

SEC/18/2022-23

May 05, 2022

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

Dear Sir/ Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), please find enclosed herewith a copy of the Postal Ballot notice dated Thursday, April 28, 2022, along with the explanatory statement thereto, seeking approval of the members of the Company to the Special Business detailed herein below, by electronic means i.e. through remote e-voting, in compliance with the Companies Act, 2013 and rules thereunder, the LODR and the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Please note that, in compliance with Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, Postal Ballot notice has been sent only in electronic mode to all those members whose names appear in the register of members and whose e-mail addresses are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent of the Company or the Depository Participants(s) as on cut-off date for e-voting i.e. Friday, April 29, 2022. The procedure and instructions for remote e-voting are set out in the Postal Ballot notice.

Postal Ballot notice is also hosted on the Company's website <https://corporate.shoppersstop.com/>, website of the stock exchanges at www.nseindia.com and www.bseindia.com and website of remote e-voting service provider i.e. KFin at <https://evoting.kfintech.com>.

Key information pertaining to Postal Ballot is as under:

Particulars	Details
Special Business	Special resolution for approving the Shoppers Stop Limited Employees Stock Option Plan, 2022, ("SSL Plan 2022 / the Plan")
Cut-off date for e-voting	Friday, April 29, 2022
E-voting start time and date	Friday, May 06, 2022 from 9:00 am (IST)
E-voting end time and date	Saturday, June 04, 2022 to 5:00 pm (IST)
Results of Postal Ballot	On or before Tuesday, June 07, 2022

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,
For Shoppers Stop Limited



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



Encl: A/a

SHOPPERS STOP

SHOPPERS STOP LIMITED

Registered Office: Umang Tower, 5th Floor, Mindspace, Off. Link Road, Malad (W), Mumbai- 400 064
Tel : 022- 4249 7000 **E-mail :** company.secretary@shoppersstop.com **Website :** www.shoppersstop.com
CIN: L51900MH1997PLC108798

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Management and Administration) Rules, 2014 (the “Rules”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) including any statutory modification or re-enactment thereof, for the time being in force, Ministry of Corporate Affairs (“MCA”) General Circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Clarification No. 20/2021 dated December 08, 2021 (collectively referred to as “MCA Circulars”) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries and subject to other applicable laws and regulations, the special resolution appended below is proposed to be passed by the Members of Shoppers Stop Limited (the “Company”) by way of Postal Ballot through remote e-voting (“**Postal Ballot Notice**”).

In view of the ongoing of COVID-19 pandemic crisis, MCA vide its aforesaid mentioned MCA Circulars, advised the companies to consider and take all decisions requiring Members’ approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by postal ballot, upto June 30, 2022

Accordingly, the Company is sending Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company or the Depository / KFin Technologies Limited (previously known as Karvy Fintech Limited, Registrar and Transfer Agent of the Company (“KFin”) or the Depository Participant(s). Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and postage pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent, only through remote e-voting system.

Pursuant to Section 108 of the Act, Rule 20 of the Rules, Regulation 44 of LODR Regulations read with the MCA Circulars, the Company is pleased to provide the facility to its Members, to exercise their right to vote, on the resolution proposed to be passed by Postal Ballot, by electronic means. The Members are requested to read the instructions in the Notes to this Notice, under head “Procedure and instructions for the remote e-voting”, to cast their votes electronically.

In the event, the proposed resolution, as set out herein below, is assented to by Members by means of remote e-voting, it shall be deemed to be passed on the last day of e-voting i.e. on Saturday, June 4, 2022 as if the same have been passed at a General Meeting of the Members convened in that behalf.

The proposed Special Resolution and the Explanatory Statement setting out the material facts and the reasons thereof along with instructions for remote e-voting, as required in terms of Section 102 and Section 110 of the Act are appended hereto for your consideration and approval.

SPECIAL BUSINESS

Item No. 1: Approval of “Shoppers Stop Limited Employees Stock Option Plan, 2022 (SSL Plan 2022 / the Plan)”

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force; the relevant clauses of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SBEB & SE Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”); the provisions of Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, for the time being in force, the consent of the Members’ of the Company, be and is hereby accorded to the introduction, formulation and implementation of **‘Shoppers Stop Limited – Employee Stock Option Plan 2022’ (“SSL ESOP 2022”/ “Plan”)** and authorizing the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration and Corporate Governance Committee (NRCC) which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SBEB & SE Regulations*) to create, and grant from time to time, in one or more tranches, not exceeding 20,00,000 (Twenty lacs only) employee stock options comprising of upto 13,33,000 (Thirteen Lakhs Thirty Three Thousand only) ESOP’s and 6,67,000 (Six lacs Sixty Seven Thousand only) Restricted Stock Units (RSU) (“hereinafter referred to as Option(s)”) to or for the benefit of such eligible person(s) as designated by the Company, within the meaning of the Plan (other than Promoter or person belonging to the Promoter Group of the Company, Independent Directors and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 20,00,000 (Twenty lacs only) equity shares of face value of Rs.5/- (Rupees Five) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company, after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board/Committee and Company Secretary be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board / Committee, be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion, deem necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

