

SEC/37/2020-21

August 14, 2020

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. 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") - 23rd Annual General Meeting ('AGM')

Pursuant to applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 44 of the SEBI Regulations, the Company had provided to the Members, the facilities of "Remote E-Voting" and "E-voting at 23rd AGM ('e-voting at the AGM')", to cast their vote(s) on the resolutions set out in the Notice of the AGM of the Members of the Company held on August 13, 2020, through Video conferencing / Other Audio Visual Means.

The Company had appointed Mr. Makarand M. Joshi of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, as the scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's report, all the resolutions set out in the Notice of AGM have been duly transacted and approved by the Members with requisite majority.

In this connection, we hereby enclose the consolidated voting results (i.e result of Remote E-Voting and e-voting at the AGM) on the business transacted at the AGM, in the format prescribed under Regulation 44(3) of the SEBI Regulations, together with Scrutinizer's Report thereon. Appended below is the summary of attendance at the meeting:

Total number of Shareholders on Cut-off date i.e. August 6, 2020	:	31,401		
No. of Shareholders present in the meeting either in person or through proxy.	:	In Person	Vide Authorisation	Total
Promoters and Promoter Group	:	2	7	9
Public	:	58	0	58
Total	:	60	7	67

The consolidated voting results and the Scrutinizer's Report thereon are being uploaded on the corporate website of the Company at <https://corporate.shoppersstop.com> and on the website of KFin Technologies Private Limited at <https://evoting.karvy.com>

We request you to kindly take the same on record and oblige.

Thank you.

Yours faithfully,

For **Shoppers Stop Limited**

BHARAT
KANAKLAL
SANGHAVI

Digitally signed by
BHARAT KANAKLAL
SANGHAVI
Date: 2020.08.14
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Bharat Sanghavi
Company Secretary & Compliance Officer

Encl: A/a

Shoppers Stop Ltd.

Registered & Service Office : Umang Tower, 5th Floor, Mindspace, Off. Link Road, Malad (W), Mumbai 400 064.

T 022- 42497000 CIN : L51900MH1997PLC108798. Email : customercare@shoppersstop.com Website www.shoppersstop.com

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To
Mr. B. S. Nagesh
Chairman

of 23rd Annual General Meeting of the shareholders of **Shoppers Stop Limited (herein after the "Company")**, held on Thursday August 13, 2020 at 4.00 P.M. through video conferencing ("VC") /other audio-visual means (OAVM)

Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the AGM in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on Monday, June 15, 2020 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Electronic Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 23rd AGM held on Thursday August 13, 2020 at 4.00 P.M.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the Electronic copy of the Notice convening the 23rd Annual General Meeting (AGM) of the Company along with the process of electronic voting at the AGM and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository(ies) for communication purposes in compliance with

MCA Circulars dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020.

- C. The Company had appointed KFin Technologies Private Limited (Kfintech)for conducting the Electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of Electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by KFin Technologies Private Limited (Kfintech) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Sunday, August 09, 2020 from 09.00 a.m IST and ended on Wednesday, August 12, 2020 at 05.00 p.m IST and the Kfintech remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the AGM of the Company held on Thursday, August 13, 2020, I have issued Scrutinizer’s Report dated Friday , August 14, 2020.
- F. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer’s Report dated Friday, August 14, 2020.
- G.

Date of AGM	August 13, 2020
Total number of shareholders on record date (i.e. as on August 6, 2020)	31,401
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	9
Public	58

Resolution Item No. 1 - Ordinary Resolution:

- a) The audited Standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and
- b) The audited Consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	5,61,89,674	5,61,89,674	100.00	5,61,89,674	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5,61,89,674	100.00	5,61,89,674	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2,38,17,199	1,53,31,977	64.37	1,53,31,977	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,53,31,977	64.37	1,53,31,977	0	100.00	0.00
3	Public-Others	E-Voting	79,83,055	23,07,485	28.90	23,07,421	64	100.00	0.00
		E-Voting at AGM		14,871	0.19	14,871	0	100.00	0.00
		Total		23,22,356	29.09	23,22,292	64	100.0	0.00
Total			8,79,89,928	7,38,44,007	83.92	7,38,43,943	64	100.00	0.00

No of votes polled does not include no of votes abstained & invalid notes

Resolution Item No. 2 - Ordinary Resolution:

