

SEC/67/2023-24

September 15, 2023

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. Stock Code : 532638	National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051. Stock Symbol : SHOPERSTOP
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Dear Sir / Madam,

Subject: Outcome of Circular Resolution passed by the Nomination and Remuneration & Corporate Governance Committee (NRCGC) for allotment of equity shares under ESOP 2008 Scheme, ESOP 2020 Scheme and ESOP 2022 Scheme (ESOP Schemes)

Reference: (i) Allotment of 24,407 equity shares under ESOP 2008 Scheme
(ii) Allotment of 16,231 equity shares under ESOP 2020 Scheme
(iii) Allotment of 13,754 equity shares under ESOP 2022 Scheme

Please be informed that the Nomination and Remuneration & Corporate Governance Committee (NRCGC) of the Company has approved and allotted 54,392 equity shares by way of passing of circular resolution on September 15, 2023 to the grantees who have exercised their options under ESOP Schemes as follows:

- Total 24,407 equity shares of Rs.5/- each**, on account of exercise of vested Employee Stock Options by employees under Shoppers Stop Employees Stock Option Plan 2008 (ESOP 2008 Scheme).
- Total 16,474 equity shares of Rs.5/- each**, on account of exercise of vested Employee Stock Options by employees under Shoppers Stop Employees Stock Option Plan 2020 (ESOP 2020 Scheme).
- Total 13,754 equity shares of Rs.5/- each**, on account of exercise of vested Employee Stock Options by employees under Shoppers Stop Employees Stock Option Plan 2022 (ESOP 2022 Scheme).

Post allotment of these shares, the share capital of the Company stands increased to Rs. 54,96,44,045 divided into 10,99,28,809 shares of Rs. 5/- each.

The details as required under Regulation 10(c) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB & SE) are given in 'Annexure -I' to this intimation. The disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement), 2015 (Listing Regulations) read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 are given in 'Annexure -II' to this intimation.

Since, this being circular resolution, the start time and end time of the Meeting is not mentioned for same.

You are requested to kindly take note of the same.

Thanking you.

Yours faithfully,
For **Shoppers Stop Limited**

Vijay Kumar Gupta
Vice President – Legal, CS & Compliance Officer
ACS No: 14545

Shoppers Stop Limited

Registered & Service Office : Umang Tower, 5th Floor, Mindspace, Off. Link Road, Malad (W), Mumbai 400 064, Maharashtra.
T 022- 42497000 CIN : L51900MH1997PLC108798. Email : customercare@shoppersstop.com Website: www.shoppersstop.com
Toll Free No.:1800-419-6648 (9 am to 9 pm).

'Annexure -I'

Disclosure pursuant to Regulation 10(c) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB & SE)

Sr. No.	Particulars	Disclosure
1	Company name and address of Registered Office :	Shoppers Stop Limited Umang Tower, 5 th Floor, MindSpace, Off. Link Road, Malad (West), Mumbai- 400 064
2	Name of the recognised Stock Exchanges on which the company's shares are listed :	<ul style="list-style-type: none"> • BSE Limited (BSE) • National Stock Exchange of India Limited (NSE)
3	Filing date of the statement referred in regulation 10(b) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with the recognized Stock Exchange :	<p>ESOP 2008 Scheme (Filing Date – NA)</p> <ul style="list-style-type: none"> • The Company had received consolidated 'in-principle' approval from BSE vide letter dated September 19, 2008 for 10,00,000 equity shares. • The Company had received consolidated 'in-principle' approval from NSE vide letter dated September 16, 2008 for 10,00,000 equity shares. <p><i>Note: subdivision of equity shares of one share of Rs.10 each into two shares of Rs. 5 each in FY 2010. Accordingly, ESOP Scheme 2008 in-principle approval subsequently, changed from 10,00,000 equity shares to 20,00,000 equity shares.</i></p> <p>ESOP 2020 Scheme (Filing Date – NA)</p> <ul style="list-style-type: none"> • The Company had received consolidated 'in-principle' approval from BSE vide letter dated December 30, 2020 for 10,00,000 equity shares. • The Company had received consolidated 'in-principle' approval from NSE vide letter dated December 29, 2020 for 10,00,000 equity shares. <p>ESOP 2022 Scheme (Filing Date – June 09, 2022)</p> <ul style="list-style-type: none"> • The Company had received consolidated 'in-principle' approval from BSE vide letter dated June 24, 2022 for 20,00,000 equity shares (comprising of 13,33,000 ESOPs and 6,67,000 RSUs). • The Company had received consolidated 'in-principle' approval from NSE vide letter dated June 15, 2022 for 20,00,000 equity shares comprising of 13,33,000 ESOPs and 6,67,000 RSUs).
4	Filing Number, if any :	<p>ESOP 2008 Scheme</p> <ul style="list-style-type: none"> • BSE: DCS\IPO\NP\ESOP-IP\831\2008-09 • NSE: NSE/LIST/84624-Q

