

February 12, 2019

Mr. Navin Kumar Rathi,  
Company Secretary & Compliance Officer,  
Spencers Retail Limited  
CESC House, Chowringhee Square, Kolkata,  
West Bengal - 700001  
Tel.: 033-22040684  
Fax: 033-22253495

Dear Sir,

**Sub: Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("the Regulations")**

The aggregate holding of the Scheme(s) of HDFC Mutual Fund in "Spencers Retail Limited ("the company")" as on January 25, 2019 was 9.00% of the paid up equity share capital of the Company (paid up equity share capital being Rs. 39,76,71,130 /- comprising 7,95,34,226 equity shares of Rs. 5/- each).

In accordance with Regulation 29(2) of the Regulations, we wish to inform you that there has been a decrease in the shareholding of the Company by the Scheme(s) of HDFC Mutual Fund by 2.50% as of February 08, 2019. As on February 08, 2019, the aggregate holding of the Scheme(s) of HDFC Mutual Fund in the Company was 6.50% of the paid up equity share capital of the Company (paid up equity share capital being Rs. 39,76,71,130 /- comprising 7,95,34,226 equity shares of Rs. 5/- each).

As per the Regulations please find enclosed the details of change in the shareholding in the prescribed format enclosed as Annexure - "1".

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For HDFC Asset Management Company Limited

  
Dinesh Bhakade  
Jt. Assistant Vice President - Compliance

CC:

|                                                                                                                                                                                                       |                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| <b>Listing Department</b><br><b>National Stock Exchange of India Limited</b><br>Exchange Plaza, Bandra - Kurla Complex,<br>Bandra (E), Mumbai - 400 051.<br>Tel.: 022- 2659 8190, Fax: 022- 2659 8191 | <b>Listing Department</b><br><b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai - 400 001, Fax: 022- 2272 3121 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|

**Annexure-1**

**Disclosures under Regulation 29(2) of  
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**



|                                                                                                                                                                                        |                                                                                                                                                                                                          |                                                            |                                                            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                        | <b>SPENCERS RETAIL LIMITED</b>                                                                                                                                                                           |                                                            |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                          | HDFC Trustee Company Limited A/c -- HDFC Mutual Fund<br><ul style="list-style-type: none"> <li>• HDFC Equity Fund</li> <li>• HDFC Balanced Advantage Fund</li> <li>• HDFC Infrastructure Fund</li> </ul> |                                                            |                                                            |
| Whether the acquirer belongs to Promoter/ Promoter group                                                                                                                               | No                                                                                                                                                                                                       |                                                            |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                     | BSE Limited<br>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 (**) |
| <b>Before the acquisition under consideration, holding of :</b>                                                                                                                        |                                                                                                                                                                                                          |                                                            |                                                            |
| a) Shares carrying voting rights                                                                                                                                                       | 71,58,012                                                                                                                                                                                                | 9.00                                                       | N.A.                                                       |
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)                                                                                                 | 0.00                                                                                                                                                                                                     | 0.00                                                       | N.A.                                                       |
| c) Voting rights (VR) otherwise than by shares                                                                                                                                         | 0.00                                                                                                                                                                                                     | 0.00                                                       | N.A.                                                       |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)              | 0.00                                                                                                                                                                                                     | 0.00                                                       | N.A.                                                       |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                              | <b>71,58,012</b>                                                                                                                                                                                         | <b>9.00</b>                                                | <b>N.A.</b>                                                |
| <b>Details of acquisition/sale:</b>                                                                                                                                                    |                                                                                                                                                                                                          |                                                            |                                                            |
| a) Shares carrying voting rights <u>acquired/sold</u>                                                                                                                                  | 19,87,950                                                                                                                                                                                                | 2.50                                                       | N.A.                                                       |
| b) VRs acquired /sold otherwise than by shares                                                                                                                                         | 0.00                                                                                                                                                                                                     | 0.00                                                       | N.A.                                                       |
| 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 | 0.00                                                                                                                                                                                                     | 0.00                                                       | N.A.                                                       |
| d) Shares encumbered/invoked/released by the acquirer                                                                                                                                  | 0.00                                                                                                                                                                                                     | 0.00                                                       | N.A.                                                       |
| <b>e) Total (a+b+c+/-d)</b>                                                                                                                                                            | <b>19,87,950</b>                                                                                                                                                                                         | <b>2.50</b>                                                | <b>N.A.</b>                                                |



**Annexure-1**



**Disclosures under Regulation 29(2) of  
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                                                                                                                                             |                                                                           |      |      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|------|------|
| After the <del>acquisition/sale</del> , holding of:                                                                                                                                         |                                                                           |      |      |
| a) Shares carrying voting rights                                                                                                                                                            | 51,70,062                                                                 | 6.50 | N.A. |
| b) Shares encumbered with the acquirer                                                                                                                                                      | 0.00                                                                      | 0.00 | N.A. |
| c) VRs otherwise than by shares                                                                                                                                                             | 0.00                                                                      | 0.00 | N.A. |
| 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. | 0.00                                                                      | 0.00 | N.A. |
| e) Total (a+b+c+d)                                                                                                                                                                          | 51,70,062                                                                 | 6.50 | N.A. |
| Mode of <del>acquisition/sale</del> (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).                                         | Open Market                                                               |      |      |
| Date of <del>acquisition/sale</del> of shares / <del>VR or date of receipt of intimation of allotment of shares, whichever is applicable</del>                                              | February 08, 2019                                                         |      |      |
| Equity share capital / total voting capital of the TC before the said <del>acquisition/sale</del>                                                                                           | Rs. 39,76,71,130 /- comprising 7,95,34,226 equity shares of Rs. 5/- each. |      |      |
| Equity share capital/ total voting capital of the TC after the said <del>acquisition/sale</del>                                                                                             | Rs. 39,76,71,130 /- comprising 7,95,34,226 equity shares of Rs. 5/- each. |      |      |
| Total diluted share/voting capital of the TC after the said <del>acquisition/sale</del>                                                                                                     | N.A.                                                                      |      |      |

(\*) Total share capital/ voting capital has been taken as per the latest filing to be done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligation 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 **HDFC Asset Management Company Limited**  
(Investment Manager for the Schemes of HDFC Mutual Fund)

**Dinesh Bhakade**  
Jt. Assistant Vice President - Compliance



Place: Mumbai  
Date: February 12, 2019