

SHOPPERS STOP LIMITED

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of Shoppers Stop Limited will be held at National Stock Exchange of India Ltd., Exchange Plaza, Dr. R. H. Patil Auditorium, Ground Floor, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 on Tuesday, July 30, 2013 at 3.30 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Statutory Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Gulu Mirchandani, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Deepak Ghaisas, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Deloitte Haskins & Sells, Chartered Accountants with registration no. 117366W, the retiring Auditors as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be mutually agreed between the Auditors and the Board of Directors of the Company.

Registered Office:

EurekaTowers, 'B' Wing,
9th Floor, Mindspace,
Link Road, Malad (West),
Mumbai – 400 064.

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

Prashant Mehta
Vice President - Legal &
Company Secretary

Date: April 30, 2013

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("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 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 aforesaid Meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Proxy shall not vote except on a Poll.
4. In case of joint holders attending the Meeting, only the joint holder who is higher in the order of names will be entitled to vote.
5. The profile of Directors retiring by rotation and seeking re-appointment is annexed hereto as stipulated under Clause 49 of the Listing Agreement.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 23, 2013 to Tuesday, July 30, 2013 (both days inclusive) for the purpose of determining the eligibility of members entitled to dividend. The dividend on equity shares, if declared at the Meeting, will be credited/dispensed between July 31, 2013 and August 3, 2013, to those members whose names appear on the Company's Register of Members in case of shares held in physical form, and in case of shares held in dematerialized form, to the beneficial owners, whose details, are furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
7. Members desirous of getting any information about the accounts of the Company are requested to send their queries to the Registered Office of the Company on or before July 20, 2013 so that the requisite information can be readily made available at the Meeting.

8. All relevant documents referred to in the accompanying Notice are open for inspection 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. prior to the date of the Meeting.
9. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956 as amended, read with Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, dividend which remains unpaid or unclaimed for a period of 7 (seven) years will be transferred to the Investor Education and Protection Fund. Shareholders/Investors who have not encashed the dividend warrant(s) so far are requested to make their claim by specifying their Folio No./DP ID and Client ID to the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad – 500 081. Shareholders are requested to please note that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie against the Company/IEPF in respect thereof.

Unclaimed dividend for the financial year 2005-06, must be claimed on or before September 21, 2013, as amount remaining unclaimed on the said date, would be transferred to Investor Education and Protection Fund (IEPF) within 30 days from thereof.

The Ministry of Corporate Affairs (MCA), Government of India, has on May 10, 2012, notified IEPF (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, with the objective of enabling shareholders to use the information provided by the Companies on their website and the website of IEPF, to verify the status of unclaimed dividend. The concerned shareholders are requested to verify the details of their unclaimed dividends, if any, from website of the Company or of IEPF and lodge their claim with the Company, before the due date for transfer to the IEPF.

10. Members are requested to bring their copy of the Annual Report to the Meeting.
11. Members/proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send Annual Report to their members electronically as part of its 'Green Initiative in Corporate Governance'. Recognizing the spirit of the circular issued by the MCA, the Company will send documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors Report, etc. to the e-mail address registered with the depositories/Karvy Computershare Private Limited, Registrar and Share Transfer Agents of the Company.
13. We request you to update your e-mail address with your depository participant to ensure that the annual report and other documents reach you on your preferred e-mail address.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, in respect of electronic holdings, with the depository through their concerned depository participant. Members who hold shares in physical form are requested to register their e-mail addresses with M/s. Karvy Computershare Private Limited, Registrar and Share Transfer Agents of the Company.

PROFILE OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT AS ON MARCH 31, 2013

Mr. Gulu Mirchandani

Mr. Gulu Mirchandani, 69, is an Independent and Non-Executive Director of our Company. He is the Chairman and Managing Director of Mirc Electronics Limited, is an alumnus of BITS, Pilani and holds a degree in BE (Mechanical). Mr. Mirchandani is closely involved with the development of corporate strategy and formulating, incubating and delivering emerging technologies and services in the area of televisions and other products of Mirc Electronics Limited.

He is a Director of the Company since April 28, 2001 and he is holding 4,000 equity shares of the Company jointly with his son as the second holder.

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. Mirc Electronics Ltd. 2. Adino Telecom Ltd. 3. KEC International Ltd. 4. VIP Industries Ltd. 5. Gulita Securities Ltd. 6. Algorhythm Tech Pvt. Ltd. 7. Fractal Analytics Pvt. Ltd. 8. Adino Research Foundation 9. Mumbai Angel Ventures Mentors	1. Shareholder & Investor Grievance Committee and Remuneration Committee – Mirc Electronics Ltd. 2. Audit Committee and Remuneration & Compensation Committee – VIP Industries Ltd.	1. Finance Committee – Mirc Electronics Ltd. 2. Compensation Committee, Option Allotment Committee and Share Transfer Committee – Fractal Analytics Pvt. Ltd. 3. Compensation Committee – Algorhythm Tech Pvt. Ltd.

Save and except Mr. Gulu Mirchandani, none of the other directors of the Company, are in any way, concerned or interested in the resolution as set out in Item No. 3 of the Notice which pertains to his appointment. Mr. Mirchandani, is not related to any directors of the Company.

