

## 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](mailto:company.secretary@shoppersstop.com) Website: [www.shoppersstop.com](http://www.shoppersstop.com)

### NOTICE

**NOTICE** is hereby given that the 25th (Twenty Fifth) Annual General Meeting of the Members of Shoppers Stop Limited will be held on Tuesday, July 26, 2022 at 10.00 a.m. Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility (herein after called as "25th AGM or e-AGM or 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, 2022 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, 2022 and the report of the Auditors thereon.
2. To appoint a Director in place of Mr. B S. Nagesh (DIN: 00027595), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No: 324982E/E300003), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) years from the conclusion of this 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** approval be and is hereby accorded for payment of statutory audit fees of ₹ 63,00,000/- (Rupees Sixty Three Lakhs only) plus reimbursement of out of pocket expenses and applicable taxes to S R B C & CO LLP Chartered Accountants, for the financial year 2022- 23 and the Board of Directors of the Company be and are hereby authorised to increase and pay such statutory audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment."

#### SPECIAL BUSINESS:

4. Appointment of Mr. Arun Sirdeshmukh (DIN: 01757260) as an Independent Director of the Company.

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

**"RESOLVED THAT** Mr. Arun Sirdeshmukh (DIN: 01757260), who was appointed by the Board of Directors as an Additional Director with effect from October 20, 2021 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") read with Article 135 of the Articles of Association of the Company, and is eligible for appointment, and whose appointment as an Independent Director is recommended by the Nomination Remuneration and Corporate Governance Committee and the Board of Directors of the Company, 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, 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. Arun Sirdeshmukh (DIN: 01757260), 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 October 20, 2021 to October 19, 2026 and 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 official, 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."

5. Appointment of Ms. Christine Kasoulis (DIN: 09365330) as an Independent Director of the Company.

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

**"RESOLVED THAT** Ms. Christine Kasoulis (DIN: 09365330), who was appointed by the Board of Directors as an Additional Director with effect from October 20, 2021 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") read with Article 135 of the Articles of Association of the Company and is eligible for appointment, and whose appointment as an Independent Director is recommended by the Nomination Remuneration and Corporate Governance Committee and the Board of Directors of the Company, 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 her 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, 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), Ms. Christine Kasoulis (DIN: 09365330), who has submitted a declaration that she 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 October 20, 2021 to October 19, 2026 and 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 official, 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  
of **Shoppers Stop Limited**

**Vijay Kumar Gupta**

Vice President-Legal,  
CS & Compliance Officer

ACS No: 14545

Place: Mumbai

Date: April 28, 2022

#### NOTES:

- 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 ordinary and special business under Item No. 3 to 5, being considered unavoidable, be transacted at 25th AGM of the Company.
- Holding of AGM through VC/OAVM:** In view of the ongoing 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, January 13, 2021, December 14, 2021 and thereafter and the SEBI vide its circulars dated May 12, 2020, January 15, 2021 and thereafter (collectively referred to as "Applicable Circulars") permitted holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members 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 25th AGM as an e-AGM and the Members can attend and participate in 25th AGM through VC/ OAVM through log in credentials provided to them for the same. The deemed venue for 25th AGM shall be the Registered Office of the Company.
- Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- Your Company has appointed KFin Technologies Limited ("KFin") to provide facility for voting through remote e-Voting, e-Voting during e-AGM and for participation in 25th AGM through VC/OAVM Facility
- 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 Wednesday, July 20, 2022 to Tuesday, July 26, 2022 (both days inclusive).
- Appointment / Re-appointment of Directors:** Pursuant to the provisions of 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ('SS-2'), the relevant information in respect of the Directors seeking appointment / re-appointment at the AGM is attached as an Annexure and forms an integral part of this Notice.

**7. 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 ongoing outbreak of the COVID-19 pandemic, the Annual Report 2021-22 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 Limited ("KFin") by sending an e-mail request at the email ID [einward.ris@kfintech.com](mailto: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 or alternatively sending Form ISR - 1 (available on the website of the Company <https://corporate.shoppersstop.com>) to the RTA of the Company.
- 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 registered with KFin, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/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](mailto:einward.ris@kfintech.com).

Further, the Annual Report 2021-22 including Notice of 25th 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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at <https://evoting.kfintech.com>

8. **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 the 25th 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 [kaushaldalacs@gmail.com](mailto:kaushaldalacs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [company.secretary@shoppersstop.com](mailto:company.secretary@shoppersstop.com).

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 and 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 KFin, 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 Desktop/Laptops with Google Chrome for better experience.
- D. Further, Members will be required to allow camera, when they speak and hence Members are requested to 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 having any other question or query are requested to write to the Company Secretary on the Company's email-id i.e. [company.secretary@shoppersstop.com](mailto: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 25th AGM. The instructions for remote e-voting are mentioned herein.

