SHOPPERS STOP

START SOMETHING NEW

SHOPPERS STOP LIMITED

CIN: L51900MH1997PLC108798

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

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

NOTICE

NOTICE is hereby given that the 24th (Twenty fourth) Annual General Meeting of the Members of Shoppers Stop Limited will be held on Thursday, July 29, 2021 at 4.00 p.m. Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility (herein after called as "24th AGM or e-AGM"), 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, 2021 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, 2021 and the report of the Auditors thereon.

2. To appoint a Director in place of Mr. Neel C. Raheja (DIN: 00029010), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Venugopal Nair (DIN: 00046163), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 06, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 135 of the Articles of Association of the Company and being eligible for appointment, be and is hereby appointed as a Director of the Company, being a director not liable to retire by rotation, during the term of his tenure as the Managing Director of the Company."

4. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company and such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Venugopal Nair (DIN: 00046163) as the Managing Director & CEO of the Company (being a director not liable to retire by rotation) for a period of 3 (three) years commencing from November 06, 2020 on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination, Remuneration and Corporate Governance Committee) of the Company to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to applicable provisions of the Act.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 196, 197 and 198 read together with Schedule V of the Act or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year during the term of appointment of Mr. Venugopal Nair, Managing Director & CEO, the salary, perquisites and statutory benefits, more particularly as approved by the Members by this resolution, (as more particularly set out in the explanatory statement which forms a part of this resolution), be paid as minimum remuneration with the liberty to the Board/Committee to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director & CEO and subject to receipt of requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Karunakaran Mohanasundaram, Chief Financial Officer and Mr. Vijay Kumar Gupta, Head Legal, CS & Compliance Officer, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution, including filing of the necessary forms with the Ministry of Corporate Affairs and intimating any other

concerned authority or such other regulatory body and for matters connected therewith or incidental thereto."

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

"RESOLVED THAT pursuant to the provisions of section 149, 197 & 198, read together with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosures Requirement), Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), the applicable provisions of the Articles of Association of the Company, the Company's Policy on Appointment & Remuneration – Directors and Senior Management, and subject to such other approval(s), as may be required, consent of the members of the Company be and is hereby accorded to the payment of remuneration (including commission, but excluding sitting fee, other permissible reimbursements and services rendered of a professional nature as provided under Section 197(4) of the Act) to the Non-Executive Directors of the Company (i.e. Directors other than Managing Director/ Whole-time Directors) for a period of 3 (three) years, commencing from Financial Year 2020-21, as may be decided by the Board of Directors from time to time, provided that the total remuneration payable to the Non-Executive Directors, per annum shall not exceed one percent of the net profits of the Company for that financial year, as computed in the manner specified under Section 198 of the Act, with Authority to the Board to determine the manner and proportion in which the amount be distributed among the Non-Executive Directors.

RESOLVED FURTHER THAT during the aforesaid term of 3 (three) years, starting from the Financial Year 2020-21, in the event of absence of profits or inadequate profits in any financial year, the Non-Executive Directors may be paid remuneration within the ceiling as specified in Schedule V- Part II- Section II A of the Act, including any statutory amendments, modifications or re-enactments thereof, as may be made thereto and for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Karunakaran Mohanasundaram, Chief Financial Officer and Mr. Vijay Kumar Gupta, Head Legal, CS & Compliance Officer, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution, including filing of the necessary forms with the Ministry of Corporate Affairs and intimating any other concerned authority or such other regulatory body and for matters connected therewith or incidental thereto."

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

Place: Mumbai
Date : May 21, 2021

Vijay Kumar Gupta
Head Legal, CS & Compliance Officer

NOTES:

1. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 3 to 5 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company was of the opinion that the special business under Item No. 3 to 5, being considered unavoidable, be transacted at 24th AGM of the Company.

2. **Holding of AGM through VC/OAVM:** In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and hence, Ministry of Corporate Affairs ("MCA") has vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 and the SEBI vide its circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as "Applicable Circulars") permitted holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Member at a common venue.

