

May 10, 2022

SEC/21/2022-23

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
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Dear Sir /Madam,

Subject: Annual Secretarial Compliance report for the year ended March 31, 2022

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, 2022.

Kindly take the same on records.

For Shoppers Stop Limited




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

Encl: A/a

KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. ★ Email : team@cskda.com

**SECRETARIAL COMPLIANCE REPORT
OF
SHOPPERS STOP LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**

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, 2022** ("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;
- 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;



- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ;
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not Applicable during the period under review.**
- g. 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			

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

- Trade of 100 equity shares during the prohibited period declared by the Compliance officer for adoption of the Audited Financials Results for the quarter ended March 31, 2021.
- Trade of 06 equity shares during the prohibited period declared by the Compliance officer for adoption of the un-audited Financials Results for the quarter ended December 31, 2021.

KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

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.

- 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;

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



Kaushal Dalal
Proprietor

M. No: 7141 CP No: 7512

UDIN: F007141D000227042

Date: 28th April, 2022

Place: Mumbai