By Order of the Board of Directors,
For Shoppers Stop Limited

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

Date: April 28,2022
Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act setting out the material facts relating to the proposed Special Resolution under Item no. 1 is appended hereto and forms part of this Notice.
2. The Notice along with the Explanatory Statement are made available on the corporate website of the Company at <https://corporate.shoppersstop.com/investors> and on KFin's website at <https://evoting.kfintech.com>. All dates and times mentioned herein, are as per Indian Standard Time.
3. In view of the ongoing COVID-19 pandemic and the extant provisions of MCA circulars, the Company is sending this Postal Ballot notice only through e-mail to all the members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories (i.e. National Securities Depository Limited and Central Depository Services (India) Limited) as on cut-off date (as defined hereinbelow) who have registered their e-mail addresses with the Company / Depository Participant (DP) / Registrar and Share Transfer Agent.
4. The hard copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the members. The communication of assent/dissent of the Members will only take place through the remote e-voting system.
5. The Company has fixed April 29, 2022, as "the cut-off date" for identifying the Members who shall be eligible to vote through remote e-voting facility. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolution set out in this Postal Ballot Notice, through the facility of Remote e-Voting.
6. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in the requisite newspapers. Requisite filings made with the Stock Exchange(s), are available on the corporate website of the Company and can be accessed by the Members on the web link: <https://corporate.shoppersstop.com/investors>
7. The Board has appointed Mr. Kaushal Dalal, Proprietor of M/s. Kaushal Dalal & Associates, Practicing Company Secretaries (FCS -7141 CP- 7512), as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
8. Remote e-voting commences on Friday, May 06, 2022 (09.00 AM IST) and ends on Saturday, June 04, 2022 (5.00 PM IST). Members are requested to follow the procedure as stated in the Procedure and Instructions for remote e-voting for casting their vote.
9. Member(s) whose name(s) appear in the Register of Members / Record of Depositories as on cut-off date and have not registered / updated their respective email ID(s) may do the same, by following the procedure mentioned herein. Relevant documents referred herein, shall be available for inspection accordingly, by the Members from the date of dispatch of this Notice up to June 04, 2022 at the Company's registered office / corporate office during official hours on all working days. Members may also request for a copy of the Plan by sending an email to company.secretary@shoppersstop.com. A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only.
10. In order to increase the efficiency of the e-voting process, SEBI vide its Circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, had decided to enable e-voting to all the individual demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Individual Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
11. A Member cannot exercise his/her vote through proxy on Postal Ballot. However, corporate and institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall be entitled to vote through their authorised representatives and are requested to provide a proof of authorisation (certified true copy of the board resolution/authority letter/ power attorney, etc.) together with attested specimen signature(s) of the duly authorised representative(s), in favour of their authorised representatives, to the Scrutiniser, by way of upload on the e-voting portal and by sending an e-mail to the Scrutiniser at kaushaldalalcs@gmail.com with a copy marked to einward.ris@kfintech.com and company.secretary@shoppersstop.com. The scanned image of the above-mentioned documents should be in the naming format "Shoppers Stop - Postal Ballot 2022."

12. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. April 29, 2022.
13. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote.
14. After completion of the scrutiny of the electronic votes, the Scrutiniser will submit his report to the Chairman / Company Secretary or any other authorised personnel of the Company. The results of the Postal Ballot will be announced on or before Tuesday, June 07, 2022. The said results would be displayed at the Registered Office of the Company and on its corporate website at <https://corporate.shoppersstop.com/investors>, KFin's website at <https://evoting.kfintech.com> and simultaneously intimated to National Stock Exchange of India Limited and BSE Limited.
15. The resolution passed by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. Saturday, 04 June, 2022 ; as if it has been passed at a General Meeting of the Members.
16. Members holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and in order to eliminate risks associated with physical transfer of securities, members holding shares of the Company in physical form are requested to consider converting their holdings to dematerialised form.
17. Members who have not registered/updated their email IDs so far are requested to register/ update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:





Physical Holding	Send form ISR-1 with relevant documents to KFin at einward.ris@kfintech.com available on the Company's website at https://corporate.shoppersstop.com/investors
Demat Holding	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted by postal ballot by electronic means through e-voting services, as provided hereinbelow.