   In compliance with the applicable provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with the Applicable Circulars, the Company has decided to convene the 24th AGM as e-AGM and the Members can attend and participate in 24th AGM through VC/ OAVM through log in credentials provided to them for the same. The deemed venue for 24th AGM shall be the Registered Office of the Company.

3. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

4. **Book Closure:** Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books will remain closed from Friday, July 23, 2021 to Thursday, July 29, 2021 (both days inclusive).

5. **Appointment / Re-appointment of Directors:** Pursuant to the provisions of Regulation 26(4) and 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ('SS-2'), the relevant information in respect of the Director seeking re-appointment at

the AGM is attached as an Annexure and forms an integral part of this Notice.

6. **Dispatch of Annual Report through Electronic Mode & Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by Members whose email addresses are not registered with the Depositories/not submitted to the RTA:**

   Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the "Green Initiative" announced by the Government of India; read with Applicable Circulars and the difficulties involved in dispatching of physical copies of the Annual Report in view of the outbreak of the COVID-19 pandemic, the Annual Report 2020-21 including Notice of e-AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. It is accordingly requested that 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, who have not registered their email address and mobile numbers including address and bank details (including any changes thereof) may please contact and validate/update their details with the Depository Participant.

   B. Members holding shares in physical form may register/update their email address and mobile number with the Company's RTA - KFin Technologies Private Limited ("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, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual Report, AGM Notice and the e-voting instructions.

   C. 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 provided with KFintech, by clicking the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx for sending the same. 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.

   D. In case of any queries, shareholder may write to einward.ris@kfintech.com.

   Further, the Annual Report 2020-21 including Notice of 24th 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.kfintech.com

7. **Proxy & Authorized Representative:** 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 Applicable 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 24th AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

   However, in pursuance of Section 112 and Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at kaushaldalalcs@gmail.com with a copy marked to evoting@kfintech.com and company.secretary@shoppersstop.com

8. Your Company has appointed KFin Technologies Private Limited ("KFintech") to provide facility for voting through remote e-Voting, e-Voting during e-AGM and for participation in 24th AGM through VC/OAVM Facility.

9. **Attending the AGM:** Pursuant to the provisions of the circulars of AGM on the VC / OAVM:

   A. Members can attend the meeting through log in credentials provided to them to connect to Video Conferencing. Physical attendance of the Members at the Meeting venue is not required.

   B. The Members can join e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

   C. As per the Applicable Circulars upto 1,000 Members will be able to join e-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 e-AGM without any restriction on account of first-come-first- served principle.

D. Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for e-AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. **Procedure / Instructions for Joining the e-AGM through VC / OAVM**

A. Member will be provided with a facility to attend the e-AGM through Video Conferencing platform provided by KFintech, which can be accessed at https://emeetings.kfintech.com/ by clicking ''Video Conference'' and login by using the remote e-voting credentials. The link for e-AGM will be available in 'shareholders / members' login where the EVENT and the Name of the Company can be selected.

B. Please note that the Members who 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 the notice.

C. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

D. Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

E. Please note that Participants 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.

F. Members who will be present in the e-AGM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the e-AGM. Please use your login credentials for accessing both the remote e-voting and e-AGM through VC /OAVM platform. If you forget your password, you can reset your password by using "Forgot user details/Password" option available on **https://evoting.kfintech.com.**

11. **Procedure to raise questions / seek clarifications with respect to the Annual Report**

A. **Submission of Questions / queries prior to e-AGM:** Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's email-id i.e. company.secretary@shoppersstop.com at least 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date. Alternatively, Members holding shares as on cut-off date may also visit https://evoting.kfintech.com and click on the tab "Post Your Queries Here" 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 be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

B. **Speaker Registration before e-AGM:** In addition to above, speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit https://emeetings.kfintech.com/ and click on 'Speaker Registration' during this period. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the e-AGM and may have to allow camera access during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Members shall be provided with a 'queue number' before the e-AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session.

C. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided hereinabove. Please note that, Members' questions will be answered only if they continue to hold shares as on the cut-off date.

