

SEC/74/2020-21

December 4, 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,

Sub: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Regulations")

Pursuant to applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the applicable secretarial standards and Regulation 44 of the SEBI Regulations, the Company had provided to the Members, the facilities of "Remote E-Voting" to cast their vote(s) on the special resolution set out in the Postal Ballot Notice dated October 30, 2020, seeking their approval on formulation and implantation of Shoppers Stop Limited Employee Stock Option Plan 2020.

The Company had appointed Mr. Kaushal Dalal of Kaushal Dalal & Associates, Practicing Company Secretaries, as the scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's report, the special resolution set out in the Postal Ballot Notice has been duly transacted and approved by the Members with requisite majority.

In this connection, we hereby enclose the Voting results and Scrutinizer's Report for the said Postal Ballot. The same is also available on the Company's corporate website i.e. <https://corporate.shoppersstop.com/investors/disclosures-under-listing-regulations.aspx>.

We request you to take the same on record and oblige.

Thank you.

Yours truly,

For **Shoppers Stop Limited**

Bharat
Kanaklal
Sanghavi

Digitally signed by
Bharat Kanaklal
Sanghavi
Date: 2020.12.04
19:06:50 +05'30'

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

General information about company	
Scrip code	532638
NSE Symbol	SHOPERSTOP
MSEI Symbol	NOTLISTED
ISIN	INE498B01024
Name of the company	Shoppers Stop Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	03-12-2020
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Mr. Kaushal Dalal
Firms Name	Kaushal Dalal & Associates
Qualification	CS
Membership Number	F7141
Date of Board Meeting in which appointed	30-10-2020
Date of Issuance of Report to the company	04-12-2020

Voting results	
Record date	30-10-2020
Total number of shareholders on record date	35938
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of 'Shoppers Stop Limited Employee Stock Option Plan 2020'				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	56189674	56189674	100	56189674	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56189674	56189674	100	56189674	0	100
Public-Institutions	E-Voting	19315331	13529243	70.0441	13440158	89085	99.3415	0.6585
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19315331	13529243	70.0441	13440158	89085	99.3415
Public- Non Institutions	E-Voting	12484923	70559	0.5652	70100	459	99.3495	0.6505
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12484923	70559	0.5652	70100	459	99.3495
Total		87989928	69789476	79.3153	69699932	89544	99.8717	0.1283
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. ★ Email : team@cskda.com

SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with
Rule 20 and 22 of Companies (Management and Administration) Rules, 2014.

To,
The Chairman,
Shoppers Stop Limited
Umang Tower, 5th Floor, Mindspace,
Off. Link Road, Malad (W),
Mumbai: 400064

Certified True Copy
For Shoppers Stop Limited


Bharat Sanghavi
Company Secretary

Dear Sir,

Sub: Scrutinizer's Report on voting done through Remote E-Voting Process for Special Resolution as set out in the Postal Ballot Notice dated October 30, 2020.

I, Kaushal Dalal, Proprietor of M/s. Kaushal Dalal & Associates, Practicing Company Secretaries was appointed as a Scrutinizer by the Board of Directors of **Shoppers Stop Limited ("the Company")** pursuant to Sections 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules made thereunder to scrutinize the Electronic Voting (Remote e-Voting) process in connection with the resolution contained in the Postal Ballot Notice dated October 30, 2020.

1. I submit my report as under:

- a. The Management of the Company is responsible for the compliance with the requirements of the relevant provisions of Sections 108 & 110 of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended; read with the MCA Circulars dated April 08, 2020, April 13, 2020 and September 28, 2020 ("MCA Circulars").
- b. My responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
- c. The members of the Company holding shares as on the "cut-off date" i.e. Friday, October 30, 2020 were entitled to vote on proposed resolution as set in the Notice of Postal Ballot dated October 30, 2020, through remote e-voting only.
- d. The Company has appointed KFin Technologies Private Limited ("Kfin") ("RTA") (Previously Known as Karvy Fintech Private Limited) for conducting the Remote e-voting by the members of the Company.



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

- e. The Remote e-Voting commenced on Wednesday, November 04, 2020 at 9:00 am IST and ended on Thursday, December 03, 2020 at 5.00 pm IST.
- f. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice dated October 30, 2020, to its Members whose names appeared in the Register of Members/Register of Beneficial owners maintained by the Depositories, as on the Cut-off date i.e. October 30, 2020 and whose email addresses were registered with the Company, KFin, Depositories or the depositories participant(s), through electronic means only and has not dispatched physical notices to any member. Further the Company vide the Postal Ballot Notice dated October 30, 2020, had also requested its members to register their email addresses with the RTA / Depository Participant(s), as the case may be.
- g. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in 'Free Press Journal' & 'Navshakti' on editions of Tuesday, November 03, 2020, informing the Members about the completion of dispatch of Postal Ballot Notice, to the Members entitled along with other related matters mentioned therein.
- h. Due to COVID-19 pandemic and nationwide lockdown announced by the Central/State Government, physical Ballot was not dispatched and provisions of MCA Circulars were adhered. Therefore, neither the Company nor I have received any physical copy of documents related to stated Postal Ballot.
- i. After completion of remote e-voting, the Result thereof was unblocked from the website of Kfin i.e www.evoting.kfintech.com in the presence of my authorised representative who was not in the employment of the Company.
- j. The particulars of report downloaded from the website of Kfin have been entered in a separate register maintained for the purpose of Postal Ballot.
- k. The Votes cast by Corporate/ Institutional Members who have emailed the scanned certified true copy of the Board Resolution / Authority Letter, etc. at email ID: team@cskda.com or have uploaded on the website of Kfin have been considered valid.
- l. The Postal Ballot and other related documents/registers and record will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.
2. After ascertaining the votes casted through remote e-voting, I hereby submit the result as under:

Resolution No 1: Approval of 'Shoppers Stop Limited Employees Stock Option Plan 2020'

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by	131	71048083



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

electronic mode		
Less: Total Number of Invalid Votes (As per Annexure-1)	5	1258607
Total Number of Valid Votes	126	69789476

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)	% of Valid Votes Received
Total Number of Valid Votes	126	69789476	100
Assented to Resolution	119	69699932	99.87
Dissented to Resolution	7	89544	0.13

3. Based on the above remote e-voting, I confirm that the resolution set out in Postal Ballot Notice dated October 30, 2020 have been carried on with the requisite majority, accordingly I request the Company, to announce the voting results of the said Postal Ballot.

For Kaushal Dalal & Associates
 Practicing Company Secretary



Kaushal Dalal
 Kaushal Dalal
 (Proprietor)
 M. No: FCS 7141
 CoP No: 7512

Place: Mumbai
 Date: 04th December, 2020
 UDIN: F007141B001401402

For Shoppers Stop Limited

B. Singh
 Bharet Singhavi
 Company Secretary

Annexure 1

Basis of rejection:

- a. Institutional Member (other than Individuals, HUF, NRI etc.) who has not provided relevant copy of the Board Resolution / Authority Letter / Power of Attorney etc.
- b. Member has abstained from voting.

