

SHOPPERS STOP

SEC/91/2023-24

November 16, 2023

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

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 ordinary and special resolution(s) set out in the Postal Ballot Notice email dated October 12, 2023, seeking their approval for (i) Appointment of Mr. Kavindra Mishra (DIN No:07068041) as a Director of the Company – Ordinary Resolution and (ii) Appointment of Mr. Kavindra Mishra (DIN No:07068041) as Executive Director & CEO of the Company- Special Resolution.

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 dated November 16, 2023, the ordinary and special resolution(s) set out in the Postal Ballot Notice has been duly transacted and is accordingly deemed to have been approved by the Members with requisite majority on November 15, 2023.

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/>

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

Thank you.

Yours truly,
For **Shoppers Stop Limited**

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

Encl: A/a

Shoppers Stop Limited

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

SHOPPERS STOP

Report on Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Shoppers Stop Limited	
AGM/EGM/ Postal Ballot Notice	Thursday, August 24, 2023
Total number of shareholders on record date	41,643
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Shoppers Stop Limited								
Resolution No.			1					
Resolution Required: (Ordinary/ Special)			Appointment of Mr. Kavindra Mishra (DIN No:07068041) as a Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	7,20,59,586	7,20,59,586	100.0000	7,20,59,586	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		7,20,59,586	100.0000	7,20,59,586	0	100.0000	0.0000
Public Institutions	E-Voting	3,11,90,997	2,36,30,744	75.7614	2,36,19,026	11,718	99.9504	0.0496
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2,36,30,744	75.7614	2,36,19,026	11,718	99.9504	0.0496
Public Non Institutions	E-Voting	66,78,226	14,18,430	21.2396	14,17,501	929	99.9345	0.0655
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		14,18,430	21.2396	14,17,501	929	99.9345	0.0655
Total		10,99,28,809	9,71,08,760	88.3379	9,70,96,113	12,647	99.9870	0.0130

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Shoppers Stop Limited	
Resolution No.	2
Resolution Required: (Ordinary/ Special)	Appointment of Mr. Kavindra Mishra (DIN No:07068041) as Executive Director & CEO of the Company
Whether promoter/ promoter group are interested in the agenda/resolution?	No

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	7,20,59,586	7,20,59,586	100.0000	7,20,59,586	0	100.0000	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		7,20,59,586	100.0000	7,20,59,586	0	100.0000	0
Public Institutions	E-Voting	3,11,90,997	2,36,30,744	75.7614	2,36,19,026	11,718	99.9504	0.0496
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		2,36,30,744	75.7614	2,36,19,026	11,718	99.9504	0.0496
Public Non Institutions	E-Voting	66,78,226	14,18,430	21.2396	14,17,531	899	99.9366	0.0634
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		14,18,430	21.2396	14,17,531	899	99.9366	0.0634
Total		10,99,28,809	9,71,08,760	88.3379	9,70,96,143	12,617	99.9870	0.0130

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KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email id: kaushaldalalcs@gmail.com **Contact No:** 02235000811/35000812 **Mobile No:** 9820636169

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

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 August 24,2023.**

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 resolutions contained in the Postal Ballot Notice dated August, 24, 2023.

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 Ministry of Corporate Affairs ("MCA") General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28,2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 03/2022 dated May 05, 2022 and No. 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") ("MCA Circulars") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").
- 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 06, 2023 were entitled to vote on proposed resolutions as set in the Notice of Postal Ballot dated Thursday, August, 24, 2023, through remote e-voting only.
- d. The Company has appointed KFin Technologies Limited (Previously Known as Karvy Fintech Limited (“KFin”) (“RTA”) for conducting the Remote e-voting by the members of the Company.
- e. The Remote e-Voting commenced on Tuesday, October 17, 2023 at 09:00 am IST and ended on Wednesday, November 15, 2023 at 5.00 pm IST.
- f. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice dated August, 24, 2023, 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, 06, 2023 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 August 24, 2023 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 Friday, October 13, 2023, informing the Members about the completion of dispatch of Postal Ballot Notice, to the Members entitled along with other related matters mentioned therein.
- h. 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.
- i. The particulars of report downloaded from the website of Kfin have been entered in a separate register maintained for the purpose of Postal Ballot.
- j. 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: kaushaldalalcs@gmail.com or have uploaded on the website of Kfin have been considered valid.
- k. 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:

