

SEC/053/2017-18

September 23, 2017

BSE Limited Mumbai Samachar Marg, Fort, Mumbai - 400 001. Stock Code : 532638	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex. Bandra. (East) Mumbai-400 051. SHOPERSTOP
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Dear Sirs,

Sub: Outcome of Board Meeting

Further to our letter ref. no. SEC/052/2017-18 dated September 20, 2017 and in accordance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company, at their meeting held today i.e. September 23, 2017 have approved the issue of 43,95,925 (forty-three lakhs ninety-five thousand nine hundred and twenty-five) equity shares of Rs.5 each of the Company to Amazon.com NV Investment Holdings LLC, a foreign portfolio investor, duly registered under the SEBI (Foreign Portfolio Investors) Regulations, 2014 ("Investor"), at a price of Rs. 407.78 per equity share, aggregating to Rs.179,25,70,296.50 (Rupees One Hundred and Seventy-Nine Crore Twenty-Five Lakhs Seventy Thousand Two Hundred Ninety-Six and Fifty Paise Only) on a preferential basis and have proposed to hold Extra Ordinary General Meeting of the Company on October 18, 2017 for seeking approval of the Members, for the same.

The allotment of equity shares to the Investor will be subject to *inter alia* receipt of necessary approval from the shareholders of the Company and such other regulatory/statutory approvals, as may be required.

With respect to the above investment, the Company has today i.e. September 23, 2017, entered into an Investment Agreement with the Investor ("**Agreement**").

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 with respect to issuance of securities and the Agreement are given in Annexure A & B to this letter.

We request you to kindly take the same on records.

Yours truly,
For Shoppers Stop Limited.

Bharat Sanghavi
Company Secretary



Encl : aa

Annexure A

1. Issuance of Securities:

Sr. No.	Particulars	Details
a)	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity Shares
b)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Allotment
c)	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	43,95,925 (forty-three lakhs ninety-five thousand nine hundred and twenty-five) equity shares at a price of Rs. 407.78 per share (face value: Rs. 5 (five) each) aggregating to Rs. 179,25,70,296.50 (Rupees One Hundred and Seventy-Nine Crore Twenty-Five Lakhs Seventy Thousand Two Hundred Ninety-Six and Fifty Paise Only)
d)	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s): i. names of the investors; ii. post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors; iii. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	 Amazon.com NV Investment Holdings LLC No. of Investors: one (1) The securities will be issued at a price of Rs. 407.78 per equity share (price determined in terms of Regulation 76 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009). N/A



Shoppers Stop Limited

Registered & Service Office - Umang Tower, 5th Floor, Mindspace, Off. Link Road, Malad (West), Mumbai - 400 064, Maharashtra.
T + 022 42497000, F + 022 28808877. CIN : L51900MH1997PLC108798. E-mail us at customercare@shoppersstop.com,
Customer Helpline T + (022) 61290400. Toll Free No.: T + 1-800-419-6648 (9 am to 9 pm).

Annexure B

2. Agreement:

a)	Name of the parties with whom the agreement is entered	Shoppers Stop Limited and Amazon.com NV Investment Holdings LLC (the "Investor").
b)	Purpose of entering into agreement;	The Company has entered into the Agreement for the purpose of issuing equity shares to the Investor on a preferential basis.
c)	Size of Agreement	Rs. 179,25,70,296.50 (Rupees One Hundred and Seventy-Nine Crore Twenty-Five Lakhs Seventy Thousand Two Hundred Ninety-Six and Fifty Paise Only).
d)	Shareholding, if any, in the entity with whom the agreement is executed	The Company does not have any shareholding in the Investor.
e)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	The Company has entered into the Agreement on the terms as detailed in point no. 1 (Issuance of Securities) above. Further, it is hereby clarified that the post the allotment of securities, Investor shall not have any special rights under the Agreement and will only be entitled to exercise such rights that are exercisable by the ordinary shareholders of the Company to the extent of its proposed shareholding in the Company.
f)	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No
g)	Whether the transaction would fall within related party transaction? If yes, whether the same is done at "arm's length";	No
h)	in case of issuance of shares to the parties, details of issue price, class of shares issued;	Equity shares will be issued at a price of Rs. 407.78 per equity share (price determined in terms of Regulation 76 of the Securities and Exchange

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		Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009).
i)	In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan;	N/A
j)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Under the Investment Agreement, the Investor does not have a right / entitlement to appoint a director on the Board of the Company whether as a nominee, an observer or in any other capacity. Further, the allotment shall be subject to receipt of necessary approval from the shareholders of the Company and such other regulatory/statutory approvals, as may be required.



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