To appoint a Director in place of Mr. Ravi Raheja (DIN:00028044), who retires by rotation and being eligible, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	5,61,89,674	5,61,89,674	100.00	5,61,89,674	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5,61,89,674	100.00	5,61,89,674	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2,38,17,199	1,53,31,977	64.37	1,53,31,977	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,53,31,977	64.37	1,53,31,977	0	100.00	0.00
3	Public-Others	E-Voting	79,83,055	23,09,800	28.93	23,09,281	519	99.98	0.02
		E-Voting at AGM		14,871	0.19	14,871	0	100.00	0.00
		Total		23,24,671	29.12	23,24,152	519	99.98	0.02
Total			8,79,89,928	7,38,46,322	83.93	7,38,45,803	519	100.00	0.00

No of votes polled does not include no of votes abstained & invalid notes

Resolution Item No. 3 - Ordinary Resolution:

Appointment of Mr. William Kim (DIN: 08750326) as an Independent Director of the Company

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	E-Voting	5,61,89,674	5,61,89,674	100.00	5,61,89,674	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		5,61,89,674	100.00	5,61,89,674	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2,38,17,199	1,53,31,977	64.37	1,53,31,977	0	100.00	0.00
		E-Voting at AGM		0	0.00	0	0	0.00	0.00
		Total		1,53,31,977	64.37	1,53,31,977	0	100.00	0.00
3	Public-Others	E-Voting	79,83,055	23,09,838	28.93	23,06,668	3,170	99.86	0.14
		E-Voting at AGM		14,871	0.19	14,871	0	100.00	0.00
		Total		23,24,709	29.12	23,21,539	3,170	99.86	0.14
Total			8,79,89,928	7,38,46,360	83.93	7,38,43,190	3,170	100.00	0.00

No of votes polled does not include no of votes abstained & invalid notes

H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include invalid votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

**For Makarand M. Joshi & Co.,
Practicing Company Secretaries**

Digitally signed by MAKARAND MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN JOSHI, c=IN,
st=Maharashtra, o=Personal,
serialNumber=c=ca4609e395267838241404700ee8d3949a
e4badb642ed597e8360b687ca030f
Date: 2020.08.14 20:26:03 +05'30'

**Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: August 14, 2020**

For Shoppers Stop Limited

**BHARAT
KANAKLAL
SANGHAVI
Authorized Representative**

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KANAKLAL SANGHAVI
Date: 2020.08.14 21:02:16
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General information about company	
Scrip code	532638
NSE Symbol	SHOPERSTOP
MSEI Symbol	NOTLISTED
ISIN	INE498B01024
Name of the company	Shoppers Stop Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	13-08-2020
Start time of the meeting	4:00 PM
End time of the meeting	4:20 PM

Scrutinizer Details	
Name of the Scrutinizer	Mr. Makarand Joshi
Firms Name	Makarand M. Joshi & Co.
Qualification	CS
Membership Number	F5533
Date of Board Meeting in which appointed	15-06-2020
Date of Issuance of Report to the company	14-08-2020

Voting results	
Record date	06-08-2020
Total number of shareholders on record date	31401
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	58
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the audited Standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon and the audited Consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.					
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	56189674	56189674	100	56189674	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56189674	56189674	100	56189674	0	100
Public-Institutions	E-Voting	23817199	15331977	64.3736	15331977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23817199	15331977	64.3736	15331977	0	100
Public-Non Institutions	E-Voting	7983055	2307485	28.9048	2307421	64	99.9972	0.0028
	Poll		14871	0.1863	14871	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7983055	2322356	29.0911	2322292	64	99.9972
Total		87989928	73844007	83.9232	73843943	64	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mr. Ravi Raheja DIN00028044, who retires by rotation and being eligible, offers himself for re-appointment.				
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	56189674	56189674	100	56189674	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56189674	56189674	100	56189674	0	100
Public-Institutions	E-Voting	23817199	15331977	64.3736	15331977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23817199	15331977	64.3736	15331977	0	100
Public- Non Institutions	E-Voting	7983055	2309800	28.9338	2309281	519	99.9775	0.0225
	Poll		14871	0.1863	14871	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7983055	2324671	29.1201	2324152	519	99.9777
Total		87989928	73846322	83.9259	73845803	519	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. William Kim DIN08750326 as an Independent Director of the Company.				
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	56189674	56189674	100	56189674	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56189674	56189674	100	56189674	0	100
Public-Institutions	E-Voting	23817199	15331977	64.3736	15331977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23817199	15331977	64.3736	15331977	0	100
Public- Non Institutions	E-Voting	7983055	2309838	28.9343	2306668	3170	99.8628	0.1372
	Poll		14871	0.1863	14871	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7983055	2324709	29.1205	2321539	3170	99.8636
Total		87989928	73846360	83.9259	73843190	3170	99.9957	0.0043
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

