

SEC/63/2020-21

November 2, 2020

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: Notice of Postal Ballot

Please find annexed herewith the Notice of Postal Ballot dated October 30, 2020 (“Notice”), seeking approval of shareholders of the Company, by way of a Special Resolution, for formulation and implementation of Shoppers Stop Limited Employee Stock Option Plan 2020.

In accordance with applicable laws, the Notice along with the explanatory statement have been dispatched today electronically to shareholders whose email addresses were registered with the Company / Depositories / Registrar and Share Transfer Agent, as on Friday, October 30, 2020 (“cut-off date”). The same is available on the corporate website of the Company at <https://corporate.shoppersstop.com/investors/general-meeting-notices.aspx> and the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited at <https://evoting.kfintech.com>.

The remote e-voting period will commence on Wednesday, November 4, 2020 from 9:00 a.m. IST and will end on Thursday, December 3, 2020 at 5:00 p.m. IST.

The results of the e-voting shall be declared on or before Saturday, December 5, 2020.

Kindly take the same on records.

Thank you.

Yours truly,
For **Shoppers Stop Limited**

Bharat Sanghavi
Company Secretary

Encl: A/a

Shoppers Stop Ltd.

Registered & Service Office : Umang Tower, 5th Floor, Mindspace, Off. Link Road, Malad (W), Mumbai 400 064.

T 022- 42497000 CIN : L51900MH1997PLC108798. Email : customercare@shoppersstop.com Website www.shoppersstop.com

SHOPPERS STOP

SHOPPERS STOP LIMITED

Registered Office: Umang Tower, 5th Floor, Mindspace, Off. Link Road, Malad (W), Mumbai- 400 064

Tel : 022- 4249 7000 **E-mail :** investor@shoppersstop.com **Website :** www.shoppersstop.com

CIN: L51900MH1997PLC108798

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Management and Administration) Rules, 2014 (the “Rules”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) including any statutory modification or re-enactment thereof, for the time being in force, Ministry of Corporate Affairs (“MCA”) General Circular Nos. 14, 17 and 33/2020 dated April 8, 2020, April 13, 2020 and September 28, 2020, respectively (collectively referred to as “MCA Circulars”) and subject to other applicable laws and regulations, that the Special Resolution appended below is proposed to be passed by the Members of Shoppers Stop Limited (the “Company”) by way of Postal Ballot through Remote E-voting.

In view of the outbreak of COVID-19 pandemic, MCA vide its above mentioned MCA Circulars, advised the companies to consider and take all decisions requiring Members’ approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by postal ballot, upto December 31, 2020.

Accordingly, the Company is sending Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company or the Depository / KFin Technologies Private Limited (previously known as Karvy Fintech Private Limited), Registrar and Transfer Agent (“RTA”) of the Company (“KFin”) or the Depository Participant(s). Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and postage pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent, only through Remote E-voting system.

Pursuant to Section 108 of the Act, Rule 20 of the Rules, Regulation 44 of SEBI Regulations read with the MCA Circulars, the Company is pleased to provide the facility to its Members, to exercise their right to vote, on the resolution proposed to be passed by Postal Ballot, by electronic means. The Company has engaged the services of KFin, to provide the remote e-voting facility. The Members are requested to read the instructions in the Notes to this Notice, under head “Procedure and instructions for the Remote E-Voting”, to cast their votes electronically.

The Board of Directors of the Company has appointed Mr. Kaushal Dalal of Kaushal Dalal & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the entire Postal Ballot remote e-voting process, in a fair and transparent manner.

The proposed Special Resolution and the Explanatory Statement stating the facts as required in terms of Section 102 and Section 110 of the Act are appended hereto for your consideration and approval.

SPECIAL BUSINESS

Item no. 1: Approval of 'Shoppers Stop Limited Employee Stock Option Plan 2020'

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company, the provisions of Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India and such other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the introduction and implementation of **‘Shoppers Stop Limited Employee Stock Option Plan 2020’ (“ESOP 2020”/ “Plan”)** and authorising the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have / has constituted or constitute, from time to time, including the Nomination, Remuneration and Corporate Governance Committee, constituted by the Board as per Section 178 of the Act, to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations*) to create and grant, from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakhs) employee stock options to or for the benefit of such who are in permanent employees of the Company (“Option Grantees”), who may be eligible in accordance with the SEBI SBEB Regulations and as may be determined by the Board, from time to time, within the meaning of the Plan, including any director(s), whether whole time or otherwise (other than employee who is promoter or a person belonging to the promoter group of the Company, independent director(s) and a director holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 10,00,000 (Ten Lakhs) equity shares of face value of Rs.5/- (Rupees Five) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise, on such terms and in such manner as the Board / Committee may decide in accordance with the provisions of the applicable laws and the provisions of Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required upon exercise of employee stock options from time to time in accordance with the Plan and that such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Option Grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under Regulation 15 of the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant bankers and such other agencies/institution, if required, as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

