

SEC/71/2020-21

November 24, 2020

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

**Sub: Newspaper Advertisement**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copies of the notice issued to the eligible equity shareholders of the Company [in accordance with Regulation 84 of the SEBI (issue of Capital and Disclosure Requirements) Regulations, 2018, as amended] in relation to the Rights Issue of the Company. The advertisements have been published in the English and Hindi editions of Business Standard (national daily newspaper with wide circulation) and Marathi edition of Navashakti (regional language newspaper with wide circulation, at the place where the registered office of the Company is situated) on November 24, 2020.

Kindly take the same on record.

Thank you.

Yours truly,

For **Shoppers Stop Limited**

**Bharat**  
**Kanaklal**  
**Sanghavi**  
**Bharat Sanghavi**  
**Company Secretary**

Digitally signed by  
Bharat Kanaklal  
Sanghavi  
Date: 2020.11.24  
16:23:18 +05'30'

Encl: A/a

**Shoppers Stop Ltd.**

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

T 022- 42497000 CIN : L51900MH1997PLC108798. Email : [customercare@shoppersstop.com](mailto:customercare@shoppersstop.com) Website [www.shoppersstop.com](http://www.shoppersstop.com)

**PUBLIC NOTICE**

Notice is issued to inform all the public on behalf of my client Mitesh Pravin Mota, owner of Flat No. E-201, Devraj Co-Op. Hsg. Soc. Ltd., S. V. Road, Goregaon (West) Mumbai-400104, society regn. no. BOM/GEN-811 DT-4-11-74, holding share certificate no. 70, member register no. 70, no. of shares 5, of Rs.50/- each, nos. from 0346 to 0350, dtd. 29th June, 1976 both inclusive.

This is also inform all the public that original Agreement for sale in 1973 between M/s. Gundecha Builders and Mr. J. M. Dighe, with respect of above said flat has been lost/misplaced.

If any person/s, firm, authorities, banks, legal heirs, having any claim, right, title, benefit, and/or interest whatsoever in respect of the said flat its original agreement or any part thereof by way of sale, exchange, assignment, lease, Gift, Mortgage, easement, will, or otherwise however are hereby required to make the same known in writing, along with true copies of such document in support thereof to me at my office add: D-1/B, Kurud Nagar, S.V. Rd, Nr. PVR, Cinema, Goregaon (W), Mumbai-400104, within (15) fifteen days from the date of publication hereof, failing which all such claims, rights, title, benefits and/or interests, if any, shall be considered to have been waived and/or abandoned with this notice, and my client will have full rights to complete all procedure of the said flat without any claim.

Sd/-  
Date: 24/11/2020 Sanjay Kumar Tiwari  
Place: Mumbai (Advocate High Court)

**PUBLIC NOTICE**

Notice is issued to inform all the public on behalf of my client Anandkumar Ramjanam Singh, owner of Shop No. 2, Gr. Floor, Sejal Kajal Apartments Co-Op. HSG. Soc. Ltd., Ram Mandir Road, Goregaon (West) Mumbai-400104, society regn. no. BOM/WP / HSG / (TC)1058/84-85 dtd.4-4-85, Share Certificate no. 94, Share Ledger Folio no. 9, No. of Shares 5, of Rs.50/- each, nos. from 461 to 465, dtd. 26th Jan, 1989, both inclusive.

This is also inform all the public that original Agreement for sale dtd. 2nd Feb, 1981 between Srinath Investments a partnership firm and Vasudha Ganjan Kadam, with respect of above said shop has been lost/misplaced.

If any person/s, firm, authorities, banks, legal heirs, having any claim, right, title, benefit, and/or interest whatsoever in respect of the said shop its original agreement or any part thereof by way of sale, exchange, assignment, lease, Gift, Mortgage, easement, will, or otherwise however are hereby required to make the same known in writing, along with true copies of such document in support thereof to me at my office add: D-1/B, Kurud Nagar, S.V. Rd, Nr. PVR, Cinema, Goregaon (W), Mumbai-400104, within (15) fifteen days from the date of publication hereof, failing which all such claims, rights, title, benefits and/or interests, if any, shall be considered to have been waived and/or abandoned with this notice, and my client will have full rights to complete all procedure of the said shop without any claim.

Sd/-  
Date: 24/11/2020 Sanjay Kumar Tiwari  
Place: Mumbai (Advocate High Court)

**PUBLIC NOTICE**

The Public Notice is being issued on behalf of and under the instruction of my client Anant Ragho Khopkar, an adult, Indian Inhabitant having his address at Flat No. 103, 1st Floor, A-Wing, Building No. B-23, R. M. G. Unit No.2 Co-operative Housing Society, Gokuldham, Goregaon (East), Mumbai - 400063 ("my client").

Take Notice that my client intends to enter into a Loan Agreement creating charge or interest with and in favour of State Bank of India, having its registered address at State Bank Bhavan, Corporate Centre, Madame Cama Road, Mumbai - 400021 for securing amount to be lent and interest thereon under Loan Agreement over the property as more particularly stated in the schedule herebelow ("the property").

Take Notice that my client had purchased and acquired right, title and interest in the said property from Rajendra B. Patil vide Deed of Transfer and Sale dated 3rd May 2000 duly registered with sub-registrar of assurances and my client is his quiet and peaceful possession of the said property from 3rd May 2000 till date.

