

RAINBOW INVESTMENTS LIMITED

Registered Office : DUNCAN HOUSE, 31, Netaji Subhas Road, Kolkata 700 001

PHONE : (033) 6625-1461 / 1464, (033) 2230-8515 / 9281 TELEFAX : (033) 2230-6844 / 2248-0140

E-mail : rpsg.secretarial@rp-sg.in

CIN : U65993WB1988PLC171011

March 4, 2019

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001
E-mail: corp.relations@bseindia.com

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 3rd Floor
Plot No.3-1"G" Block, I.F.B. Centre,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
Email: takeover@nse.co.in

Company Secretary
Spencers Retail Limited
31, Netaji Subhas Road
Kolkata - 700001
E-mail: rama.kant@rp-sg.in

BY E-MAIL AND FACSIMILE TRANSMISSION

Dear Sirs,

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

This is to inform you that Rainbow Investments Limited, one of the Promoters of Spencers Retail Limited ("Target Company"), has acquired 10,00,000 (ten lac) equity shares of the Target Company on the stock exchange on 01 March 2019, which coupled with previous acquisitions of 13,55,000 (thirteen lac fifty five thousand) from 18 February 2019 to 20 February 2019, has led to a change in shareholding in excess of 2% of the total equity share capital.

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

Kindly take the above on record.

Thanking you,

Yours faithfully,

For and behalf of **Rainbow Investments Limited**



Company Secretary

Name: Ankita Banerjee

Encl: As above

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/seller and Persons Acting in Concert (PAC) with the acquirer	Name of the acquirer Rainbow Investments Limited ("Acquirer") Other members of the promoter and promoter group of the TC (please refer to <u>Annexure I</u>)		
Whether the acquirer belongs to Promoter/Promoter group	The Acquirer is one of the promoters of the TC. The acquisition was undertaken on the floor of the stock exchange.		
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			
1. Rainbow Investments Limited	36632979	46.06%	46.06%
Sub-total	36632979	46.06%	46.06%
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	N/A	N/A	N/A
c) Voting rights (VR) otherwise than by shares	N/A	N/A	N/A
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive	N/A	N/A	N/A

Rainbow Investments Ltd.

Archita Benerjee

Director / Authorised Signatory

shares carrying voting rights in the TC (specify holding in each category)			
e) Total (a+b+c+d)	36632979	46.06%	46.06%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold			
1. Rainbow Investments Limited	1000000	1.26%	1.26%
Sub-total	1000000	1.26%	1.26%
b) VRs acquired /sold otherwise than by shares	N/A	N/A	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	N/A	N/A	N/A
d) Shares encumbered / invoked/released by the acquirer	N/A	N/A	N/A
e) Total (a+b+c+/-d)	1000000	1.26%	1.26%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
1. Rainbow Investments Limited	37632979	47.32%	47.32%
Sub-total	37632979	47.32%	47.32%
b) Shares encumbered with the acquirer	N/A	N/A	N/A
c) VRs otherwise than by shares	N/A	N/A	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	N/A	N/A	N/A
e) Total (a+b+c+d)	37632979	47.32%	47.32%

Rainbow Investments Ltd.

Anilata Banerjee

Director / Authorised Signatory

Mode of acquisition—/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquisition on the floor of the stock exchange
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Acquisition through multiple tranches by the Acquirer with the 2% threshold being crossed on 01 March 2019 by the Acquirer. Please see <u>Note</u> below for details regarding previous transactions.
Equity share capital / total voting capital of the TC before the said acquisition /-sale	79534226 equity shares of INR 5/- each
Equity share capital/ total voting capital of the TC after the said acquisition /-sale	79534226 equity shares of INR 5 /- each
Total diluted share/voting capital of the TC after the said acquisition	79534226 equity shares of INR 5 /- each

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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.

Note: During the period between 18 February 2019 to 20 February 2019, Rainbow Investments Limited has acquired a total of 1355000 shares equivalent to 1.70% of the share capital of the Company. Coupled with the aforesaid acquisitions, Rainbow Investment Limited's acquisition of 1000000 shares on 01 March 2019 has exceeded the 2% threshold.

For and behalf of Rainbow Investments Limited
Rainbow Investments Ltd.

Ankita Banerjee
Director / Authorised Signatory

Company Secretary
Name: Ankita Banerjee
Place: Kolkata
Date: 04.03.2019

ANNEXURE I**Details of promoter and promoter group of the TC**

SR NO	NAME OF PROMOTER	PRE-TRANSACTION HOLDING	POST-TRANSACTION HOLDING
1.	Sanjiv Goenka	80876	80876
2.	Shashwat Goenka	66844	66844
3.	Preeti Goenka	15133	15133
4.	Sanjiv Goenka	7377	7377
5.	Avarna Jain	300	300
6.	STEL Holdings Limited	1496082	1496082
7.	Phillips Carbon Black Ltd.	1011718	1011718
8.	Saregama India Limited	755992	755992
9.	Integrated Coal Mining Limited	645218	645218
10.	Kolkata Metro Networks Limited	171000	171000
11.	Castor Investments Limited	150000	150000
12.	Dotex Merchandise Private Limited	24801	24801

Rainbow Investments Ltd.*Ankita Banerjee*
Director / Authorised Signatory