

March 06, 2019

Mr. Rama Kant,
Company Secretary & Compliance Officer,
Spencers Retail Limited
Duncan House, 31, Netaji Subhas Road,
Kolkata - 700001
Tel.:033-6625-7600

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 February 12, 2019 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).

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 3.31% as of March 01, 2019. As on March 01, 2019, the aggregate holding of the Scheme(s) of HDFC Mutual Fund in the Company was 3.19% 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:

Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. Tel.: 022- 2659 8190, Fax: 022- 2659 8191	Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Fax: 022- 2272 3121
Listing Department The Calcutta Stock Exchange 7, Lyons Range, Kolkata - 700 001	

HDFC Asset Management Company Limited
A Joint Venture with Standard Life Investments
CIN: L65991MH1999PLC123027

Registered Office : "HDFC House", 2nd Floor, H.T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai-400 020
Tel.: 022 - 6631 6333 Fax: 022 - 6658 0203 Website: www.hdfcfund.com

Annexure-1

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



Name of the Target Company (TC)	SPENCERS RETAIL LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HDFC Mutual Fund: HDFC Trustee Company Limited A/c – HDFC Equity Fund HDFC Balanced Advantage Fund HDFC Infrastructure Fund		
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 National Stock Exchange of India Limited The Calcutta Stock Exchange 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	51,70,062	6.50	N.A
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	0	0	N.A
c) Voting rights (VR) otherwise than by equity shares	0	0	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)	0	0	N.A
Total (a+b+c+d)	51,70,062	6.50	N.A
<u>Details of Acquisition/Sale:</u>			
a) Shares carrying voting rights <u>acquired/sold</u>	26,29,500	3.31	N.A
b) VRs acquired /sold otherwise than by shares	0	0	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) <u>acquired/sold</u>	0	0	N.A
d) Shares encumbered/invoked/released by the acquirer	0	0	N.A
Total (a+b+c+/-d)	26,29,500	3.31	N.A
<u>After the Acquisition/Sale, holding of:</u>			
a) Shares carrying voting rights	25,40,562	3.19	N.A
b) VRs acquired otherwise than by equity shares	0	0	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) <u>after acquisition.</u>	0	0	N.A
d) Shares in the nature of encumbrance (pledge/ lien/non- disposal undertaking/ others)	0	0	N.A
Total (a+b+c+d)	25,40,562	3.19	N.A



Annexure-1

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SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**



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 / <u>VR or date of receipt of intimation of allotment of shares, whichever is applicable</u>	March 01, 2019
Equity share capital / total voting capital of the TC before the said acquisition/sale	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 acquisition/sale	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 acquisition/sale	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: March 06, 2019