The public is put to notice that my client Anant Ragho Khopkar, an adult, Indian Inhabitant having his address at Flat No. 103, 1st Floor, A-Wing, Building No. B-23, R. M. G. Unit No.2 Co-operative Housing Society, Gokuldham, Goregaon (East), Mumbai - 400063 is absolute owner of and/or otherwise well and sufficiently entitled to the said property and thereby also has right to create charge over the said property for securing amount to be lent by State Bank of India including interest thereon. Any information adverse to this notice is incorrect. If any person or persons and/or party or parties has or have any claim, right, title and interest and/or objection of any nature whatsoever by way of sale, lease, mortgage, agreement for sale, Sale Deed, Deed of Assignment, lien, charge or any other type of claim or any other right by way of trust, inheritance and/or any other right with any other name/s and/or company or of any nature whatsoever in connection with the said property as mentioned in Schedule given below or the said person and/or company as mentioned hereinabove, then the same should be notified/intimated to the undersigned in writing within a period of 15 days from the date of publication hereof, failing which my client will proceed to enter into Loan Agreement with State Bank of India to create security over the said property as mentioned in the schedule hereunder written in favour of the State Bank of India for securing loan to be advanced by it and in such circumstances the claim and/or objection, if any in respect of the said property or the said person or the said company, shall be deemed to have been waived and/or given up and no claim and/or objection of any nature whatsoever in connection therewith shall be entertained thereafter.

**Schedule of the Property**  
Flat No. 103, admeasuring 430 sq. ft. Built up thereabout, 1st Floor, A-Wing, Building No. B-23, R. M. G. Unit No.2 Co-operative Housing Society, Gokuldham, Goregaon (East), Mumbai - 400063.

Dated this 24th day of November 2020  
**DEVIL DIGHE - Advocate**  
201B, Sairajdhani CHS, Ram Maruti Road Ext., Dadar (W), Mumbai - 400028.

This is only an advertisement for information purposes and not for publication, distribution or release directly or indirectly outside India. This does not constitute an offer or an invitation or a recommendation to purchase, to hold, to subscribe or sell securities and is not an announcement for the offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated November 13, 2020 (the "Letter of Offer" or "LOF") filed with the Stock Exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").

# SHOPPERS STOP

## START SOMETHING NEW

### Shoppers Stop Limited

Shoppers Stop Limited (the "Company" or the "Issuer") was incorporated on June 16, 1997 under the Companies Act, 1956 as a private limited company as "Shopper's Stop Private Limited" with a certificate of incorporation granted by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Our Company was converted into a deemed public company under section 43A of the Companies Act, 1956 on December 8, 1997. Pursuant to an amendment to the Companies Act, 1956 in the year 2000, our Company was converted from a deemed public company to a public company with effect from October 6, 2003. The name of our Company was further changed to "Shoppers Stop Limited" pursuant to a fresh certificate of incorporation dated December 6, 2010. For details of the change in the address of our registered office, see "General Information" on page 32 of the LOF.

Registered and Corporate Office: Umang Tower, 5<sup>th</sup> Floor, Mindspace, Off. Link Road, Malad (West), Mumbai - 400 064, Maharashtra, India. Tel: +91 22 4249 7000  
Contact Person: Mr. Bharat Sanghavi, Company Secretary and Compliance Officer, E-mail: investor@shoppersstop.com; Website: www.shoppersstop.com; Corporate Identification Number: L51900MH1997PLC108798

**PROMOTERS OF OUR COMPANY: MR. RAVI C RAHEJA AND MR. NEEL C RAHEJA**

**ISSUE OF UP TO 2,13,68,982 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH (THE "RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 140 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 135 PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹ 299.17 CRORES ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 RIGHTS EQUITY SHARES FOR EVERY 70 EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY (THE "ISSUE") ON THE RECORD DATE, THAT IS, NOVEMBER 20, 2020 (THE "RECORD DATE"). FOR DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 288 OF THE LOF.**

**NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY**

|  |   |   |
|--|---|---|
| <b>ISSUE OPENS ON:</b><br><b>Friday, November 27, 2020</b> | <b>LAST DATE FOR ON MARKET RENUNCIATION:</b><br><b>Monday, December 07, 2020*</b> | <b>ISSUE CLOSURES ON:</b><br><b>Friday, December 11, 2020**</b> |
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\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date.  
\*\*Our Board or a duly authorised committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**NOTICE TO INVESTORS**

Investors please note that 'The Lakshmi Vilas Bank Ltd.' has been placed under an order of moratorium by the Reserve Bank of India from November 17, 2020 up to December 16, 2020. On account of the RBI moratorium, the Lakshmi Vilas Bank Ltd may not be in a position to accept the ASBA Application, to block the funds, for the purpose of investment in the Issue. Investors should take note of the same prior to submitting the Application Form in the Issue.

## ASBA\*

Simple, Safe, Smart way of making an application - Make use of it!!!

