

SEC/28/2022-23

June 06, 2022

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 April 28, 2022, seeking their approval of "Shoppers Stop Limited Employees Stock Option Plan, 2022 (SSL Plan 2022 / the Plan)".

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

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Voting results	
Record date	29-04-2022
Total number of shareholders on record date	26339
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	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Special No Approval of "Shoppers Stop Limited Employees Stock Option Plan, 2022 (SSL Plan 2022 / the Plan")				
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		70107641	97.6776	70107641	0	100.0000	0.0000
	Poll	71774535	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	71774535	70107641	97.6776	70107641	0	100.0000	0.0000
Public- Institutions	E-Voting		22459900	78.8697	22274003	185897	99.1723	0.8277
	Poll	28477228	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	28477228	22459900	78.8697	22274003	185897	99.1723	0.8277
Public- Non Institutions	E-Voting		1765636	19.0911	1765295	341	99.9807	0.0193
	Poll	9248462	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9248462	1765636	19.0911	1765295	341	99.9807	0.0193
Total		109500225	94333177	86.1488	94146939	186238	99.8026	0.1974
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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 : kaushaldalalcs@gmail.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.

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 April, 28, 2022.**

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 April, 28, 2022.

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, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and clarification dated December 08, 2021 ("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, April 29, 2022 were entitled to vote on proposed resolution as set in the Notice of Postal Ballot dated April 28, 2022, through remote e-voting only.

KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

- 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 Friday, May 06, 2022 at 9:00 am IST and ended on Saturday, June 04, 2022 at 5.00 pm IST.
- f. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice dated April 28, 2022, 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. April 29, 2022 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 April 28, 2022, 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, May 06, 2022, 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: kaushaldalalcs@gmail.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.

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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 2022

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	144	95355856
Less: Total Number of Invalid Votes (As per Annexure-1)	3	1022679
Total Number of Valid Votes	141	94333177

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			
Assented to Resolution	123	94146939	99.80
Dissented to Resolution	18	186238	0.20

3. Based on the above remote e-voting, I confirm that the resolution set out in Postal Ballot Notice dated April 28, 2022 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

**Kaushal Dalal
(Proprietor)**

M. No: FCS 7141

CoP No: 7512

Date: June 06, 2022

Place: Mumbai

UDIN: F007141D000465302

Received

For SHOPPERS STOP LIMITED
VJ
6/6/22
VICE-PROV. & COMPL. OFFICER

KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

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.