

SHOPPERS STOP LIMITED

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

Tel: 022- 42497000 Email: investor@shoppersstop.com Website: www.shoppersstop.com

CIN: L51900MH1997PLC108798

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the members of Shoppers Stop Limited will be held on Friday, July 28, 2017 at 3.30 p.m. at Boundary Hall, First Floor, MCA Recreation Centre, RG-2, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt :
 - a. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and the Report of the Auditors thereon.
2. To declare dividend on the Equity Shares for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Ravi C. Raheja (DIN 00028044), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No: 324982E/E300003), be and is hereby appointed as the Statutory Auditors of the Company, in place of Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration no. 117366W/W-100018), the retiring Statutory Auditors, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion

of 25th Annual General Meeting of the Company, subject to ratification of their appointment by the Members at every Annual General Meeting, as may be required under the applicable provisions of the Act, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

By Order of the Board of Directors
For Shoppers Stop Limited

Place : Mumbai
Date : May 5, 2017

Bharat Sanghavi
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. A dividend of Rs. 0.75 per equity share has been recommended by the Board of Directors for the year ended March 31, 2017, subject to the approval

of the members at this Annual General Meeting. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 24th July, 2017 to Friday, 28th July, 2017 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares. Once approved by the members at the Meeting, it is proposed to be paid on and from 31st July, 2017.

3. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has transferred unpaid/unclaimed dividend upto the financial years 2007-08 to IEPF.

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website www.shoppersstop.com. Members who have not encashed their dividend pertaining to the financial years beginning from 2009-10 till 2015-16 are advised to write to the Company or Karvy Computershare Pvt. Ltd. (Karvy), the Registrar and Share Transfer Agent, at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Tel: 040 67161500, Fax: 040 23420814, e-mail: einward.ris@karvy.com immediately, claiming dividends declared by the Company.

4. The Ministry of Corporate Affairs ('MCA') had notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated demat account as prescribed by the IEPF Authority. As per the requirement, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF demat Account by the due date prescribed as per the IEPF

Rules, 2016 and as amended from time to time. The Company has also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on April 27, 2017 and uploaded on the "Investors Section" of the Website of the Company viz. www.shoppersstop.com giving details of such shareholders and shares due to transfer. In case valid claim is not received, the respective shares will be credited to the designated demat account of the IEPF Authority.

5. Brief profile of Director proposed to be re-appointed as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of this Notice.
6. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration no. 117366W/W-100018), Statutory Auditors of the Company shall retire at the conclusion of the Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the appointment of S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No: 324982E/E300003) as the Statutory Auditors for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company, subject to ratification of their appointment by the Members at every Annual General Meeting, as may be required under the applicable provisions of the Companies Act, 2013, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from S R B C & CO LLP, Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, S R B C & CO LLP, Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
10. The Members, desiring any information relating to the accounts, are requested to write to the Company Secretary at the Registered Office of the Company on or before July 18, 2017, so as to enable the management to keep the requisite information ready.
11. The relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. upto to the date of the Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or to Karvy at the above address.
13. Electronic copy of the Annual Report and this Notice inter-alia indicating the process of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company/ Depository Participants unless the member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of aforesaid documents are being sent by the permitted mode.
14. Members holding shares in physical mode are requested to register their e-mail addresses with Karvy and Members holding shares in demat mode are requested to register their e-mail addresses with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail address already registered with the Company, members are requested to immediately notify such change to Karvy in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same free of cost. For any communication, the shareholders may also send requests to the Company at investor@shoppersstop.com.

Members who wish to register their email address can download the 'Green Initiative' form from the Company's website viz. www.shoppersstop.com.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Pvt. Ltd (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The instructions and other information relating to remote e-voting are as under:

- A. In case a Member receiving an e-mail from Karvy [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and Password). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, Click on "LOGIN".
 - iv. You will now reach 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 uppercase (A-Z), one lowercase (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly

- recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., Shoppers Stop Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folios/ demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, Members can login any number of times till they have voted on all the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at E-mail id: Team@cskda.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- B. In case of Members receiving physical copy of the Notice [for Members whose e-mail IDs are not registered with the Company/ Depository Participant(s)]:
 - i. User ID and initial password as provided at the bottom of the Attendance Slip.
 - ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote by electronic means.
 - C. **Voting at the Meeting:** The members, who have not casted their vote through Remote e-voting can exercise their voting rights at the Meeting through Electronic voting system ("Insta poll") for all businesses specified in the accompanying Notice. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting, however those Members are not entitled to cast their vote again at the Meeting.
 - D. Other Instructions
 - a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S.V. Raju, (Unit: Shoppers Stop Ltd.) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at evoting@karvy.com or phone no. 040 - 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
 - b) 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).
 - c) The remote e-voting period commences on Tuesday, July 25, 2017 (9.00 A.M.) and ends on Thursday, July 27, 2017 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 21, 2017, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting

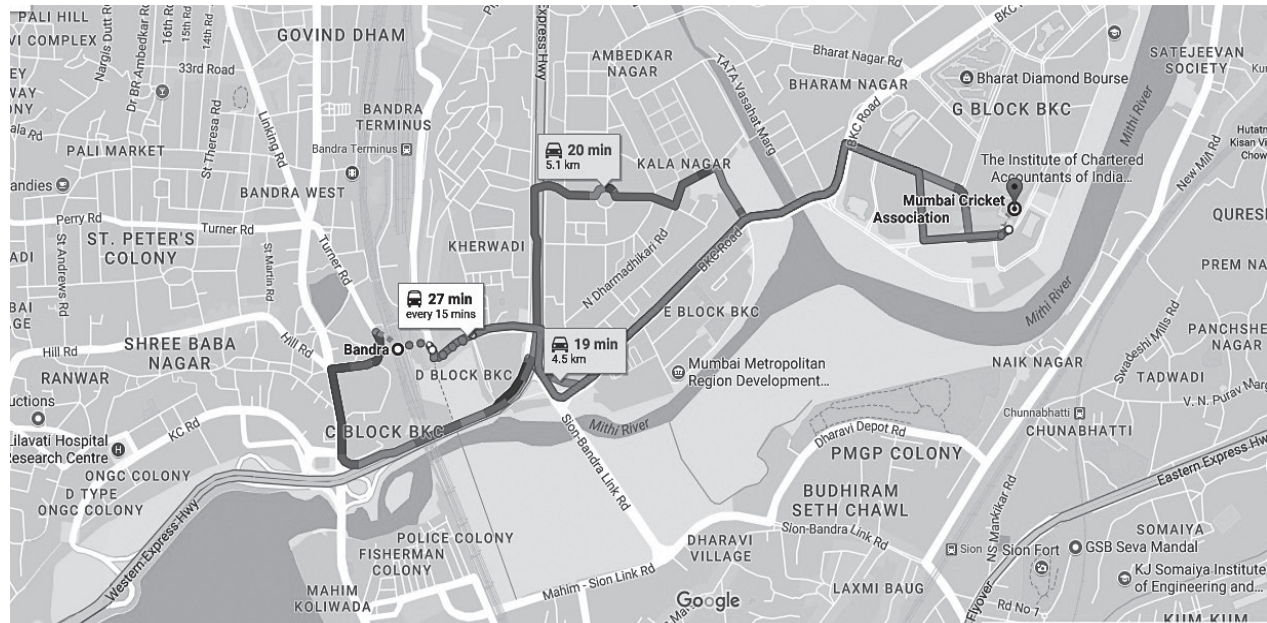
- thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d) The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, July 21, 2017.
- e) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Friday, July 21, 2017, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
- Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
17. The Board of Directors of the Company has appointed Mr. Kaushal Dalal, Practicing Company Secretary, as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.
18. The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, will first count the votes cast at the meeting (Insta Poll), thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing will declare the result of voting forthwith.
19. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
20. The Results declared along with the Scrutiniser's Report will be available on the website of the Company (www.shoppersstop.com) and on Service Provider's website (<https://evoting.karvy.com>) and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited within 48 hours from the conclusion of the Meeting.
- PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**
- Mr. Ravi C. Raheja:**
Mr. Ravi Raheja, 45, Non-executive Director of the Company is an MBA from the London Business School, has 23 years of comprehensive experience across real estate, retail and hospitality. His multivariate experience and an inherent acumen has led him to spearhead business development for the Real Estate arm of K. Raheja Corp. Group. He also plays a key role in guiding the teams of the retail and hospitality divisions.
- A respected name in India Inc., Mr. Ravi Raheja is serving as the Chairman (Mumbai chapter) of Indian Green Building Council and is also a member of the World Economic Forum.
- He is a Director of the Company since June 16, 1997 and he is holding 1,100,000 equity shares of Rs.5 each.
- Mr. Ravi Raheja, is the elder brother of Mr. Neel Raheja, the Director and son of Mr. C. L. Raheja, Chairman of the Company.