\*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

**Facilities for Application in this Issue**

(i) **ASBA Facility:**  
In accordance with Regulation 76 of the SEBI/ICDR Regulations, January 22- Rights Issue Circular and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. However, due to the impact of COVID-2019 pandemic and lockdown measures undertaken by the Government of India and pursuant to May 6 - Rights Issue Circular and July 24 - Rights Issue Circular, an optional non-cash method has also been instituted only for the resident investors in this Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

(a) **ASBA Facility:** Investors can submit either the Application Form in physical mode to the Designated Branch of the SCSBs or online/electronic Application through the website of the SCSBs (if made available by such SCSB) authorising the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors applying through the ASBA facility should carefully read the provisions applicable before making their Application through the ASBA process. For details, see "Procedure for Application through the ASBA Process" below.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

(b) **Registrar's Web-based Application Platform (R-WAP):**  
In accordance with May 6 - Rights Issue Circular and July 24 - Rights Issue Circular, a separate web based application platform, i.e., the R-WAP facility (accessible at <https://rights.kfintech.com>), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Our Company, the Registrar and the Lead Managers shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. R-WAP facility will be operational from the Issue Opening Date.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 27 OF THE LOF.**

**Application by Eligible Equity Shareholders holding Equity Shares in physical form:** In accordance with the January 22 - Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have furnished the details of their demat accounts to the Registrar or our Company within such time prior to the Issue Closing Date so that their Rights Entitlements are credited to their respective demat accounts by the Registrar, may apply in the Issue either through the ASBA process or the R-WAP facility. Further, in accordance with the May 6 - Rights Issue Circular and July 24 - Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Application by such Eligible Equity Shareholders is subject to following conditions: (i) such Eligible Equity Shareholders apply only through R-WAP; (ii) such Eligible Equity Shareholders are residents; (iii) such Eligible Equity Shareholders are not making payment from non-resident account; (iv) such Eligible Equity Shareholders shall not be able to renounce their Rights Entitlements; and (v) such Eligible Equity Shareholders shall receive Rights Equity Shares, in respect of their Application, only in demat mode.

Subsequently, such resident Eligible Equity Shareholders are required to send a communication to our Company or the Registrar containing the name(s), Indian address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client mastersheet of their demat account as well as post, speed post, courier, electronic mail or hand delivery, to enable process of credit of Rights Equity Shares in such demat account, as and when opened. Until such period the Rights Equity Shares Allotted to such Eligible Equity Shareholders who hold Equity Shares in physical form, will be credited into the demat suspense account to be opened by the Company. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "Terms of the Issue - Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Terms of the Issue - Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and Disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner" on pages 307 and 317 of the LOF, respectively.

**PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFp=ys&intmid=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder who has neither received the Application Form through e-mail or physical delivery (where applicable) nor is in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholder makes an Application using the Application Form as well as plain paper, both the Applications shall be liable to be rejected at the option of the Issuer.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Shoppers Stop Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Registered Folio Number/DP and Client ID No.;
4. Number of Equity Shares held as on Record Date;
5. Allotment option - only dematerialised form;
6. Number of Rights Equity Shares entitled to;
7. Number of Rights Equity Shares applied for within the Rights Entitlements;
8. Number of additional Rights Equity Shares applied for, if any;
9. Total number of Rights Equity Shares applied for;
10. Total amount paid at the rate of ₹140 per Rights Equity Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNDR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We understand the Rights Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S") to existing foreign corporate or institutional shareholders; and (ii) in the United States to "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act) ("U.S. QIBs") pursuant to Section 4(a)(2) of the US Securities Act. I/We understand that the issue is not, and under no circumstances to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States, except in each case to persons in the United States who are U.S. QIBs. I/We confirm that I am/ we are (a) (i) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws; or (ii) a U.S. QIB in the United States, (b) complying with laws of jurisdictions applicable to such person in connection with the issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of our Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of our Company have reason to believe is in the United States (other than U.S. QIBs) or if such person is outside of India and United States, such person is not a foreign corporate or institutional shareholder, or is ineligible to participate in this issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

For Resident Applicants: I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restrictions on Purchases and Resales" under the sub-heading "United States - For Investors Outside of the United States" on page 329 (if I am/we are outside the United States) of the LOF.

| LEAD MANAGERS TO THE ISSUE  |  | REGISTRAR TO THE ISSUE   | COMPANY SECRETARY AND COMPLIANCE OFFICER  |
|---|--|--|---|
|   |  |  |   |
| <b>JM Financial Limited</b><br>7 <sup>th</sup> Floor, Chenergy Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India<br>Tel: +91 22 6630 3030, +91 22 6630 3262<br>E-mail: shoppersstop.rights@jmf.com<br>Investor Grievance E-mail: grievance.lbd@jmf.com<br>Website: www.jmf.com<br>Contact Person: Ms. Prachee Dhuri<br>SEBI Registration No.: INM000010361 | <b>Axis Capital Limited</b><br>1 <sup>st</sup> Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli Mumbai 400 025, Maharashtra, India<br>Tel: +91 22 4325 2183<br>E-mail: ssl.rights@axiscap.in<br>Investor grievance E-mail: complaints@axiscap.in<br>Website: www.axiscapital.co.in<br>Contact person: Mr. Sagor Jatakiya<br>SEBI Registration No.: INM000012029 | <b>KFIn Technologies Private Limited</b><br>Selenium, Tower B, Plot No - 31 and 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddy, 500 032 Telangana, India.<br>Tel: +91 40 6716 2222; Toll free number: 18003454001<br>E-mail: shoppersstop.rights@kfintech.com<br>Investor grievance E-mail: einward.ris@kfintech.com<br>Website: www.kfintech.com<br>Contact Person: Mr. M. Murali Krishna<br>SEBI Registration No.: INR000000221 | <b>Mr. Bharat Sanghavi</b><br>Umang Tower, 5 <sup>th</sup> Floor, Mindspace, Off. Link Road, Malad (West), Mumbai 400 064, Maharashtra, India. Tel: +91 22 4249 7000. E-mail: investor@shoppersstop.com<br><br>Investors may contact the Registrar or our Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole/first holder, folio number or demat account number, serial number of the Application Form, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 288 of the LOF. |