12. **Electronic 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 ("ICSI") and Regulation 44 of Listing Regulations read with Applicable Circulars, the Company is providing "remote e-Voting" facility to its Members in respect of the business to be transacted at 24th AGM. The instructions for remote e-voting are mentioned herein.

13. **Remote E-Voting:** The remote e-voting period commences on Monday, July 26, 2021 from 9.00 a.m. IST and ends on Wednesday, July 28, 2021, 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.

14. **Voting during the e-AGM:** Only those Members, who will be attending the e-AGM and who have not already cast their votes by remote e-voting prior to the meeting and are otherwise not barred from doing so, shall be eligible to vote through remote e-voting system at e-AGM. Members who have cast their votes by remote e-voting prior to the meeting, may attend e-AGM but shall not be entitled to cast their votes again at the meeting. Kindly refer remote e-voting instruction to understand e-voting during the e-AGM.

15. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Thursday, July 22, 2021. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e. July 22, 2021, only shall be entitled to avail the facility of remote e-voting provided to cast votes or for participation and voting in the e-AGM.

16. **Instructions for Voting through electronic means (Remote e-voting)**

INSTRUCTIONS FOR REMOTE E-VOTING

A. The procedure and instructions for remote e-Voting through RTA website (for Demat and Physical Shareholders) are as under:

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:

i. Launch web browser by typing the URL: https://evoting.kfintech.com

ii. 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.

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/JPG Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: kaushaldalalcs@gmail.com with a copy marked to evoting@kfintech.com and company.secretary@shoppersstop.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

xiii. **Process for those members whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:**

a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to evoting@kfintech.com / csdstd@integratedindia.in.

b) For Demat (Non Individual) shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@kfintech.com / csdstd@integratedindia.in.

xiv. **General 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.kfintech.com or contact Mr. S.V. Raju, (Unit: Shoppers Stop Ltd.) at email: raju.sv@kfintech.com of KFintech at Selenium Tower B, Plot nos. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, or at einward.ris@kfintech.com. or call KFintech's toll free No. 1800-3454-001 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 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, July 22, 2021.

d) In case a person has become a Member of the Company after the Company send the Notice of e-AGM by E-mail, but on or before the cut-off date for e-voting i.e. Thursday, July 22, 2021, 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.kfintech.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 KFintech's toll free number 1800-3454-001.

iv. 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.

B. Login method for E-voting through Depositories (only for Individual members holding securities in Demat):

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual members holding securities in demat mode is given below:

NSDL	CDSL
1. User already registered for IDeAS facility: I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with e-Voting on the NSDL website 3. On e-Voting website of NSDL, proceed as follows: I. URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/ Member' section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	1. Existing user who have opted for Easi / Easiest I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with User ID and Password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. 3. Alternatively the user can access the e-Voting website of CDSL I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.

C. Individual Members (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

General Information

17. **Documents for inspection:** 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 company.secretary@shoppersstop.com in that regard, by mentioning "Request for Inspection" in the subject of the Email.

    The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the Certificate from Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will also be made available for inspection by the Members on request be made as above.

18. The Board of Directors of the Company has appointed M/s. Kaushal Dalal & Associates, Practicing Company Secretaries, Mumbai, as the Scrutiniser to scrutinise the voting including remote e-voting process in a fair and transparent manner, and that he has communicated his willingness for appointment as such and be available for the purpose.

19. The Scrutiniser shall, immediately after the conclusion of voting at the meeting, first count the votes cast vide e-voting at the e-AGM and 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 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 and declare the result of voting forthwith.

20. Once declared, the Results along with the consolidated Scrutiniser's report will be placed on the Company's website at www.shoppersstop.com and website of KFintech at https://evoting.kfintech.com. The Company shall forward the results to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed, within 48 hours from the conclusion of the meeting. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the meeting of the Company and subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the meeting date i.e. Thursday, July 29, 2021.

Others

21. **Submission of PAN:** 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.

22. **Transfer of Shares (held in Physical Form):** 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.