- A.** The remote e-voting facility will be available during the following voting period:
- Commencement of remote e-voting: From 9.00 AM (IST) on Friday, May 06, 2022.
 - End of remote e-voting: Up to 5:00 PM (IST) on Saturday June 04, 2022. The remote e-voting facility shall be disabled thereafter.
- B.** In case a Member receives an e-mail from Karvy Technologies Limited (KFin) [for Members whose email IDs are registered with the Company / Depository Participant(s) / Depositories/ KFin] informing them of their User ID and Password:

Individual Shareholders (holding securities in DEMAT mode) - Login through Depositories.

NATIONAL SECURITIES DEPOSITORY LIMITED (“NSDL”)	CENTRAL DEPOSITORY SERVICES LIMITED (“CDSL”)
1. User already registered for IDeAS facility:	1. Existing user who have opted for Easi / Easiest
I. URL: https://eservices.nsdl.com	I. URL: https://web.cdslindia.com/myeasi/home/login II. URL: www.cdslindia.com
II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.	III. Click on New System Myeasi
III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”	III. Login with user id and password.
IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e- Services	2. User not registered for Easi/Easiest
I. To register click on link https://eservices.nsdl.com	I. Option to register https://web.cdslindia.com/myeasi/Registration/ Easi Registration
II. Select “Register Online for IDeAS”	II. Proceed with completing the required fields.
III. Proceed with completing the required fields.	
3. By visiting the e-Voting website of NSDL	3. By visiting the e-Voting website of CDSL
I. URL: https://www.evoting.nsdl.com/	I. URL: https://www.evotingindia.com/
II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.	II. Provide demat Account Number and PAN
III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.	III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	IV. After successful authentication, user will be provided link for the respective E-voting Service Provider where the e-Voting is in progress.
V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	
VI. Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience <small>NSDL Mobile App is available on</small>  App Store  Google Play  	

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 022-23058542-43.

Individual Shareholders (holding securities in DEMAT mode) - Login through their Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

C. Login method for Non-Individual Shareholders and Shareholders holding securities in Physical Form

- a. Initial Password is provided in the body of the email.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. Take the following steps to login thereafter :
 - I. After entering the details appropriately, click on LOGIN.
 - II. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - III. You need to login again with the new credentials.
- d. Alternatively, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes. If you are already registered and have forgotten your password, you may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password, which shall be sent to your email ID registered against your Folio No. / DP ID Client ID.
- e. On successful login, the system will prompt you to select the EVENT i.e. **Shoppers Stop Limited**
- f. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- g. Click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- i. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who is/are authorised to vote, to the Scrutinizer through email at kaushaldalalcs@gmail.com with a copy marked to evoting@kfintech.com and company.secretary@shoppersstop.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Shoppers Stop - Postal Ballot 2022."
- j. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at <https://evoting.kfintech.com> under help section or call on 1800 309 4001 (toll free). All grievances connected with the facility for voting by electronic means may be addressed to KFin by sending an email to evoting@kfintech.com or call 1800 309 4001 (Toll Free).
- k. In case of Joint holders, login ID/User Id and password details shall be sent to the first holder of the shares. Accordingly, the vote using user ID and Password sent to first holder is recognized on behalf of all the joint holders as the shareholder who casts the vote through the remote e-voting services of KFin, is doing so on behalf of all joint holders. First holder shall mean the holder of shares, whose name is first registered against the shares held.

D. Other Instructions:

- a. Once the vote on resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- b. In case of any query and/or grievance, in respect of voting by electronic means, Members are requested to contact:

Name & Designation: Mr. S. V. Raju, Deputy General Manager or Mr. Balaji Reddy, Manager

E-mail id: einward.ris@kfintech.com; evoting@kfintech.com ; balajireddy.s@kfintech.com

Address: Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032.

Contact details: Phone No. 040 6716 2222, Fax No. 040 2342 0814, Toll Free No. 18003454001

- c. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Explanatory Statement under Section 102 of the Companies Act, 2013 read with Regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 setting out all Material Facts:

Item no. 1 :

Your Company believes that equity-based compensation plans are effective tools for attraction, retention, motivation and incentivization of talents working with the Company, with a view to ensure corporate growth, to create an employee ownership culture and to create value for shareholders. For achieving these objectives, your Company intends to implement a new equity-based compensation plan namely '**Shoppers Stop Limited – Employee Stock Option Plan 2022**' ("**SSL ESOP 2022**")/ ("**Plan**") comprising of employee stock options ("ESOPs") and restricted stock units ("RSUs") (*hereinafter both ESOPs and RSUs are collectively referred to as "Options"*) for eligible senior level employees of the Company. Under the Plan, the Company shall deliver the benefits by granting ESOPs and RSUs to the eligible employees in the ratio of two-third and one third, respectively. This mix of ESOPs and RSUs, as mentioned above, shall remain constant, wherever any grant is made under the Plan. Eligibility of the employees will be decided by the Nomination and Remuneration Corporate Governance Committee (NRCG) of the Directors ("**Committee**") based on a combination of parameters such as individual performance, criticality of role, future potential, etc., more particularly the high potential talent who are critical for the business expansion and have a high potential for growth.