By Order of the Board of Directors,
For Shoppers Stop Limited,

Date: October 30, 2020
Place: Mumbai

Bharat Sanghavi
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act setting out the material facts relating to the proposed Special Resolution under Item no. 1, is appended hereto and forms part of this Notice.
2. The Company has fixed Friday, October 30, 2020 as “the cut-off date” for identifying the Members who shall be eligible to vote through remote e-voting facility. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolution set out in this Postal Ballot Notice, through the facility of Remote e-Voting.
3. In view of COVID-19 pandemic and as per MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode, to those Members whose names are recorded in the Register of Member or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date and whose email addresses are registered with the Company/Depositories/ Depository participant(s) / KFin, on the said date.
4. The communication of assent/dissent of the Members will only take place through the remote e-voting system.
5. Remote e-voting commences on Wednesday, November 4, 2020 (09.00 AM IST) and ends on Thursday, December 3, 2020 (5.00 PM IST). Members are requested to follow the procedure as stated in the Procedure and Instructions for Remote e-voting for casting their vote.
6. Member(s) whose name(s) appear in the Register of Members / Record of Depositories as on cut-off date and have not registered / updated their respective email ID(s) may do the same, by following the procedure mentioned herein. Relevant documents referred herein, shall be available for inspection accordingly, by the Members from the date of dispatch of this Notice up to Thursday, December 3, 2020. Members seeking to inspect such documents, can send an email to investor@shoppersstop.com. A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only.
7. After completion of the scrutiny of the electronic votes, the Scrutiniser will submit his report to the Chairman / Company Secretary or any other authorised personnel of the Company. The results of the Postal Ballot will be announced on or before 5.00 PM (IST) on Saturday, December 5, 2020. The said results would be displayed at the Registered Office of the Company and on its corporate website at <https://corporate.shoppersstop.com/investors>, KFin’s website and simultaneously intimated to National Stock Exchange of India Limited and BSE Limited.
8. The Notice along with the Explanatory Statement are made available on the corporate website of the Company at <https://corporate.shoppersstop.com/investors> and on KFin’s website at <https://evoting.kfintech.com>. All dates and times mentioned herein, are as per Indian Standard Time.
9. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, corporate and institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall be entitled to vote through their authorised representatives and are requested to provide a proof of authorisation (certified true copy of the board resolution/authority letter/ power attorney, etc.) together with attested specimen signature(s) of the duly authorised representative(s), in favour of their authorised representatives, to the Scrutiniser, by way of upload on the e-voting portal and by sending an e-mail to the Scrutiniser at team@cskda.com with a copy marked to inward.ris@kfintech.com and investor@shoppersstop.com. The scanned image of the above-mentioned documents should be in the naming format “Shoppers Stop - Postal Ballot 2020.”
10. The resolution passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Thursday, December 3, 2020 and as if it has been passed at a General Meeting of the Members.
11. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in the requisite newspapers. Requisite filings made with the Stock Exchange(s), are available on the corporate website of the Company and can be accessed by the Members on the web link: <https://corporate.shoppersstop.com/investors>
12. Members who have not registered/updated their email IDs so far are requested to register/ update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company’s RTA, KFin, by sending an email at inward.ris@kfintech.com along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy) and Aadhar Card (self-attested scanned copy).
Demat Holding	Contact respective Depository Participant.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

- A.** The remote e-voting facility will be available during the following voting period:
- Commencement of remote e-voting: From 9.00 AM (IST) on Wednesday, November 4, 2020.
 - End of remote e-voting: Up to 5:00 PM (IST) on Thursday, December 3, 2020. The remote e-voting facility shall be disabled thereafter.

- B.** In case a Member receives an e-mail from KFin [for Members whose email IDs are registered with the Company / Depository Participant(s) / Depositories/ KFin] informing them of their User Id and Password:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
(ii) Enter the login credentials. Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote:

User-ID	For Members holding shares in Demat Form:
	a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL: 16 digits beneficiary ID
	For Members holding shares in Physical Form:
	Event no. followed by Folio Number registered with the Company.
Password	Your unique password shall be as indicated vide aforesaid email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on “LOGIN”
(iv) You will now reach ‘password change menu’ wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
(v) On successful login, the system will prompt you to select the EVENT (E-Voting Event Number) for Shoppers Stop Limited.
(vi) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Members holding multiple folios / Demat accounts shall choose the voting process separately for each of the folios / Demat accounts.
(vii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
(viii) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
(ix) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.