Shoppers Stop Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated November 13, 2020 with the Stock Exchanges. The LOF is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges; i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), the website of the Lead Managers to the Issue, i.e., JM Financial Limited and Axis Capital Limited at [www.jmf.com](http://www.jmf.com) and [www.axiscapital.co.in](http://www.axiscapital.co.in), respectively, website of Company at [www.shoppersstop.com](http://www.shoppersstop.com) and website of Registrar at [www.kfintech.com](http://www.kfintech.com). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 15 of the LOF.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the US Securities Act, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the US Securities Act. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S to existing foreign corporate or institutional shareholders, and (ii) in the United States to U.S. QIBs pursuant to section 4(a)(2) of the US Securities Act.

For Shoppers Stop Limited  
On behalf of the Board of Directors  
Sd/-  
Bharat Sanghavi  
Company Secretary and Compliance Officer

This is only an advertisement for information purposes and not for publication, distribution or release directly or indirectly outside India. This does not constitute an offer or an invitation or a recommendation to purchase, to hold, to subscribe or sell securities and is not an announcement for the offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the Letter of Offer dated November 13, 2020 (the "Letter of Offer" or "LOF") filed with the Stock Exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").

# SHOPPERS STOP

## START SOMETHING NEW

### Shoppers Stop Limited

Shoppers Stop Limited (the "Company" or the "Issuer") was incorporated on June 16, 1997 under the Companies Act, 1956 as a private limited company as "Shopper's Stop Private Limited" with a certificate of incorporation granted by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Our Company was converted into a deemed public company under section 43A of the Companies Act, 1956 on December 8, 1997. Pursuant to an amendment to the Companies Act, 1956 in the year 2000, our Company was converted from a deemed public company to a public company with effect from October 6, 2003. The name of our Company was further changed to "Shoppers Stop Limited" pursuant to a fresh certificate of incorporation dated December 6, 2010. For details of the change in the address of our registered office, see "General Information" on page 32 of the LOF.

Registered and Corporate Office: Umang Tower, 5<sup>th</sup> Floor, Mindspace, Off. Link Road, Malad (West), Mumbai - 400 064, Maharashtra, India; Tel: +91 22 4249 7000  
 Contact Person: Mr. Bharat Sanghavi, Company Secretary and Compliance Officer, E-mail: investor@shoppersstop.com; Website: www.shoppersstop.com; Corporate Identification Number: L51900MH1997PLC108798

#### PROMOTERS OF OUR COMPANY: MR. RAVI C RAHEJA AND MR. NEEL C RAHEJA

ISSUE OF UP TO 2,13,68,982 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH (THE "RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 140 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 135 PER RIGHTS EQUITY SHARE) AGGREGATING UP TO ₹ 299.17 CRORES ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 17 RIGHTS EQUITY SHARES FOR EVERY 70 EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY (THE "ISSUE") ON THE RECORD DATE, THAT IS, NOVEMBER 20, 2020 (THE "RECORD DATE"). FOR DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 288 OF THE LOF.

### NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

|  |   |   |
|--|---|---|
| <b>ISSUE OPENS ON:</b><br><b>Friday, November 27, 2020</b> | <b>LAST DATE FOR ON MARKET RENUNCIATION:</b><br><b>Monday, December 07, 2020*</b> | <b>ISSUE CLOSES ON:</b><br><b>Friday, December 11, 2020**</b> |
|--|---|---|

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date.  
 \*\*Our Board or a duly authorised committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this issue will not remain open in excess of 30 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**NOTICE TO INVESTORS**  
 Investors please note that 'The Lakshmi Vilas Bank Ltd.', has been placed under an order of moratorium by the Reserve Bank of India from November 17, 2020 up to December 16, 2020. On account of the RBI moratorium, the Lakshmi Vilas Bank Ltd may not be in a position to accept the ASBA Application, to block the funds, for the purpose of investment in the Issue. Investors should take note of the same prior to submitting the Application Form in the Issue.

## ASBA\*

Simple, Safe, Smart way of making an application - Make use of it!!!

\*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

Facilities for Application in this Issue  
 (i) ASBA Facility: In accordance with Regulation 76 of the SEBI ICDR Regulations, January 22 - Rights Issue Circular and ASBA Circulars, all investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. However, due to the impact of COVID-19 pandemic and lockdown measures undertaken by the Government of India and pursuant to May 6 - Rights Issue Circular and July 24 - Rights Issue Circular, an optional non-cash method has also been instituted only for the resident investors in this Issue. I.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

(a) ASBA facility: Investors can submit either the Application Form in physical mode to the Designated Branch of the SCSBs or online/electronic Application through the website of the SCSBs (if made available by such SCSB) authorising the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors applying through the ASBA facility should carefully read the provisions applicable before making their Application through the ASBA process. For details, see "Procedure for Application through the ASBA Process" below.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI Circular CIR/CFD/DIL/13/2012 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

(b) Registrar's Web-based Application Platform (R-WAP): In accordance with May 6 - Rights Issue Circular and July 24 - Rights Issue Circular, a separate web based application platform, i.e., the R-WAP facility (accessible at <https://rights.kfintech.com>), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such investors should enable the internet banking or UPI facility of their respective bank accounts and such investors should ensure that the respective bank accounts have sufficient funds. Our Company, the Registrar and the Lead Managers shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. R-WAP facility will be operational from the Issue Opening Date.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 27 OF THE LOF.**

