

August 25, 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 Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations")

This is to inform you that pursuant to the completion of the rights issue undertaken by Spencer's Retail Limited ("**Target Company**") on 25 August 2020, equity shares of the Target Company were *inter alia* allotted to Rainbow Investments Limited, Integrated Coal Mining Limited, Stel Holdings Limited and Castor Investments Limited, members of the promoter and promoter group of the Target Company.

In view of the above, please find attached the disclosure under Regulation 29(2) of the SEBI (SAST) Regulations.

Thanking you,

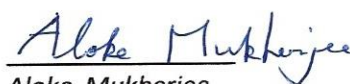
Yours faithfully,

For **RAINBOW INVESTMENTS LIMITED**



Yashika Pardasani
Company Secretary

For **INTEGRATED COAL MINING LIMITED**



Alope Mukherjee
Company Secretary

For **STEL HOLDINGS LIMITED**



Sunil Bhandari
Director

For **CASTOR INVESTMENTS LIMITED**



Lalit Chandalia
Director

Encl: as above

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 of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Rainbow Investments Limited, Integrated Coal Mining Limited, Stel Holdings Limited, and Castor Investments Limited along with other members of the promoter and promoter group of the Target Company, as persons acting in concert.		
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. Rainbow Investments Limited	3,80,32,979	47.82 ⁽¹⁾	47.82 ⁽¹⁾
ii. Integrated Coal Mining Limited	6,45,218	0.81 ⁽¹⁾	0.81 ⁽¹⁾
iii. Stel Holdings Limited	14,96,082	1.88 ⁽¹⁾	1.88 ⁽¹⁾
iv. Castor Investments Limited	12,00,584	1.51 ⁽¹⁾	1.51 ⁽¹⁾
v. Other members of the promoter and promoter group of the Target Company	21,34,041	2.68 ⁽¹⁾	2.68 ⁽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
e) Total (a+b+c+d)	4,35,08,904	54.70⁽¹⁾	54.70⁽¹⁾
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold			
i. Rainbow Investments Limited	15,71,063	1.74 ⁽²⁾	1.74 ⁽²⁾
ii. Integrated Coal Mining Limited	18,11,029	2.01 ⁽²⁾	2.01 ⁽²⁾

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Alok Mukherjee

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iii. Stel Holdings Limited	29,00,000	3.22 ⁽²⁾	3.22 ⁽²⁾
iv. Castor Investments Limited	8,60,077	0.95 ⁽²⁾	0.95 ⁽²⁾
v. Other members of the promoter and promoter group of the Target Company	2,84,534	0.32 ⁽²⁾	0.32 ⁽²⁾
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
e) Total (a+b+c+d)	74,26,703	8.24⁽²⁾	8.24⁽²⁾
After the acquisition/sale, holding of⁽³⁾:			
a) Shares carrying voting rights			
i. Rainbow Investments Limited	3,96,04,042	43.94 ⁽²⁾	43.94 ⁽²⁾
ii. Integrated Coal Mining Limited	24,56,247	2.73 ⁽²⁾	2.73 ⁽²⁾
iii. Stel Holdings Limited	43,96,082	4.88 ⁽²⁾	4.88 ⁽²⁾
iv. Castor Investments Limited	20,60,661	2.29 ⁽²⁾	2.29 ⁽²⁾
v. Other members of the promoter and promoter group of the Target Company	24,18,575	2.68 ⁽²⁾	2.68 ⁽²⁾
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)	5,09,35,607	56.51⁽²⁾⁽³⁾	56.51⁽²⁾⁽³⁾
Mode of acquisition/ sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment / inter-se transfer etc.)	Rights Issue		
Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	25 August 2020		
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		

Ushima Aloke Mukherjee

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Notes:

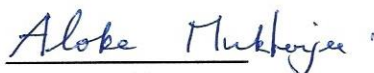
- (1) Calculated basis pre-allotment equity share capital of the Company, i.e. INR 39,76,71,130 divided into 7,95,34,226 equity shares of INR 5 each.
- (2) Calculated basis post-allotment equity share capital of the Company, i.e. INR 45,06,60,045 divided into 9,01,32,009 equity shares having face value of INR 5 each.
- (3) This disclosure is being made on account of acquisition of shares representing 1.81% of the equity share capital of the Target Company pursuant to the rights issue undertaken by the Target Company on 25 August 2020, which coupled with previous acquisitions by the members of the promoter and promoter group of the Target Company exceed the 2% threshold.
- (*) 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 **RAINBOW INVESTMENTS LIMITED**



Yashika Pardasani
Company Secretary

For **INTEGRATED COAL MINING LIMITED**



Alope Mukherjee
Company Secretary]

For **STEL HOLDINGS LIMITED**



Sunil Bhandari
Director

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Lalit Chandalia
Director

Place: Kolkata

Date: August 25, 2021