

SEC/022/2019-20

May 27, 2019

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

Dear Sirs,

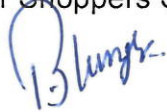
Sub: Annual Secretarial Compliance Report for the year ended March 31,2019

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith the Annual Secretarial Compliance Report for the financial year 2018-19.

Kindly take the same on records.

Thanking you,

Yours truly,
For Shoppers Stop Limited.



Bharat Sanghavi
Company Secretary



Encl: aa

**SECRETARIAL COMPLIANCE REPORT
OF
SHOPPERS STOP LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

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 **31st March, 2019** ("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. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:- **Not Applicable during the period under review;**
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:-
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- **Not Applicable during the period under review;**



- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:-
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **Not Applicable during the period under review;**
- g. The 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. The 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
NIL			

- 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;



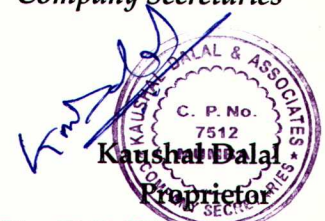
KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

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

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

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

For Kaushal Dalal & Associates
Company Secretaries



Date: 20th May, 2019

Place: Mumbai

M. No: 7141 CP No: 7512