Application by Eligible Equity Shareholders holding Equity Shares in physical form: In accordance with the January 22 - Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have furnished the details of their demat accounts to the Registrar or our Company within such time prior to the Issue Closing Date so that their Rights Entitlements are credited to their respective demat accounts by the Registrar, may apply in the Issue either through the ASBA process or the R-WAP facility. Further, in accordance with the May 6 - Rights Issue Circular and July 24 - Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Application by such Eligible Equity Shareholders is subject to following conditions: (i) such Eligible Equity Shareholders apply only through R-WAP; (ii) such Eligible Equity Shareholders are residents; (iii) such Eligible Equity Shareholders are not making payment from non-resident account; (iv) such Eligible Equity Shareholders shall not be able to renounce their Rights Entitlements; and (v) such Eligible Equity Shareholders shall receive Rights Equity Shares, in respect of their Application, only in demat mode.

Subsequently, such resident Eligible Equity Shareholders are required to send a communication to our Company or the Registrar containing the name(s), Indian address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client mastersheet of their demat account either by post, speed post, courier, electronic mail or hand delivery, to enable process of credit of Rights Equity Shares in such demat account, as and when opened. Until such period the Rights Equity Shares Allotted to such Eligible Equity Shareholders who hold Equity Shares in physical form, will be credited into the demat suspense account to be opened by the Company. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "Terms of the Issue - Procedure for Application by Eligible Equity Shareholders holding Equity Shares in Physical Form" and "Terms of the Issue - Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-credit of demat account details in a timely manner" on pages 307 and 317 of the LOF, respectively.

**PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFiy=yes&intmid=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder who has neither received the Application Form through e-mail or physical delivery (where applicable) nor is in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholder makes an Application using the Application Form as well as plain paper, both the Applications shall be liable to be rejected at the option of the Issuer.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.**  
 The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Shoppers Stop Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹140 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNRR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act"), or any United States securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/we understand that the Rights Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S") to existing foreign corporate or institutional shareholders; and (ii) in the United States to "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act) ("U.S. QIBs") pursuant to Section 4(a)(2) of the US Securities Act. I/we understand that the Issue is, not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States, except in each case to persons in the United States who are U.S. QIBs. I/we confirm that I am/we are (a) (i) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws; or (ii) a U.S. QIB in the United States, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of our Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of our Company has reason to believe is, in the United States (other than U.S. QIBs) or if such person is outside of India and United States, such person is not a foreign corporate or institutional shareholder, or is ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

For Resident Applicants: I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restrictions on Purchases and Resales" under the sub-heading "United States - For Investors Outside of the United States" on page 329 (if I am/we are outside the United States) of the LOF.

| LEAD MANAGERS TO THE ISSUE  | REGISTRAR TO THE ISSUE   | COMPANY SECRETARY AND COMPLIANCE OFFICER  |   |  |  |
|---|--|---|---|--|--|
|  <p><b>JM Financial Limited</b><br/>                     7<sup>th</sup> Floor, Chenergy Appasahab Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India<br/>                     Tel: +91 22 6630 3030, +91 22 6630 3262<br/>                     E-mail: shoppersstop.rights@jmf.com<br/>                     Investor Grievance E-mail: grievance.lbd@jmf.com<br/>                     Website: www.jmf.com<br/>                     Contact Person: Ms. Prachee Dhuri<br/>                     SEBI Registration No.: INM00010361</p>  |  <p><b>Axis Capital Limited</b><br/>                     1<sup>st</sup> Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025, Maharashtra, India<br/>                     Tel: +91 22 4325 2183<br/>                     E-mail: ssl.rights@axiscap.in<br/>                     Investor grievance E-mail: complaints@axiscap.in<br/>                     Website: www.axiscapital.co.in<br/>                     Contact person: Mr. Sagar Jatakya<br/>                     SEBI Registration No.: INM000012029</p> |  <p><b>KFin Technologies Private Limited</b><br/>                     Selenium, Tower B, Plot No - 31and 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddy, 500 032 Telangana, India.<br/>                     Tel: +91 40 6716 2222; Toll free number: 18003454001<br/>                     E-mail: shoppersstop.rights@kfintech.com<br/>                     Investor grievance E-mail: einward.ris@kfintech.com<br/>                     Website: www.kfintech.com<br/>                     Contact Person: Mr. M. Murali Krishna<br/>                     SEBI Registration No.: INR00000221</p> | <p><b>Mr. Bharat Sanghavi</b><br/>                     Umang Tower, 5<sup>th</sup> Floor, Mindspace, Off. Link Road, Malad (West), Mumbai 400 064, Maharashtra, India; Tel: +91 22 4249 7000; E-mail: investor@shoppersstop.com</p> <p>Investors may contact the Registrar or our Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole/first holder, folio number or demat account number, serial number of the Application Form, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 288 of the LOF.</p> |  |  |
| <p><b>Mr. Bharat Sanghavi</b><br/>                     Umang Tower, 5<sup>th</sup> Floor, Mindspace, Off. Link Road, Malad (West), Mumbai 400 064, Maharashtra, India; Tel: +91 22 4249 7000; E-mail: investor@shoppersstop.com</p> <p>Investors may contact the Registrar or our Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole/first holder, folio number or demat account number, serial number of the Application Form, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 288 of the LOF.</p> |  |   |   |  |  |