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		<p>ESOP 2020 Scheme</p> <ul style="list-style-type: none"> • BSE: DCS/FL/PB/ESOP-IP/926/2020-21 • NSE: NSE/LIST/25502 <p>ESOP 2022 Scheme</p> <ul style="list-style-type: none"> • BSE: DCS/IPO/TL/ESOP-IP/2384/2022-23 • NSE: NSE/LIST/31360 																					
5	Title of the Scheme pursuant to which shares are issued, if any:	<ul style="list-style-type: none"> • Shoppers Stop Employees Stock Option Plan 2008 (ESOP 2008 Scheme) • Shoppers Stop Employees Stock Option Plan 2020 (ESOP 2020 Scheme) • Shoppers Stop Employees Stock Option Plan 2022 (ESOP 2022 Scheme) 																					
6	Kind of security to be listed :	Equity shares																					
7	Par value of the shares :	Rs. 5/- (Rupees Five)																					
8	Date of issue of shares :	September 15, 2023																					
9	Number of shares issued :	54,392																					
10	Share Certificate No., if applicable :	Not Applicable																					
11	Distinctive number of the share:	10,98,74,418 to 10,99,28,809																					
12	ISIN Number of the shares if issued in Demat :	INE498B01024																					
13	Exercise price per share:	<table border="1"> <thead> <tr> <th>Sr. No</th> <th>No. of Equity shares</th> <th>Exercise Price per share (Rs.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>24,407 equity shares</td> <td>Rs. 181</td> </tr> <tr> <td>2</td> <td>8,056 equity shares</td> <td>Rs. 192</td> </tr> <tr> <td>3</td> <td>7,569 equity shares</td> <td>Rs. 218</td> </tr> <tr> <td>4</td> <td>606 equity shares</td> <td>Rs. 489</td> </tr> <tr> <td>5</td> <td>13,754 equity shares</td> <td>Rs. 412</td> </tr> <tr> <td>Total</td> <td>54,392 equity shares</td> <td></td> </tr> </tbody> </table>	Sr. No	No. of Equity shares	Exercise Price per share (Rs.)	1	24,407 equity shares	Rs. 181	2	8,056 equity shares	Rs. 192	3	7,569 equity shares	Rs. 218	4	606 equity shares	Rs. 489	5	13,754 equity shares	Rs. 412	Total	54,392 equity shares	
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Total	54,392 equity shares																						
15	Total issued shares after this issue :	10,99,28,809 Equity shares																					
16	Total issued share capital after this issue :	Rs. 54,96,44,045																					

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17	Details of any lock-in on the shares :	Not Applicable
18	Date of expiry of lock-in :	Not Applicable
19	Whether shares are identical in all respects to existing shares? If not, when will they become identical? :	All equity shares of the Company allotted pursuant to exercise of stock options shall be rank pari-passu with the existing equity shares of the Company.
20	Details of listing fees, if payable :	Not Applicable

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'Annexure –II'

Details as required under Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023.

Sr. No.	Particulars	Disclosure		
		As per ESOP Scheme 2008	As per ESOP Scheme 2020	As per ESOP Scheme 2022
1	Brief details of Options granted/ ESOP (includes ESOP lapsed / cancelled)	Options Granted: 24,36,231	Options Granted: 5,31,916	Options Granted: 16,26,862
2	whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable);	Yes	Yes	Yes
3	total number of shares covered by these options;	24,36,231 equity shares	5,31,916 equity shares	16,26,862 equity shares
4	pricing formula;	The exercise price shall be the average of the daily closing price of equity shares of the Company during the period of six months immediately preceding the date on which the options are granted. or The exercise Price shall be the closing price of equity shares of the company at on the working day immediately prior to the date on which the options are granted.	The exercise Price per Option shall be determined by the Committee subject to a maximum discount of 10% (Ten percentage) from the Market Price as on date of Grant.	The Exercise Price per Option in case of ESOPs shall be the last 6 (six) months average of daily opening and closing price of Shares on the recognized Stock Exchange having highest trading volume on which the Shares of the Company are listed on the date immediately prior to the Grant Date.
6	time within which option may be exercised;	Two years from the date of vesting	Two years from the date of vesting	Two years from the date of vesting
7	options vested;	17,18,735 equity shares	1,98,660 equity shares	1,93,483 equity shares
8	options lapsed; if any	7,03,871 equity shares	2,37,385 equity shares	6,42,136 equity shares
9	options exercised prior to current allotment	16,94,328 equity shares	1,20,115 equity shares	1,50,337 equity shares
	options exercised (current allotment);	24,407 equity shares	16,231 equity shares	13,754 equity shares
10	money realized by exercise of options (current allotment);	Rs. 44,17,667/-	Rs. 34,93,198/-	Rs. 56,66,648/-
10	the total number of shares arising as a result of exercise of option (current allotment);	24,407 equity shares	16,231 equity shares	13,754 equity shares
11	variation of terms of options;	Not Applicable	Not Applicable	Not Applicable
12	brief details of significant terms;	Vesting: (i) The vesting of the Options shall be subject to the continued Employment. (ii) Achievement of agreed KPIs.		

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13	subsequent changes or cancellation or exercise of such options;	Not Applicable
14	diluted earnings per share pursuant to issue of equity shares on exercise of options.	There may be nominal and appropriate change as being reported in Financial Result / Statement

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