Ordinary Resolution No 1: Appointment of Mr. Kavindra Mishra (DIN No: 07068041) as a Director of the Company

Category	Mode of Voting	Total 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	Remote E-Voting	7,20,59,586	7,20,59,586	100.00 0	7,20,59,586	0	100.000	0
	Poll		0	0	0	0	0	0
	Total		7,20,59,586	100.00 0	7,20,59,586	0	100.000	0
Public - Institutional holders	Remote E-Voting	3,11,90,997	2,36,30,744	75.761	2,36,19,026	11,718	99.950	0.050
	Poll		0	0	0	0	0	0
	Total		2,36,30,744	75.761	2,36,19,026	11,718	99.950	0.050
Public- Non- Institutional holders	Remote E-Voting	66,78,226	14,18,430	21.240	14,17,501	929	99.935	0.065
	Poll		0	0	0	0	0	0
	Total		14,18,430	21.240	14,17,501	929	99.935	0.065
Total		10,99,28,809	9,71,08,760	88.338	9,70,96,113	12647	99.987	0.013

**No of votes polled does not include 'No. of Invalid/Abstain Votes'*

Special Resolution No 2: Appointment of Mr. Kavindra Mishra (DIN No:07068041) as Executive Director & CEO of the Company.

Category	Mode of Voting	Total 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	Remote E-Voting	7,20,59,586	7,20,59,586	100.000	7,20,59,586	0	100.000	0
	Poll		0	0	0	0	0	0
	Total		7,20,59,586	100.000	7,20,59,586	0	100.000	0
Public - Institutional holders	Remote E-Voting	3,11,90,997	2,36,30,744	75.761	2,36,19,026	11718	99.950	0.050
	Poll							
	Total		2,36,30,744	75.761	2,36,19,026	11718	99.950	0.050
Public- Non- Institutional holders	Remote E-Voting	66,78,226	14,18,430	21.240	14,17,531	899	99.937	0.063
	Poll		0	0	0	0	0	0
	Total		14,18,430	21.240	14,17,531	899	99.937	0.063
Total		10,99,28,809	9,71,08,760	88.338	9,70,96,143	12,617	99.987	0.013

*No of votes polled does not include 'No. of Invalid /Abstain Votes'

3. Based on the above remote e-voting, I confirm that the resolution set out in Postal Ballot Notice dated August 24, 2023 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
MADHUSUD
AN DALAL

Digitally signed by KAUSHAL MADHUSUDAN DALAL
DN: cn=PERSONAL, o=9335,
pseudoym=ac7c5d2791634330680963c3382946c,
2.5.4.2=02449504e370264034c93688585787283d3
c207639aef789e6770c31a14de, postalCode=400054,
st=Maharashtra,
serialNumber=180F5a60d7b7858207b0797cf73a575f
230203c5878a5547a571237f6504, cn=KAUSHAL
MADHUSUDAN DALAL
Date: 2023.11.16 17:34:48 +05'30'

Kaushal Dalal
(Proprietor)

M. No: FCS 7141
CoP No: 7512
UDIN: F007141E001908579

Date: 16th November, 2023

Place: Mumbai

Countersigned by:

For Shoppers Stop Limited

VIJAY
KUMAR
GUPTA

Digitally signed
by VIJAY KUMAR
GUPTA
Date: 2023.11.16
18:10:57 +05'30'

Vijay Kumar Gupta

Head Legal ,CS & Compliance Officer