Place: Mumbai  
 Date: November 23, 2020

For Shoppers Stop Limited  
 On behalf of the Board of Directors  
**Bharat Sanghavi**  
 Company Secretary and Compliance Officer

Shoppers Stop Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated November 13, 2020 with the Stock Exchanges. The LOF is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), the website of the Lead Managers to the Issue, i.e., JM Financial Limited and Axis Capital Limited at [www.jmf.com](http://www.jmf.com) and [www.axiscapital.co.in](http://www.axiscapital.co.in), respectively, website of Company at [www.shoppersstop.com](http://www.shoppersstop.com); and website of Registrar at [www.kfintech.com](http://www.kfintech.com). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 15 of the LOF. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the US Securities Act, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the US Securities Act. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S to existing foreign corporate or institutional shareholders, and (ii) in the United States to U.S. QIBs pursuant to section 4(a)(2) of the US Securities Act.

This is only an advertisement for information purposes and not for publication, distribution or release directly or indirectly outside India. This does not constitute an offer or an invitation or a recommendation to purchase, to hold, to subscribe or sell securities and is not an announcement for the offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated November 13, 2020 (the "Letter of Offer" or "LOF") filed with the Stock Exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").

# SHOPPERS STOP

## START SOMETHING NEW

### Shoppers Stop Limited

Shoppers Stop Limited (the "Company" or the "Issuer") was incorporated on June 16, 1997 under the Companies Act, 1956 as a private limited company as "Shopper's Stop Private Limited" with a certificate of incorporation granted by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Our Company was converted into a deemed public company under section 43A of the Companies Act, 1956 on December 8, 1997. Pursuant to an amendment to the Companies Act, 1956 in the year 2000, our Company was converted from a deemed public company to a public company with effect from October 6, 2003. The name of our Company was further changed to "Shoppers Stop Limited" pursuant to a fresh certificate of incorporation dated December 6, 2010. For details of the change in the address of our registered office, see "General Information" on page 32 of the LOF.

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**Friday, November 27, 2020**

**LAST DATE FOR ON**

**MARKET RENUNCIATION:**

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**Friday, December 11, 2020\*\***

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In accordance with May 6 - Rights Issue Circular and July 24 - Rights Issue Circular, a separate web based application platform, i.e., the R-WAP facility (accessible at <https://rights.kfintech.com>), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the existing ASBA process. Resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such Investors should ensure the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Our Company, the Registrar and the Lead Managers shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. R-WAP facility will be operational from the Issue Opening Date.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 27 OF THE LOF.**

**Application by Eligible Equity Shareholders holding Equity Shares in physical form:** In accordance with the January 22 - Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have furnished the details of their demat account to the Registrar or our Company within the time prior to the Issue Closing Date so that their Rights Entitlements are credited to their respective demat accounts by the Registrar, may apply in this issue either through the ASBA process or the R-WAP facility. Further, in accordance with the May 6 - Rights Issue Circular and July 24 - Rights Issue Circular, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Application by such Eligible Equity Shareholders is subject to following conditions: (i) such Eligible Equity Shareholders apply only through R-WAP; (ii) such Eligible Equity Shareholders are residents; (iii) such Eligible Equity Shareholders are not making payment from non-resident account; (iv) such Eligible Equity Shareholders shall not be able to renounce their Rights Entitlements; and (v) such Eligible Equity Shareholders shall receive Rights Equity Shares, in respect of their Application, only in demat mode. Subsequently, such resident Eligible Equity Shareholders are required to send a communication to our Company or the Registrar containing the name(s), Indian address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested credit mastersheet of their demat account either by post, speed post, courier, electronic mail or hand delivery, to enable process of credit of Rights Equity Shares in such demat account, as and when opened. Until such period the Rights Equity Shares Allotted to such Eligible Equity Shareholders who hold Equity Shares in physical form, will be credited into the demat suspense account to be opened by the Company. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "Terms of the Issue - Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Terms of the Issue - Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and Disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner" on pages 307 and 317 of the LOF, respectively.

**PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFirmies&intMid=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned link.

**ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.**

**APPLICATION ON PLAIN PAPER:** An Eligible Equity Shareholder who has neither received the Application Form through e-mail or physical delivery (where applicable) nor is in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholder makes an Application using the Application Form as well as plain paper, both the Applications shall be liable to be rejected at the option of the Issuer.

##### PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Shoppers Stop Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Registered Folio Number/DP and Client ID No.; 4. Number of Equity Shares held as on Record Date; 5. Allotment option - only dematerialised form; 6. Number of Rights Equity Shares entitled to; 7. Number of Rights Equity Shares applied for within the Rights Entitlements; 8. Number of additional Rights Equity Shares applied for, if any; 9. Total number of Rights Equity Shares applied for; 10. Total amount paid at the rate of ₹140 per Rights Equity Share; 11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; 12. In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCR/NRRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained; 13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "US Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. If/We understand the Rights Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S") to existing foreign corporate or institutional shareholders; and (ii) in the United States to "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act) ("U.S. QIBs") pursuant to Section 4(a)(2) of the US Securities Act. If/We understand that the Issue is not, and under no circumstances to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States, except in each case to persons in the United States who are U.S. QIBs. If/We confirm that I am/ we are (a) (i) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws; or (ii) a U.S. QIB in the United States; (b) complying with laws of jurisdictions applicable to such person in connection with the Issue; and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of our Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of our Company have reason to believe is in the United States (other than U.S. QIBs) or if such person is outside of India and United States, such person is not a foreign corporate or institutional shareholder, or is ineligible to participate in this Issue under the securities laws of their jurisdiction.

