

SEC/08/2020-21

May 27, 2020

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

**Sub: Annual Secretarial Compliance report for the year ended March 31, 2020**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Secretarial Compliance report for the financial year ended March 31, 2020.

Kindly take the same on records.

Thank you.

Yours truly,  
For **Shoppers Stop Limited**

BHARAT  
KANAKLAL  
SANGHAVI



**Bharat Sanghavi**  
**Company Secretary & Compliance Officer**

Encl: A/a

**KAUSHAL DALAL & ASSOCIATES**  
COMPANY SECRETARIES

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. \* Email : kaushaldalalcs@gmail.com

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**SECRETARIAL COMPLIANCE REPORT  
OF  
SHOPPERS STOP LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

I have examined:

- a) All the documents and records made available to us and explanation provided by Shoppers Stop Limited ("the listed entity"),
- b) the filings/submission made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/filing as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2020** ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder and regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:- **Not Applicable during the period under review;**
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- **Not Applicable during the period under review;**

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- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **Not Applicable during the period under review;**
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013:- **Not Applicable during the period under review;**
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;

And based on the above explanation, I hereby report that, during the Review period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
<b>NIL</b>			

Further no deviations/violations were made by the listed entity, however, two Designated Persons have violated the Code of Conduct made by the listed entity under SEBI (Prohibition of Insider Trading) Regulations, 2015 as follows:

- Trading during the prohibited period declared by the Compliance officer for adoption of the Un-audited Financials Results for the quarter and nine month ended December, 2019;
- Violation of Trading period as permitted under the regulations for Contra trade.

The Compliance Officer of the Company had adjudicated the said deviations by taking necessary action and informed the SEBI about the said violation as required under Schedule B Clause 13 of the said regulations.

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- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c. The following are the details taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;

<b>Sr. No</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
<b>NIL</b>				

- d. the listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr.No</b>	<b>Observations of the Practicing Company secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended___</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company secretary on the actions taken by the listed entity</b>
<b>Not Applicable</b>				

For Kaushal Dalal & Associates  
*Company Secretaries*

Date: 20<sup>th</sup> May, 2020  
Place: Mumbai

Kaushal Dalal  
Proprietor  
M. No: 7141 CP No: 7512  
UDIN: F007141B000261881