23. **Nomination:** 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/

24. **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 2012-13 to IEPF Authority.

25. **Unclaimed Dividend and underlying Equity Shares:** Unpaid/unclaimed dividend and underlying shares thereto for the financial year 2013-14 is due to be transferred to IEFP Authority and in this regard, as required and permitted under the applicable law, an electronic notice has been published by the Company in the leading newspaper in English and regional language having wide circulation on May 29, 2021 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.

    Members who have not encashed/claimed their dividend pertaining to the financial years beginning from 2013-14 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 2013-14.

    Any person whose shares and unclaimed dividend has been transferred to IEPF, may claim them pursuant to the process prescribed under IEPF Rules.

26. **Gift distribution:** The Company does not give gifts, gift coupons or cash in lieu of gifts to its Members and also does not offer its products at discounted rates. However, the Company is committed to the Members' wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.

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

Item no. 3 and 4

The Board of Directors, upon the recommendation of the Nomination, Remuneration and Corporate Governance Committee at its meeting held on October 16, 2020, appointed Mr. Venugopal Nair, (DIN: 00046163) as an Additional Director of the Company w.e.f. Novermber 06, 2020, pursuant to provisions of Section 161 of the Companies Act, 2013, to hold the office upto the date of the Annual General Meeting.

He was also appointed as the Managing Director & Chief Executive Officer of the Company, subject to approval of the Shareholders of the Company and such other approvals as may be necessary for a period of 3 (three) years w.e.f. November 06, 2020 on terms and conditions including remuneration as recommended by the Nomination, Remuneration and Corporate Governance Committee of the Board and approved by the Board of Directors.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Nair are as under:

a. Period :

3 (three) Years w.e.f November 06, 2020 with a liberty to either party to terminate the appointment by serving 6 (six) months advance written notice to each other or compensation equivalent to 6 (six) months' salary in lieu thereof.

b. Remuneration per annum:

	₹
Salary	12,812,800
Perquisites and Allowances	22,188,800

The perquisites and allowances, as aforesaid, may include accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof; or house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical insurance, car facility, hard furnishing and other allowances/ benefit, perquisites as per policy of the Company, from time to time. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder including any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company.

c. Medical Insurance for self, spouse and child (below 25 years of age) in terms of Company Group Mediclaim Policy, in accordance with the Rules of the Company or as agreed by the Board.

d. Performance Linked Bonus: Performance Linked Bonus of ₹1,75,00,000 per annum payable to Mr. Nair, shall be based on performance of the Company and certain performance criteria and such other parameters as may be mutually agreed with the Board / the Committee thereof. The said Performance Linked Bonus shall be in addition to the above Remuneration. An indicative list of factors that may be considered for determination of remuneration by way of Performance Linked Bonus by the Board / Committee are:

- The Company's performance on certain defined qualitative and quantitative parameters, as may be decided by the Board and / or the Committee, from time to time.
- Industry benchmarks of remuneration.
- Performance of the individual.

The proportionate Performance Link Bonus for the first 6 (six) months effective November 6, 2020, shall be paid to Mr. Nair in full, irrespective of achievement.

e. Participation in Employee Stock Option Plan / Scheme (ESOP) or RSU or Stock Appreciation Rights (SAR) or such other schemes as may be evolved by the Company, from time to time. For the first year, he shall be entitled to ESOP worth an amount of ₹ 75,00,000. It is clarified that employees stock options granted / to be granted / SAR to Mr. Nair, from time to time, shall not be considered as a part of perquisites under (b) above and that the perquisite value of stock options exercised / SAR shall be in addition to the remuneration under (b) above.

f. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payment and encashment of leave, as per the service rules of the Company, shall be in addition to the above Remuneration.

g. Increment in Salary, Perquisites & Allowances (including annual increment) and revision in Performance Link Bonus & Long Term Incentive Plan as may be determined by the Board / the Committee, shall be an addition to the above Remuneration.

h. The aggregate of the remuneration, Performance Linked Bonus and Perquisites and Allowances as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197 & 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at subject to the law.