If/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale or invitation. If/We satisfy, and each account for which I/We are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

For Resident Applicants: I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restrictions on Purchases and Resales" under the sub-heading "United States - For Investors in the United States" on page 329 (if I am/we are outside the United States) of the LOF.

| LEAD MANAGERS TO THE ISSUE   | REGISTRAR TO THE ISSUE   | COMPANY SECRETARY AND COMPLIANCE OFFICER   |
|--|--|--|
|  <p><b>JM FINANCIAL</b><br/>                     JM Financial Limited<br/>                     7<sup>th</sup> Floor, Chhatrapati Shivaji Maharaj Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India<br/>                     Tel: +91 22 6630 3030, +91 22 6630 3262<br/>                     E-mail: shoppersstop.rights@jmf.com<br/>                     Investor Grievance E-mail: grievance.tbd@jmf.com<br/>                     Website: www.jmf.com<br/>                     Contact Person: Ms. Prachee Dhuri<br/>                     SEBI Registration No.: INM00010361</p>  |  <p><b>AXIS CAPITAL</b><br/>                     Axis Capital Limited<br/>                     1<sup>st</sup> Floor, Axis House, C-2, Wadia International Centre P.B. Marg, Worli, Mumbai 400 025, Maharashtra, India<br/>                     Tel: +91 22 4325 2183<br/>                     E-mail: ssl.rights@axiscap.in<br/>                     Investor grievance E-mail: complaints@axiscap.in<br/>                     Website: www.axiscapital.co.in<br/>                     Contact person: Mr. Sagar Jatakiya<br/>                     SEBI Registration No.: INM00012029</p> |  <p><b>KFINTECH</b><br/>                     KFin Technologies Private Limited<br/>                     Selenium, Tower B, Plot No - 31and 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddy, 500 032 Telangana, India.<br/>                     Tel: +91 40 6716 2222; Toll free number: 18003454001<br/>                     E-mail: shoppersstop.rights@kfintech.com<br/>                     Investor grievance E-mail: einward.ris@kfintech.com<br/>                     Website: www.kfintech.com<br/>                     Contact Person: Mr. M. Murali Krishna<br/>                     SEBI Registration No.: INR00000221</p> |
| <p><b>Mr. Bharat Sanghavi</b><br/>                     Umang Tower, 5<sup>th</sup> Floor, Mindspace, Off. Link Road, Malad (West), Mumbai 400 064, Maharashtra, India; Tel: +91 22 4249 7000; E-mail: investor@shoppersstop.com</p> <p>Investors may contact the Registrar or our Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the ASBA process (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole first holder, folio number or demat account number, serial number of the Application Form, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, see "Terms of the Issue" on page 288 of the LOF.</p> |  |  |

Place: Mumbai  
 Date: November 23, 2020

Shoppers Stop Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated November 13, 2020 with the Stock Exchanges. The LOF is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), the website of the Lead Managers to the Issue, i.e., JM Financial Limited and Axis Capital Limited at [www.jmf.com](http://www.jmf.com) and [www.axiscapital.co.in](http://www.axiscapital.co.in), respectively, website of Company at [www.shoppersstop.com](http://www.shoppersstop.com), and website of Registrar at [www.kfintech.com](http://www.kfintech.com). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 15 of the LOF.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the US Securities Act, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the US Securities Act. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S to existing foreign corporate or institutional shareholders, and (ii) in the United States to U.S. QIBs pursuant to section 4(a)(2) of the US Securities Act.

For Shoppers Stop Limited  
 On behalf of the Board of Directors  
 Sd/-  
**Bharat Sanghavi**  
 Company Secretary and Compliance Officer

#### PUBLIC NOTICE

Take Notice that my client Mrs. Chhaya Avadharnayan Laxmisingh entered into an Agreement for Alternate Accommodation, dated 22/03/1985 with M/s. Prakash Builders whereby my client was allotted Shop No. 6 situated on Ground floor of Laxmiuday Apartment now known as Laxmiuday C.H.S.L., Pawan Baug Road, Chincholi Phatak, Malad (West), Mumbai - 400 064, S. No. 36, H. No. 1, C.T.S. No. 80-81 (Sub-divided Plot No. 81-A) of Village - Chincholi, Taluka - Borivali, MSD, the said Agreement is confirmed by a Deed of Confirmation, dated 14/05/1997 duly registered at Serial No. BDR-2-2147-1997. Further that due to typographical mistake the name of M/s. Prakash Builders appear as M/s. Parekh Builders in the first recital paragraph of the said Deed of Confirmation, the said mistake M/s. Parekh Builders be interpreted and read M/s. Prakash Builders. If any person/s having any objection to the interpretation of the name of M/s. Parekh Builders to M/s. Prakash Builders such person/s are required to intimate the undersigned and/or to the Secretary of Laxmiuday C.H.S.L., together with proof thereof and further that if any person/s having any claims by way of sale, mortgage, lease, lien, gift, easement, exchange, possession, inheritance, succession or otherwise howsoever in respect to the said property, such person/s are required to intimate the undersigned and/or to the Secretary of Laxmiuday C.H.S.L., together with proof thereof within 14 days from the date of publication of this notice, failing which, the claim of such person/s, if any, will be deemed to have been waived and/or abandoned. Sd/-  
**Place: Mumbai, Mr. Satish Upadhyay**  
 Date: 23/11/2020 (Advocate, High Court)  
 M. I. Patel Compound, Pushpa Park Road No. 3, Malad (E), Mumbai - 400 097  
**The Secretary, Laxmiuday C. H. S. L.,**  
 Flat No. 108, A-Wing, Pawan Baug Road, Chincholi Phatak, Malad (W), Mumbai-64