Mr. Deepak Ghaisas

Mr. Deepak Ghaisas, 55, is an Independent and Non-Executive Director of our Company. He is a qualified Chartered Accountant, Cost Accountant and Company Secretary. He leads strategy development, visioning and conceptualisation of breakthrough business models for Gencoval Group, his new venture in Healthcare and Bio Tech. Prior to Gencoval, he has served as the Vice Chairman of Oracle Financial Services Software Limited (formerly known as i-Flex Solutions Limited, India). It was his strategic, financial and operational acumen that drove the company into a true Indian multinational. Mr. Ghaisas is the first Indian CFO to be felicitated with the prestigious CFO Asia award.

He is a Director of the Company since July 24, 2004 and he is holding 7,750 equity shares of the Company jointly with his wife as the second holder.

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. USV Limited 2. Gencoval Strategic Services Pvt. Ltd. 3. GCV Life Pvt. Ltd. 4. Stemade Biotech Pvt. Ltd. 5. HealthBridge Advisors Pvt. Ltd. 6. Chitpavan Foundation 7. Hypercity Retail (India) Limited 8. Food and Allied Support Services Corporation Pte Ltd. 9. Sarvatra Technologies Pvt. Ltd. 10. Hariom Infracilities Services Pvt. Ltd. 11. Healthy Sleep Solutions India Pvt. Ltd. 12. NV Consulting Pvt. Ltd.	NIL	Audit Committee – USV Limited Audit Committee – Hypercity Retail (India) Limited

Save and except Mr. Deepak Ghaisas, none of the other directors of the Company, are in any way, concerned or interested in the resolution as set out in Item No. 4 of the Notice which pertains to his appointment. Mr. Ghaisas, is not related to any directors of the Company.

SHOPPERS STOP LIMITED

Regd. Off.: Eureka Towers, B-Wing, 9th Floor, Mindspace, Link Road, Malad (West), Mumbai - 400 064.

PROXY FORM

DP ID*

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Ledger Folio No.

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Client ID*

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No. of Shares held

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I/We _____

of _____ in the district of _____ being a Member(s) of Shoppers Stop Limited, hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the **16th Annual General Meeting of the Company to be held at National Stock Exchange of India Ltd., Exchange Plaza, Dr. R. H. Patil Auditorium, Ground Floor, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, on Tuesday, July 30, 2013, at 3.30 p.m.** or at any adjournment thereof.

Signed this _____ day of July, 2013

Affix
1 ₹
Revenue
Stamp

(Signature of the Member)***Applicable to Members holding shares in electronic form.****Notes:**

1. This form duly completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Company reserves the right to ask for identification of the proxy.



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SHOPPERS STOP LIMITED

Regd. Off.: Eureka Towers, B-Wing, 9th Floor, Mindspace, Link Road, Malad (West), Mumbai - 400 064.

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting HallDP ID*

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Ledger Folio No.

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Client ID*

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No. of Shares held

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Full Name of the Member attending (IN BLOCK LETTERS): _____

Full Name of Proxy (IN BLOCK LETTERS): _____

(To be filled in if Proxy attends instead of the Member)

I hereby record my presence at the **16th Annual General Meeting of the Company held at National Stock Exchange of India Ltd., Exchange Plaza, Dr. R. H. Patil Auditorium, Ground Floor, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, on Tuesday, July 30, 2013, at 3.30 p.m.**

(Signature of the Member/Proxy)***Applicable to Members holding shares in electronic form.**

(To be signed at the time of handing over this slip)

Note: Members are requested to bring their copies of the Annual Report to the Meeting.



Great things
grow from a firm
foundation.



SHOPPERS STOP

ANNUAL REPORT 2012-13

Great things grow from a firm foundation.

A strong foundation creates a solid future. With a foundation that is rooted in steadfast values and stable operating systems, success and growth is but inevitable.

Today, we are moving forward at a pace like never before. And each step of this journey has been paved by our steady foundation, our sturdy values and our sound business model. Our values keep us ahead of the game, help us delight our customers and create a great working environment for our people. Our strong business model helps us tide over challenging times to emerge stronger and better. It helps us innovate, grow and adapt to change.

Our Annual Report for the year 2012-13 will take you through the building blocks of our business and show you how great things continue to grow from our firmly rooted foundation.







FORMATS



The building blocks of our business

Our business is firmly anchored across multiple category formats that are well positioned to be an intrinsic part of our customers' lives. From fashion to home needs, from books to infant care, from concrete to click stores, Shoppers Stop continues to provide customers with unparalleled value.

Shoppers Stop

Shoppers Stop is the Company's flagship business of department stores. It offers customers an international shopping environment and a world class shopping experience through its 55 stores, including 2 airport stores, across 24 cities.

Shoppers Stop offers a wide assortment of national and international brands across categories such as fashion apparel, accessories, cosmetics, perfumes, home and kitchenware. Tommy Hilfiger, CK Jeans, French Connection, Mango, Guess,

Esprit, MUSTANG JEANS – Europe's renowned jeanswear and lifestyle brand, United Colors of Benetton, Jack & Jones, Vero Moda and US Polo are just a few of the many brands available in Shoppers Stop. In addition to the host of such international brands, Shoppers Stop offers a wide variety of merchandise across categories under its exclusive brands STOP, Kashish, Life, haute curry, Elliza Donatein, inSense', iJeanswear, Mario Zegnoti and Vettorio Fratini, amongst others.