required to be named as a member of the promoter and promoter group (in lieu of the Demerged Company) in the shareholding pattern of the Target Company.

Please find enclosed the report under Regulation 10(6) of the SEBI SAST Regulations.

**Yours Faithfully,**

**For and on behalf of DIGIDRIVE DISTRIBUTORS LIMITED**

**Kriti Jain**  
**Company Secretary and Compliance Officer**  
**Encl: As above**

**Disclosure under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(d)(iii) of SEBI SAST Regulations**

	Particulars	Details	
1.	Name of the Target Company (TC)	Spencer's Retail Limited CIN: L74999WB2017PLC219355	
2.	Name of the acquirer(s)	Digidrive Distributors Limited CIN: U51909WB2022PLC252287	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>The shares were acquired by Digidrive Distributors Limited ('Resulting Company'/ 'Transferee') from Saregama India Limited ('Demerged Company'/ 'Transferor') on 25<sup>th</sup> September, 2023 pursuant to the Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited and their respective shareholders and creditors, under Section 230 to 232 and other applicable provisions of the Companies Act, 2013, as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT') vide its order dated 22<sup>nd</sup> June, 2023.</p> <p>The Resulting Company will be required to be named as a member of the promoter and promoter group (in lieu of the Demerged Company) in the shareholding pattern of the Target Company.</p>	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> <li>• whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>• date of filing with the stock exchange.</li> </ul>	Not Applicable	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Not Applicable	Not Applicable
	b. Date of acquisition	Not Applicable	Not Applicable

	c.	<b>Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above</b>	Not Applicable	Not Applicable		
	d.	<b>Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC</b>	Not Applicable	Not Applicable		
	e.	<b>Price at which shares are proposed to be acquired / actually acquired</b>	Not Applicable	Not Applicable		
8.	<b>Shareholding details</b>		<b>Pre-Transaction</b>	<b>Post-Transaction</b>		
			<b>No. of shares held</b>	<b>% w.r.t total share capital of TC</b>		
			<b>No. of shares held</b>	<b>% w.r.t total share capital of TC</b>		
	a.	Each Acquirer / Transferee (*)	NIL	NIL	10,50,590	1.17%
	b.	Each Seller / Transferor	10,50,590	1.17%	NIL	NIL

**Note:**

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**For and on behalf of DIGIDRIVE DISTRIBUTORS LIMITED**

**Kriti Jain**

**Company Secretary and Compliance Officer**

**Date: 11<sup>th</sup> October, 2023**

**Place: Kolkata**