

SHOPPERS STOP

START SOMETHING NEW

SHOPPERS STOP LIMITED

Reg. Office: Umang Tower, 5th Floor, Mindspace, Off. Link Road, Malad (W), Mumbai-400064.

Tel no.: 022-42497000, **Email:** investor@shoppersstop.com **Website:** www.shoppersstop.com

CIN: L51900MH1997PLC108798

NOTICE

NOTICE is hereby given that Twenty Third Annual General Meeting of the Members of Shoppers Stop Limited will be held on Thursday, August 13, 2020 at 4.00 p.m. Indian Standard Time ("IST"), through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. William Kim (DIN: 08750326), who was appointed by the Board of Directors as an Additional Director with effect from June 15, 2020 and who holds office up to the date of 23rd Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") read with Article 135 of the Articles of Association of the Company and being eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying intention to propose his candidature for office of director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and

the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. William Kim (DIN: 08750326), who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years, with effect from June 15, 2020, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

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

Place: Mumbai
Date : June 15, 2020

Bharat Sanghavi
Company Secretary

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 3 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company has opined that the special business under Item No. 3, being considered unavoidable, be transacted at 23rd Annual General Meeting (AGM) of the Company.
2. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020, read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and the SEBI vide its circular dated May 12, 2020 ("SEBI Circular") permitted the Companies to hold AGM through VC / OAVM, without the physical

presence of the Member at a common venue, subject to compliance of various conditions mentioned therein.

3. In compliance with the applicable provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with MCA Circulars and SEBI Circular, 23rd AGM of the Company is being convened as e-AGM and the Members can attend and participate in 23rd AGM / the Meeting / e-AGM, through VC / OAVM facility.
4. Your Company has appointed KFin Technologies Private Limited ("KFinTech"), Registrar & Share Transfer Agent, to provide VC / OAVM Facility & voting facility for the AGM. The instructions for participation by Members are given in the subsequent paragraphs.
5. Pursuant to Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for 23rd AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Pursuant to provisions of MCA Circulars, Members attending the 23rd AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. As per the MCA Circulars atleast 1,000 Members will be able to join AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration & Corporate Governance Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend AGM without any restriction on account of first-come-first-served principle.
8. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary User ID and password is given in subsequent paragraphs. Such remote e-voting facility is in addition to the voting that will take place at the 23rd AGM, being held through VC / OAVM.
9. Members joining the Meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC / OAVM but shall not be entitled to cast their vote again.
10. The Company has fixed Thursday, August 6, 2020 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility and for participation and voting in the AGM. 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 resolutions through the facility of Remote e-Voting or participate and vote in the AGM.
11. The Board of Directors of the Company has appointed Mr. Makarand M Joshi of Makarand M Joshi & Co., Practicing Company Secretaries, Mumbai, as the Scrutiniser to scrutinise the voting including remote e-voting process in a fair and transparent manner.
12. In pursuance of Section 112 and Section 113 of the Act, the Corporate /Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF/JPEG Format) of the Board or governing Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), for attending AGM on its behalf and to vote either through remote e-voting or during the AGM. The said Resolution/Authorization should be sent electronically through registered email address to the Scrutiniser at scrutinizer@mmjc.in with a copy marked to einward.ris@kfintech.com and investor@shoppersstop.com. The scanned image of the above-mentioned documents should be in the naming format "Shoppers Stop Limited - 23rd AGM."
13. The Annual Report 2019-20 including Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may please note that the Annual Report 2019-20 including Notice of 23rd AGM will be available on the Company's corporate website at <https://corporate.shoppersstop.com>. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of KFinTech at <https://evoting.karvy.com>
14. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b) Members holding shares in physical form may register their email address and mobile number

with KFintech by sending an e-mail request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number and self-attested PAN copy for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.

- Those members who have not registered their email addresses with the Company / Depository Participants, as the case may be, may temporarily get their email address and mobile number registered with KFintech by clicking the link: <https://ris.kfintech.com/email-registration/>. The Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and password.
- Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFintech, in case the shares held in physical form.
- In case of any queries, Members may write to einward.ris@kfintech.com

15. The relevant documents referred to in this Notice are available for inspection by the Members through electronic mode. The Members may write to the Company at investor@shoppersstop.com in that regard, by mentioning "Request for Inspection" in the subject of the E-mail.
16. The statutory registers as required under the Companies Act, 2013 and the Certificate from the Statutory Auditors of the Company in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will also be made available for inspection by the Members and request shall be made as above.
17. As required under Regulations 26(4) and 36(3) of the Listing Regulations read with applicable provisions of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other relevant information, if any, in respect of Directors seeking appointment / re- appointment, forms an integral part of this Notice as an Annexure.
18. The 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 DPs with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN to the Company or to KFintech.

19. Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode is prohibited effective April 1, 2019, unless the securities are held in dematerialized form. In this regard, Members are requested to dematerialize their shares held in physical form, at the earliest possible.
20. Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to KFintech. Members holding shares in electronic form may contact their respective DPs for availing this facility. The Nomination form can be downloaded from the Company's corporate website at <https://corporate.shoppersstop.com>.
21. Investor Education and Protection Fund (IEPF): As per Section 124 of the Act and the applicable rules, the dividend remaining unpaid / unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Company's unpaid dividend account is to be transferred to IEPF. Further, equity shares in respect whereof dividend remains unpaid / unclaimed (i.e. underlying shares) for 7 (seven) consecutive years will also be transferred to IEPF. Accordingly, the Company has transferred unpaid/unclaimed dividend and underlying shares thereto upto the financial years 2011-12 to IEPF Authority.
22. Unpaid/unclaimed dividend and underlying shares thereto for the financial year 2012-13 is due to be transferred to IEPF Authority and in this regard a notice has been published by the Company in the leading newspaper in English and regional language having wide circulation, on May 27, 2020 and is also available on the Company's corporate website at <https://corporate.shoppersstop.com/Investors/UnclaimedDividendN.aspx> giving details of concerned Members along with number of shares due to be transferred to IEPF.
23. Unclaimed dividend: Members who have not encashed/claimed their dividend pertaining to the financial years beginning from 2012-13 till 2018-19 are advised to write to the Company or KFintech immediately, claiming dividends declared by the Company, in order to avoid transfer of both dividend and underlying shares thereto to IEPF, if any, for the financial year 2012-13.
24. Any person whose shares and unclaimed dividend has been transferred to IEPF, may claim them pursuant to the process prescribed under IEPF Rules.

25. Any person becoming a Member of the Company after the Company sends the Notice of this Meeting by E-mail and holds shares as on the cut-off date i.e. Thursday, August 6, 2020, may obtain the user ID and Password by sending a request to KFinTech and can exercise their voting rights through remote e-voting and participate in e-AGM, by following remote e-voting instructions mentioned in the Notice.
26. Since the AGM is being held through VC / OAVM, the route map is not annexed in this Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 3

The Board of Directors of the Company based on the recommendation of Nomination, Remuneration and Corporate Governance Committee, on June 15, 2020 appointed Mr. William Kim (DIN: 08750326) as an Additional (Independent) Director and also an Independent Director of the Company with effect from the said date i.e. June 15, 2020.

As per Section 161 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, Mr. William Kim holds office of Director only up to the date of 23rd AGM and his appointment as an Independent Director of the Company is subject to the approval of the Members.

The Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Mr. William Kim as an Independent Director of the Company. Further, the Company has, *inter-alia*, received from Mr. William Kim (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he satisfies the criteria of independence as provided in both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosures Requirements), 2015 ("the Listing Regulations").

In the opinion of the Board, Mr. William Kim fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the Management and possesses appropriate skills, experience and knowledge which will aid in the growth

of the business model of the Company. Accordingly, the Ordinary Resolution proposed at Item No. 3 seeks the approval of Members for the appointment of Mr. William Kim as an Independent Director of the Company for a term of 5 (five) consecutive years effective June 15, 2020.

Details of Mr. William Kim are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

A copy of draft letter of appointment of Mr. William Kim setting out the terms and conditions of his appointment will be available for inspection by the Members through electronic mode. The Members may write to the Company at investor@shoppersstop.com in that regard, by mentioning "Request for Inspection" in the subject of the Email.

Except Mr. William Kim, being the appointee or his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in passing of resolution set out at Item no. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no. 3 of the Notice for approval by the Members.

