

# SHOPPERS STOP

SEC/01/2023-24

April 05, 2023

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001.  <b>Stock Code : 532638</b>	National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.  <b>Stock Symbol : SHOPERSTOP</b>
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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 resolutions set out in the Postal Ballot Notice dated February 20, 2023, seeking their approval for (i) Appointment of Mr. Mahesh Chhabria (DIN No. 00166049) as an Independent Director of the Company, and (ii) Appointment of Ms. Smita Jatia (DIN No. 03165703) as an Independent Director of the Company.

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/>

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, 5<sup>th</sup> Floor, Mindspace, Off. Link Road, Malad (W), Mumbai 400 064, Maharashtra.  
T 022- 42497000 CIN : L51900MH1997PLC108798. Email : [customercare@shoppersstop.com](mailto:customercare@shoppersstop.com) Website: [www.shoppersstop.com](http://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	
Date of AGM/EGM/ Postal Ballot Notice	Monday, February 20, 2023
Total number of shareholders on record date	39093
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.								
Resolution Required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	71774535	70530826	98.2672	70530826	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>70530826</b>	<b>98.2672</b>	<b>70530826</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	30081445	22369635	74.3636	22144274	225361	98.9926	1.0074
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	<b>Total</b>		<b>22369635</b>	<b>74.3636</b>	<b>22144274</b>	<b>225361</b>	<b>98.9926</b>	<b>1.0074</b>
Public Non Institutions	E-Voting	7791859	1525698	19.5807	1525221	477	99.9687	0.0313
	Poll		0	0	0	0		
	Postal Ballot		0	0	0	0		
	<b>Total</b>		<b>1525698</b>	<b>19.5807</b>	<b>1525221</b>	<b>477</b>	<b>99.9687</b>	<b>0.0313</b>
<b>Total</b>		<b>109647839</b>	<b>94426159</b>	<b>86.1177</b>	<b>94200321</b>	<b>225838</b>	<b>99.7608</b>	<b>0.2392</b>

### Shoppers Stop Limited

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Shoppers Stop Limited	
Resolution No.	2
Resolution Required: (Ordinary/ Special)	Appointment of Ms. Smita Jatia (DIN No: 03165703) as an Independent 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	71774535	70530826	98.2672	70530826	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>70530826</b>	<b>98.2672</b>	<b>70530826</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	30081445	22369635	74.3636	22293345	76290	99.659	0.341
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>22369635</b>	<b>74.3636</b>	<b>22293345</b>	<b>76290</b>	<b>99.659</b>	<b>0.341</b>
Public Non Institutions	E-Voting	7791859	1525698	19.5807	1525221	477	99.9687	0.0313
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>1525698</b>	<b>19.5807</b>	<b>1525221</b>	<b>477</b>	<b>99.9687</b>	<b>0.0313</b>
<b>Total</b>		<b>109647839</b>	<b>94426159</b>	<b>86.1177</b>	<b>94349392</b>	<b>76767</b>	<b>99.9187</b>	<b>0.0813</b>

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Toll Free No.:1800-419-6648 (9 am to 9 pm).

**KAUSHAL DALAL & ASSOCIATES**  
COMPANY SECRETARIES

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

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**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, 5<sup>th</sup> 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 February, 20, 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 February, 20, 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, February 24, 2023 were entitled to vote on proposed resolution as set in the Notice of Postal Ballot dated February, 20, 2023, through remote e-voting only.
- d. The Company has appointed KFin Technologies Limited (Previously Known as KFin Technologies Private Limited (“KFin”) (“RTA”) for conducting the Remote e-voting by the members of the Company.
- e. The Remote e-Voting commenced on Monday, March 06, 2023 at 10:00 am IST and ended on Tuesday, April 04, 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 February, 20, 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. February, 24, 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 February, 20, 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, March 03, 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](http://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](mailto: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:

**Special Resolution No 1: Appointment of Mr. Mahesh Chhabria (DIN No: 00166049) as an Independent Director of the Company**

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	174	9,44,27,708
<b>Less:</b> * Total Number of Invalid Votes	1	1,549
<b>Total Number of Valid Votes</b>	<b>173</b>	<b>9,44,26,159</b>

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	173	9,44,26,159	100.00
<b>Assented to Resolution</b>	<b>155</b>	<b>9,42,00,321</b>	<b>99.76</b>
<b>Dissented to Resolution</b>	<b>18</b>	<b>2,25,838</b>	<b>0.24</b>

\* Institutional Member (other than individuals, HUF, NRI etc.) who has not provided relevant copy of the Board Resolution/Authority Letter/Power of Attorney etc.

**Note:** One Member has casted its vote partially in "For" and partially in "Against" and accordingly has been counted twice for the purpose of mentioning Number of Members who voted

**Special Resolution No 2: Appointment of Ms. Smita Jatia (DIN No: 03165703) as an Independent Director of the Company.**

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	173	9,44,27,708
<b>Less:</b> * Total Number of Invalid Votes	1	1,549
<b>Total Number of Valid Votes</b>	<b>172</b>	<b>9,44,26,159</b>

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	<b>172</b>	9,44,26,159	<b>100.00</b>
<b>Assented to Resolution</b>	<b>165</b>	<b>9,43,49,392</b>	<b>99.92</b>
<b>Dissented to Resolution</b>	<b>7</b>	<b>76,767</b>	<b>0.08</b>

\* Institutional Member (other than individuals, HUF, NRI etc.) who has not provided relevant copy of the Board Resolution/Authority Letter/Power of Attorney etc.

**Note:** One Member has casted its vote partially in “For” and partially in “Against” and accordingly has been counted twice for the purpose of mentioning Number of Members who voted

3. Based on the above remote e-voting, I confirm that the resolution set out in Postal Ballot Notice dated February 20, 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  
MADHUSU  
DAN  
DALAL

Digitally signed by KAUSHAL  
MADHUSU DAN DALAL  
DN: cn=KAUSHAL DALAL, o=K&A, ou=K&A, email=kaushal@kda.com, c=IN  
2.5.4.20=023440648710868034+938F  
80E1327281830070566078987796  
314166, postalCode=400054  
e=Madhusudan@kda.com  
serialNumber=1, DN: cn=023440648710868034+938F  
80E1327281830070566078987796  
314166, postalCode=400054  
Date: 2023.04.03 20:58:34 +05'30'

**Kaushal Dalal**  
**(Proprietor)**

**M. No: FCS 7141**

**CoP No: 7512**

**UDIN: F007141E000020869**

**Date: 05.04.2023**

**Place: Mumbai**