#### जाहीर सूचना

जन्तेला यादोरा सूचना देयात येते की, आमचे अशील सो. अंकिता अनिकेत पवार, राहतात फ्लॅट क्र. ४०५, ४था मजला, ए विंग, विल्डिओ क्र. ११, सवोयद को-ऑप.ही. सोसायटी लि., खेनगर, बांद्रा (१.), मुंबई-४०० ०५१ हे टिळक नगर, चेंबुर, मुंबई-४०० ०८९ येथे स्थित टिळक नगर जय हिंद को-ऑरेटिव्ह होमिंग सोसायटी लि., विल्डिओ क्र. ८० च्या ए विंगमधील डब्या मजल्यावरील फ्लॅट क्र. ७०४, मोमोमालि क्षेत्र ४९९.५२ चौ.फुट. (४९९) संलग्न ४२.६२ चौ. मीटर (वडी) सरट फ्लॅटचे समसद आणि मालक १) श्री. इफान उस्मान मालिम आणि २) श्री. मुस्ताक उस्मान मालिम यांचाकडून खोदी करण्यास इच्छुक आहेत. जर कोणालाही आमच्या अशीलदोरे सदर फ्लॅटच्या खोदीकरिता कोणताही दावा आणि/किंवा आक्षेप जसे की, विक्री, अविस्तारतण, अदलाबदल, हस्तांतरण, वाटप, बक्षीस, वास्तविक, गहाण, प्रभार, धारणाधिकार, भाडेगुदा, कुळविविवाट, पवाना, केअर-टेक, तावा, जसी, सुविधाधिकार, व्यवस्था आणि करार किंवा इतर कोणतेही रद्द आणि/किंवा वाद, खटला, हुद्दम, आदेश, करारनामा, जमी किंवा कोणताही दावा असल्यास त्यांनी सदर लिखित कागदोपरी पुढ्याच्या निम्नव्याखरीकारना या प्रसिद्धीच्या ताखेबासतून १४ दिवसांच्या अंत कळविणे आवश्यक आहे, कसूर केल्यास, तसे व्यक्तीचे तसे दावा किंवा दावे जर असल्यास, तो त्याचाच आणि/किंवा पत्त्यावत आणि/किंवा सोडून दिल्याचे किंवा ज्ञात असल्याचे समजले जातील आणि आमच्या अशीलच्या नावावर विक्री पूर्ण करण्यात येईल.

दिनांक २३ नोव्हेंबर, २०२०

सही -  
 श्री. नितिन निकम  
 वकील उच्च न्यायालय, मुंबई  
 विल्डिओ क्र. २०, ए-५, तळमजला,  
 कावरी को-ऑप.ही.सोसायटी लि.,  
 टिळक नगर, चेंबुर,  
 मुंबई-४०० ०८९.  
 दूर: ९८६९०९७९९४/९८९७९६८४

The spirit of Mumbai is now 92 years old!



#### PUBLIC NOTICE

Take Notice that my client Mr. Ranvir Singh entered into an Agreement for Alternate Accommodation, dated 22/03/1985 with M/s. Prakash Builders whereby my client was allotted Flat No. 208 situated on 2<sup>nd</sup> floor of Laxmiuday Apartment now known as Laxmiuday C.H.S.L., Pawan Baug Road, Chincholi Phatak, Malad (West), Mumbai - 400 064, S. No. 36, H. No. 1, C.T.S. No. 80-81 (Sub-divided Plot No. 81-A) of Village - Chincholi, Taluka - Borivali, MSD, the said Agreement is confirmed by a Deed of Confirmation, dated 14/05/1997 duly registered at Serial No. BDR-2-2147-1997. Further that due to typographical mistake the name of M/s. Prakash Builders appear as M/s. Parekh Builders in the first recital paragraph of the said Deed of Confirmation, the said mistake M/s. Parekh Builders be interpreted and read M/s. Prakash Builders. If any person/s having any objection to the interpretation of the name of M/s. Parekh Builders to M/s. Prakash Builders such person/s are required to intimate the undersigned and/or to the Secretary of Laxmiuday C.H.S.L., together with proof thereof and further that if any person/s having any claims by way of sale, mortgage, lease, lien, gift, easement, exchange, possession, inheritance, succession or otherwise howsoever in respect to the said property, such person/s are required to intimate the undersigned and/or to the Secretary of Laxmiuday C.H.S.L., together with proof thereof within 14 days from the date of publication of this notice, failing which, the claim of such person/s, if any, will be deemed to have been waived and/or abandoned. Sd/-  
**Place: Mumbai, Mr. Satish Upadhyay**  
 Date: 23/11/2020 (Advocate, High Court)  
 M. I. Patel Compound, Pushpa Park Road No. 3, Malad (E), Mumbai - 400 097  
**The Secretary, Laxmiuday C. H. S. L.,**  
 Flat No. 108, A-Wing, Pawan Baug Road, Chincholi Phatak, Malad (W), Mumbai-64