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

Place: Mumbai
Date : June 15, 2020

Bharat Sanghavi
Company Secretary

Annexure

Details of Director Seeking Appointment / Re-Appointment at the Meeting

Particulars	Mr. Ravi Raheja (Re-appointment)	Mr. William Kim (Appointment)
DIN	00028044	08750326
Date of Birth & age	September 23, 1971 - 49 years	August 21, 1972 - 48 years
Date of first appointment on the Board	June 16, 1997	June 15, 2020
Qualifications	MBA from the London Business School	B.Sc in Finance and International Business from University of Colorado
Experience (including expertise in specific functional area) / Brief Resume / Brief profile	<p>An alumnus of the London Business School, Ravi has over 26 years of comprehensive experience across real estate, retail and hospitality. He has spearheaded business development for the real estate arm of the Group and played a significant role in guiding the teams of corporate strategy, finance and planning for the Group's retail and hospitality divisions. At the helm of the most significant growth strategies, Ravi is actively involved in charting the future growth of K Raheja Corp and each of its businesses and has been a catalyst in the Company's evolution from a family owned business to a well-diversified conglomerate.</p> <p>An evangelist for the green cause, Ravi spearheaded the signing of the memorandum of understanding with CII-Green Building Council to construct green buildings back in 2007. Ravi plays a key role in the Group's philanthropic initiatives through K Raheja Foundation, Sadhana Education Society and S. L. Raheja Hospital. He was recently awarded the EY Entrepreneur of the Year for the Energy, Real Estate and Infrastructure category.</p>	<p>William is an experienced Executive with an obsession for Design Thinking and using creativity to solve today's business issues. Skilled in transforming company models utilising Luxury/Contemporary/ Hard Luxury/ Retail /Digital Sector experiences to build a future proof, global, digital model. He is EVP - Global Retail and Digital Commerce (Global Direct to Consumer Center) with Samsung, since February 2019.</p> <p>He joined AllSaints as its CEO in 2012 and moved to Lion Capital, its parent company in the year 2018 as Head of digital investments. AllSaints is a British fashion retailer headquartered in London, UK. From 2005 to 2011, he was associated with Burberry Group PLC, where has played varied roles from Vice President & Representative Director (Korea, Taiwan, SouthEast Asia, Asia Travel Retail & DFC), SVP - Digital Commerce and SVP Retail. He was associated with Gucci Group from 2001 to 2005 as its Chief Financial Officer. For limited span, he also acted as Director of Stores - Abercrombie & Fitch, an American lifestyle retailer that focuses on casual wear.</p>
Terms and Conditions of appointment	As per ordinary business no. 2 of the Notice of the Meeting, Mr. Ravi Raheja's office as a Director shall be subject to retirement by rotation and being eligible, he has offered himself for re-appointment.	As per the special business no. 3 of the Notice of the Meeting read with explanatory statement thereto.
Remuneration 2019-20 (including sitting fees)	Rs. 10 lacs (Rs. 3 lacs as Commission and Rs. 7 lacs as Sitting Fees)	Not applicable
Remuneration proposed to be paid	He shall be entitled to sitting fee for attending Board meetings and / or Committee Meeting and commission, if paid, for succeeding financial years.	He shall be entitled to sitting fee for attending Board meetings and / or Committee Meeting and commission, if paid, during his tenure.
Shareholding in the Company	12,30,000 equity shares of Rs. 5 each.	None
Relationship with other Directors / Key Managerial Personnel	Mr. Ravi Raheja, is elder brother of Mr. Neel Raheja, Non-Executive Director & Promoter. He is not related to any Key Managerial Personnel of the Company.	Not related to any Director and / or Key Managerial Personnel of the Company
Number of Board meetings of the Company attended during FY 2019-20	4 of 4	Not applicable
Directorships held in other Companies (excluding this Company, foreign companies and Section 8 companies)	<ol style="list-style-type: none"> 1. Trion Properties Private Limited 2. Chalet Hotels Limited 3. K.Raheja Private Limited 4. Inorbit Malls (India) Private Limited 5. K. Raheja IT Park (Hyderabad) Limited 6. Intime Properties Limited 7. Gigaplex Estate Private Limited 8. K. Raheja Corp Private Limited 9. Ivory Properties and Hotels Private Limited 10. Support Properties Private Limited 11. Sundew Properties Limited 12. Whispering Heights Real Estate Private Limited 13. Genext Hardware & Parks Private Limited 	None

Particulars	Mr. Ravi Raheja (Re-appointment)	Mr. William Kim (Appointment)
Membership/ Chairmanship of Committees of other Companies.	<ol style="list-style-type: none"> 1. K. Raheja IT Park (Hyderabad) Limited: Member of the Audit Committee and Nomination and Remuneration Committee 2. Sundew Properties Limited: Member of the Audit Committee and Nomination and Remuneration Committee 3. Intime Properties Limited: Member of the Audit Committee and Nomination and Remuneration Committee 4. Chalet Hotels Limited: Member of Stakeholders Relationship Committee and Audit & Risk Management Committee. 5. Member of Corporate Social Responsibility Committee: <ul style="list-style-type: none"> - Ivory Properties and Hotels Private Limited - Genext Hardware & Parks Private Limited - Inorbit Malls (India) Private Limited - K. Raheja Corp Private Limited - Trion Properties Private Limited 6. K Raheja Corp Investment Managers LLP (acting as Investment Managers for Mindspace REIT): Member of Stakeholders Relationship Committee and Nomination and Remuneration Committee 	None