List of other Directorship and Committee membership/ chairmanship held in other companies is given below.

List of other Directorships held	Membership in committees of other companies	Chairmanship in committees of other companies
1. Chalet Hotels Pvt. Ltd.	1. Audit Committee – Hypercity Retail (India) Ltd.	1. Finance Committee - Hypercity Retail (India) Ltd.
2. Genext Hardware & Parks Pvt. Ltd.	2. Finance Committee – K. Raheja IT Park (Hyderabad) Ltd.	
3. Gigaplex Estate Pvt. Ltd.	3. Nomination and Remuneration Committee - K. Raheja IT Park (Hyderabad) Ltd.	
4. Hypercity Retail (India) Ltd.	4. Finance Committee – Sundew Properties Ltd.	
5. Inorbit Malls (India) Pvt. Ltd.	5. Nomination and Remuneration Committee - Sundew Properties Ltd.	
6. Intime Properties Ltd.	6. Finance Committee – Intime Properties Ltd.	
7. Ivory Properties and Hotels Pvt. Ltd.	7. Nomination and Remuneration Committee - Intime Properties Ltd.	
8. K. Raheja Corp Pvt. Ltd.	8. Bank Accounts Operation Committee – Chalet Hotels Pvt. Ltd.	
9. K. Raheja IT Park (Hyderabad) Pvt. Ltd.	9. Finance Committee - Chalet Hotels Pvt. Ltd.	
10. K. Raheja Pvt. Ltd.	10. Corporate Social Responsibility Committee – Inorbit Malls (India) Pvt. Ltd.	
11. Sundew Properties Ltd.	11. Corporate Social Responsibility Committee – Genext Hardware & Parks Pvt. Ltd.	
12. Support Properties Pvt. Ltd.	12. Corporate Social Responsibility Committee - K. Raheja Corp Pvt. Ltd.	
13. Whispering Heights Real Estate Pvt. Ltd		

THE ROUTE MAP FOR AGM VENUE

Boundary Hall, First Floor, MCA Recreation Center, RG-2, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
 Landmark : Opposite ONGC Building



SHOPPERS STOP

SHOPPERS STOP LIMITED

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

Tel: 022- 42497000 Email: investor@shoppersstop.com Website: www.shoppersstop.com

CIN: L51900MH1997PLC108798

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s)	
Registered Address	
Name of the Member(s)	
E-mail Id	
Folio No. / Client Id	
DP ID	

I/We, being the member(s) of Shoppers Stop Ltd., holding _____ shares of the Company, hereby appoint:

- 1) Name : _____ Address : _____
Email Id: _____ or failing him/her _____
- 2) Name : _____ Address : _____
Email Id: _____ or failing him/her _____
- 3) Name : _____ Address : _____
Email Id: _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held at Boundary Hall, First Floor, MCA Recreation Centre, RG-2, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 on Friday, July 28, 2017, at 3.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1.	Adoption of: a. the audited standalone financial statement of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon; and b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the Report of the Auditors thereon
2.	To declare dividend on the Equity Shares for the financial year 2016-17.
3.	To appoint a Director in place of Mr. Ravi C. Raheja (DIN 00028044), who retires by rotation and, being eligible, offers himself for re-appointment
4.	To appoint S R B C & CO LLP, Chartered Accountants as the Statutory Auditors of the Company.

Signed this _____ day of July, 2017

Signature of the Member

Affix
Revenue
Stamp

Signature of First Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The holders of the Proxy shall be entitled to vote either for or against the above mentioned resolutions.