- C.** Other instructions:

- (i) Once the vote on resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
(ii) In case of any query and/or grievance, in respect of voting by electronic means, Members are requested to contact:
Name & Designation: Mr. S. V. Raju, Deputy General Manager
E-mail id: einward.ris@kfintech.com; evoting@kfintech.com
Address: KFin Technologies Private Limited, Selenium Tower B, Plot 31-32,
Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032.
Contact details: Phone No. 040 6716 2222, Fax No. 040 2342 0814, Toll Free No. 18003454001
(iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
(iv) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e Friday, October 30, 2020.

Explanatory Statements under Section 102 of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

Item no. 1:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with your Company. With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, your Company intends to implement an employee stock option plan namely '**Shoppers Stop Limited Employee Stock Option Plan 2020**' ("**ESOP 2020**")/ "**Plan**") seeking to cover eligible employees of the Company.

Accordingly, the Nomination, Remuneration and Corporate Governance Committee of the Board of Directors ("**Committee**") and the Board of Directors of the Company ("**Board**") at their meetings held on October 16, 2020 and October 30, 2020, respectively, approved formulation and implementation of the Plan, subject to Members' approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended ("**SEBI SBEB Regulations**"), the Company seeks your approval as regard formulation and implementation of the Plan and grant of employee stock options ("**Options**") thereunder to the eligible employees of the Company, as decided from time to time, as per provisions of the Plan read with provisions of SEBI SBEB Regulations.

The salient features of the Plan, are as under:

A. Brief Description of the Plan:

With the objectives to reward key and senior employees for their association with the Company as well as to attract, retain and motivate such employees, the Company proposes to implement the Plan. The Plan contemplates grant of Options to the eligible employees of the Company, as determined in due compliance with the SEBI SBEB Regulations. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as the Compensation Committee for administration and superintendence of Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in Plan.

B. Total number of options to be granted:

The total number of Options to be granted under the Plan shall not exceed 10,00,000 (Ten Lakhs) Options. Each Option when exercised would be converted in to one equity share of Rs.5/- (Rupees Five) each fully paid-up.

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 10,00,000 (Ten Lakhs), shall be deemed to be increased to the extent of such additional options issued.

C. Identification of classes of employees entitled to participate in the Plan:

All permanent employees and directors (hereinafter referred to as "**Employees**") of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees/ directors are eligible being:

- i. a permanent employee of the Company who has been working in India or outside India; or
- ii. a director of the Company, whether a whole time director or not but excluding an independent director;

but does not include:

- a) an employee who is a Promoter or a person belongs to the Promoter Group; and
- b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed equity shares of the Company.

D. Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than minimum statutory period of 1 (One) year and not later than a maximum period of 4 (Four) years from the date of grant of Options as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

Options shall vest essentially based on continuation of employment/ service as per requirement of the SEBI SBEB Regulations. However, the Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to vesting, and the proportion in which Options granted would vest shall be specified in the letter of grant to be issued at the time of grant of Options.

E. Maximum period within which the options shall be vested:

All Options granted on any date shall vest not later than the maximum period of 4 (Four) years from the date of grant of Options as stated above.

F. Exercise price or pricing formula:

The exercise price shall be determined by the Committee at its sole discretion subject to a maximum discount of 10% (Ten percentage) from the market price, as on date of grant of such Option.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and shall end with the maximum period of 4 (Four) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The Options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the Plan:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

I. Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that may be granted to any specific employee of the Company per employee and in aggregate under the Plan shall not exceed 2,00,000 (Two Lakhs) Options. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum and maximum vesting period as specified below.

J. Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

K. Route of Plan implementation:

The Plan shall be implemented and administered directly by the Company.

L. Source of acquisition of shares under Plan:

The Plan contemplates issue of fresh/ new equity shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present Plan.

N. Maximum percentage of secondary acquisition:

This is not relevant under the present Plan.

O. Accounting and Disclosure Policies:

The Company shall follow 'IND AS 102- Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in compliance of Regulation 15 of the SEBI SBEB Regulations.

P. Method of option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

Q. Declaration:

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

The consent of the members is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the Plan and relevant documents referred herein, are available for inspection from the date of dispatch of this Notice up to Thursday, December 3, 2020. Members who wish to inspect such documents can request for inspection, as mentioned in the Notes to this Notice.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in passing of this resolution, except to the extent they may be lawfully granted Employee Stock Option(s), under the Plan.

In light of above, the Board of Directors recommends Special Resolution mentioned at Item No.1 of the Notice for approval of the Members of the Company.

By Order of the Board of Directors,
For Shoppers Stop Limited,

Date: October 30, 2020

Place: Mumbai

Bharat Sanghavi
Company Secretary

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