

SEC/102/2017-18

February 15, 2018

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

Dear Sirs,

Sub: Completion of stake sale - Timezone Entertainment Private Limited

This is in furtherance to our letter no. SEC/088/2017-18 dated December 29, 2017 (copy enclosed) intimating Stock Exchanges with respect to execution of Share Purchase Agreement (SPA) dated December 29, 2017, by and between the Company (Seller 1) and Louisiana Investment & Finance Private Limited (Seller 2) for sale of 25,242,946 Equity Shares of Rs. 10 each of Timezone Entertainment Private Limited (Timezone) to Timezone West Asia Pte. Ltd. (Purchaser) on the terms and conditions as contained in the said SPA.

In connection with the above and in accordance with the terms and conditions of the said SPA, the Company and Seller 2 have transferred their entire equity shareholdings (comprising of 24,446,247 Equity Shares of Rs. 10/- each constituting 48.42% held by the Company and 796,699 Equity Shares of Rs. 10/- each constituting 1.58% held by Seller 2) held in Timezone to the Purchaser on February 15, 2018 for a cash consideration of Rs. 23.44 Crore (Rs. 22.70 crore for Seller 1 and Rs. 0.74 crore for Seller 2).

With the disposal of said shareholding in Timezone, the joint venture agreement executed in respect of "Timezone" stands terminated and accordingly Timezone ceases to be an Associate Company of the Company.

We request you to kindly take the same on records.

Yours truly,
For Shoppers Stop Limited.

vv Bharat Sanghavi
Company Secretary



Encl: aa

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 customer@shoppersstop.com,
Toll Free No.: T + 1-800-419-6648 (9 am to 9 pm).

SEC/088/2017-18

December 29, 2017

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

Dear Sirs,

Sub: Execution of Share Purchase Agreement

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, please be informed that a Share Purchase Agreement (SPA), has been executed by and between the Company (Seller 1) and Louisiana Investment & Finance Private Limited (Seller 2) for sale of 25,242,946 Equity Shares of Rs. 10 each of Timezone Entertainment Private Limited (Timezone) to Timezone West Asia Pte. Ltd. (Purchaser) on the terms and conditions as contained in the SPA.

Further, please be informed that upon fulfillment of the terms and condition of the SPA, the joint venture agreement executed in respect of "Timezone" shall stand terminated.

The details as required in respect of SPA are annexed herewith.

We request you to kindly take the same on records.

Yours truly,
For Shoppers Stop Limited.

Bharat Sanghavi
Bharat Sanghavi
Company Secretary



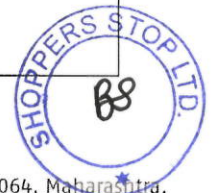
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Annexure
Share Purchase Agreement:

a)	Name of the parties with whom the agreement is entered	Share Purchase Agreement (SPA) has been executed by and between the Company (Seller 1) and Louisiana Investment & Finance Private Limited (Seller 2) and Timezone West Asia Pte. Ltd. (Purchaser) and Timezone Entertainment Private Limited (Timezone) on December 29, 2017
b)	Purpose of entering into agreement	The Company and Seller 2 have entered into SPA for the purpose of sale of 25,242,946 Equity Shares of Rs. 10 each aggregating to 50% of the paid up share capital of Timezone (comprising of 24,446,247 Equity Shares of Rs. 10/- each constituting 48.42% held by the Company and 796,699 Equity Shares of Rs. 10/- each constituting 1.58% held by Seller 2) in Timezone to the Purchaser.
c)	Size of Agreement	Rs. 23.44 Crore (Rs. 22.70 crore for Seller 1 and Rs. 0.74 crore for Seller 2)
d)	Shareholding, if any, in the entity with whom the agreement is executed	The Company does not have any shareholding in the Purchaser.
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	There are no special rights granted by any parties of SPA to each other in respect of appointment of directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure. The Purchaser and its affiliates will be holding 100% of Timezone post purchase of the aforesaid shares from Sellers 1 and 2.
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	Not Applicable, as the Company is not issuing any of its shares.
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	Not Applicable
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	Not Applicable



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