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- I. Remote E - Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing "remote e-Voting" facility to its Members in respect of the business to be transacted at 23rd AGM from a place other than the venue of the Meeting (Remote e-voting).
- A.** In case a Member receives an email from KFintech [for Members whose email IDs are registered with the Company/Depository Participant(s)], please follow the below instructions:
- Launch web browser by typing the URL: <https://evoting.karvy.com>
 - Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID /Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
 - After entering these details appropriately, Click on "LOGIN".
 - 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.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVENT" i.e. Shoppers Stop Limited.
 - 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.
 - Members holding multiple folios/ demat accounts shall choose the voting process separately for each folios/ demat accounts.
 - 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.
 - You may then cast your vote by selecting an appropriate option and 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 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).
- B.** In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned "Note no. 14" of this Notice and para (v) under the "Other Instructions" section below.
- II. Voting at Annual General Meeting:** Voting during the AGM is integrated with the VC / OAVM platform and no separate login is required for the same. Members, attending the AGM through VC / OAVM and who have not cast their vote on resolutions through remote e-Voting shall be eligible to cast their vote through e-voting system available during the AGM. Members who have voted through Remote e-Voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

III. Other Instructions

- i. 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> or contact Mr. S.V. Raju / Mr. Balaji Reddy, (Unit: Shoppers Stop Ltd.) of KFintech at Selenium Tower B, Plot nos. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, or at evoting@kfintech.com or call KFintech's toll free No. 1800-3454-001 for any further clarifications.
- ii. 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).
- iii. The remote e-voting period commences on Sunday, August 9, 2020 from 9.00 a.m. IST and ends on Wednesday, August 12, 2020 at 5.00 p.m. IST, and Members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their votes electronically. The remote e-voting module shall be disabled by KFintech thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- iv. 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. Thursday, August 6, 2020.
- v. In case a person has become a Member of the Company after the Company send the Notice of AGM by E-mail, but on or before the cut-off date for e-voting i.e. Thursday, August 6, 2020 or has registered his/her/its e-mail address after dispatch of AGM notice, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a. 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
 - b. 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.
 - c. Member may call KFintech's toll free number 1800-3454-001.
 - d. Member may send an e-mail request to evoting@kfintech.com. However, KFintech shall endeavor to send User ID and Password to those new Members whose e-mail IDs are available.
- vi. The Scrutiniser will submit his report to the Chairman or to the person authorized by him, after the completion of the scrutiny. The results of the voting will be announced on or before Saturday, August 15, 2020 and will also be displayed on the Company's website at www.shoppersstop.com and website of KFintech at <https://evoting.karvy.com> besides being communicated to the Stock Exchanges.

INSTRUCTIONS FOR ATTENDING AGM THROUGH VC / OAVM

1. Member may access the platform to attend the AGM through VC / OAVM at <https://emeetings.kfintech.com/> by using their remote e-voting credentials. The link for AGM will be available in 'shareholders/members' login where the EVENT and the Name of the Company can be selected. Please note that the Members who have not registered their e-email address or do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this notice.
2. The Members can join AGM 15 minutes before and after the scheduled time of the commencement of the Meeting.
3. Members are advised to join the Meeting through Laptops with Google Chrome for better experience.
4. Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members seeking or requiring any clarification or information in respect of the accounts or any other matter to be placed at the AGM, may send their request(s) to the Company, on or before August 5, 2020 at investor@shoppersstop.com.
7. **Submission of Questions / queries:** Members who may wish to express their views or ask questions at the Meeting may visit <https://emeetings.kfintech.com/> and click on the tab "Post Your Queries" to post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall remain active between Sunday, August 9, 2020, 9.00 a.m. IST to Tuesday, August 11, 2020, 4.00 p.m. IST.
8. **Speaker Registration:** In addition to above, Members may register themselves as speakers for the Meeting to post their queries. Accordingly, the Members may visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during the remote e-voting period. Only those members who register themselves as Speaker will be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the speakers and time for each speaker depending upon the availability of time for the Meeting. Members are encouraged to send their questions etc. in advance as provided in note no. 6 above.
9. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. Members may click on the voting icon (🗳️) on the left side of the screen to cast their votes.
10. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-3454-001 or write at einward.ris@kfintech.com.