The ESOPs shall vest equally over 4 (four) years commencing from the date of grant. Whereas, the RSUs shall vest over 4 (four) years commencing from the second anniversary of the date of grant, with provision for vesting of 30% each in the second and third year and balance 40% in the 4th year. The conditions for vesting of ESOPs and/or RSUs will be based on combination of parameters like tenure of the eligible employee, individual and corporate performance targets as may be decided by the Committee. Corporate performance targets will include achievement of certain percentage of EBIDTA, profit before tax, sales targets, etc. as decided by the Committee as per business requirements.

Accordingly, Committee and the Board of Directors of the Company at their respective meetings, both held on April 28, 2022 had approved the introduction of the Plan, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB & SE Regulations**"), the Company seeks your approval as regards implementation of the Plan and grant of Options thereunder to the eligible employees of the Company, as decided from time to time as per provisions of the Plan read with provisions of SBEB & SE Regulations.

The main features of the Plan are as under:

A. Brief Description of the Plan:

Keeping view the aforesaid objectives, the Plan contemplates grant of Options to the eligible employees of the Company. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as compensation committee for the administration of Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed 20,00,000 (Twenty lacs) Options comprising of 13,33,000 (Thirteen lac thirty-three thousand) ESOPs and 667,000 (Six lac sixty-seven thousand) RSUs. Each Option when exercised would be converted in to one equity share ("**Share**") of Rs. 5/- (Rupees Five) each fully paid-up.

Further, SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted.

In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action.

Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 20,00,000 (Twenty lacs) Options, shall be deemed to be increased to the extent of such additional Options issued.

C. Identification of classes of employees entitled to participate in the Plan:

Personnel of the Company (hereinafter referred to as "Employees"), shall be eligible subject to determination or selection by the Committee. Following classes of personnel are eligible being:

- (i) an employee as designated by the Committee, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director.

but excludes

- a. an employee who is a promoter or belongs to the promoter group; and
- b. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

D. Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than minimum vesting period of 1 (One) year and not later than a maximum vesting period of 4 (Four) years commencing from the date of grant of Options in such schedule and subject to such conditions as specified in the opening paragraphs of this explanatory statement. For meeting any exigencies, the Committee shall have the power to vary the vesting period subject to these minimum and maximum vesting period.

Options shall vest essentially based on continuation of employment/ service as per requirement of SBEB & SE Regulations provided that the Employee should not be on notice of resignation. However, in case of death or permanent incapacity, the minimum vesting period of 1 year shall not apply.

E. Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than a maximum of 4 (Four) years from the date of grant of Options as stated above.

F. Exercise price or pricing formula:

In case of ESOPs, the exercise price per Option shall be the last 6 (six) months average of daily opening and closing price of Shares on the recognized Stock Exchange having highest trading volume on which the Shares of the Company are listed on the date immediately prior to the grant date.

In case of RSUs, the exercise price per Option shall be the face value of Share of the Company as on grant date.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting of Options and will expire on completion 2 (Two) years from such date of vesting.

In the event of resignation / termination / superannuation / death / permanent incapacity, vested Options shall be exercisable in accordance with SBEB & SE Regulations as may be determined by the Committee in this regard.

Vested Option(s) shall be exercisable by Employees (or by legal heir / nominee in case of death) by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Employees or by legal heir / nominee, as the case may be. The Options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the Plan:

The Appraisal process for determining the eligibility of the Employees will be based on combination of parameters such as individual performance, criticality of role, future potential, etc., more particularly the high potential talent who are critical for the business expansion and have a high potential for growth.

I. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options (ESOPs and RSUs taken together) that may be granted to any specific Employee, in one or more grants and in aggregate under the Plan shall not exceed 513,000 (Five lac thirteen thousand) Options.

J. Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

K. Route of the Plan implementation:

The Plan shall be implemented and administered directly by the Company.

L. Source of acquisition of shares under the Plan:

The Plan contemplates issue of fresh/ primary shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.,:

This is currently not contemplated under the present Plan.

N. Maximum percentage of secondary acquisition:

This is not relevant under the present Plan.

O. Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SBEB & SE Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEB & SE Regulations.

P. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

Q. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

R. Lock-in period:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

S. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB & SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the postal ballot i.e Saturday, June 04, 2022. Members may also request for a copy of the Plan by sending an email to company.secretary@shoppersstop.com

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.1 of the accompanying notice.

By Order of the Board of Directors,
For Shoppers Stop Limited

Date: April 28,2022
Place: Mumbai

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

*****✿ ✿ ✿*****