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

13. **Remote E-Voting:** The remote e-voting period commences on Thursday, July 21, 2022 from 9.00 a.m. IST and ends on Monday, July 25, 2022, 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 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. Tuesday, July 19, 2022. 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. Tuesday, July 19, 2022, 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 DEPOSITORIES/DP (FOR DEMAT AND PHYSICAL SHAREHOLDERS) ARE AS UNDER:

In case a Member receives an e-mail from KFin Technologies Limited (KFin) [for Members whose email IDs are registered with the Company / Depository Participant(s) / Depositories/ KFin] informing them of their User Id and Password:

#### Individual Shareholders (holding securities in DEMAT mode) - Login through Depositories.

NATIONAL SECURITIES DEPOSITORY LIMITED ("NSDL")	CENTRAL DEPOSITORY SERVICES LIMITED ("CDSL")
1. User already registered for IDeAS facility:	1. Existing user who have opted for Easi / Easiest
I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a>
II. Click on the "Beneficial Owner" icon under 'IDeAS' section.	II. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"	III. Click on New System Myeasi
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.	IV. Login with user id and password.
2. User not registered for IDeAS e- Services	V. Option will be made available to reach e-Voting page without any further authentication.
I. To register click on link <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	VI. Click on e-Voting service provider name to cast your vote.
II. Select "Register Online for IDeAS"	2. User not registered for Easi/Easiest
III. Proceed with completing the required fields.	I. Option to register <a href="https://web.cdslindia.com/myeasi/Registration/">https://web.cdslindia.com/myeasi/Registration/</a> Easi Registration
3. By visiting the e-Voting website of NSDL	II. Proceed with completing the required fields.
I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>	3. By visiting the e-Voting website of CDSL
II. Click on the icon "Login" which is available under 'Shareholder/Member' section.	I. URL: <a href="https://www.evotingindia.com/">https://www.evotingindia.com/</a>
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.	II. Provide demat Account Number and PAN
IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
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.	IV. After successful authentication, user will be provided link for the respective E-voting Service Provider where the e-Voting is in progress.
VI. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience	
VI. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience	

NSDL Mobile App is available on

 App Store
  Google Play



#### 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 websites

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 022-23058542-43.

## Individual Shareholders (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.

### B. LOGIN METHOD FOR NON-INDIVIDUAL SHAREHOLDERS AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM

- a. Initial Password is provided in the body of the email.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. Take the following steps to login thereafter :
  - I. After entering the details appropriately, click on LOGIN.
  - II. You will reach the 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 upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - III. You need to login again with the new credentials.
- d. Alternatively, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes. If you are already registered and have forgotten your password, you may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password, which shall be sent to your email ID registered against your Folio No. / DP ID Client ID.
- e. On successful login, the system will prompt you to select the EVENT i.e. Shoppers Stop Limited

- f. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- g. 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 your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- h. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who is/are authorised to vote, to the Scrutinizer through email at [kaushaldalalcs@gmail.com](mailto:kaushaldalalcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [company.secretary@shoppersstop.com](mailto:company.secretary@shoppersstop.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Shoppers Stop - Annual General Meeting 2022."

### C. OTHER INSTRUCTIONS:

- a. Once the vote on resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- b. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at <https://evoting.kfintech.com> under help section or call on 1800 309 4001 (toll free). All grievances connected with the facility for voting by electronic means may be addressed to KFin by sending an email to [evoting@kfintech.com](mailto:evoting@kfintech.com) or call 1800 309 4001 (Toll Free).

In case of any query and/or grievance, in respect of voting by electronic means, Members are requested to contact:

Name & Designation: Mr. S. V. Raju, Deputy General Manager or Mr. Balaji Reddy, Senior Manager  
E-mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); [evoting@kfintech.com](mailto:evoting@kfintech.com); [balajireddy.s@kfintech.com](mailto:balajireddy.s@kfintech.com)

Address: Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

- e. In case of Joint holders, login ID/User Id and password details shall be sent to the first holder of the shares. Accordingly, the vote using user ID and Password sent to first holder is recognized on behalf of all the joint holders as the shareholder who casts the vote through the remote e-voting services of KFin, is doing so on behalf of all joint holders. First holder shall mean the holder of shares, whose name is first registered against the shares held.
- f. 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).
- g. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. July 19, 2022 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 Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.  
  
Arrangement of Sentence should be:  
  
Example for NSDL:  
MYEPWD IN12345612345678  
  
Example for CDSL:  
MYEPWD 1402345612345678  
  
Example for Physical:  
MYEPWD XXX1234567890
  - ii. If email ID 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. Members may send an email request to [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFin e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.
- h. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.

#### 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](mailto: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 & Sweat Equity) Regulations, 2021, will also be made available for inspection by the Members on request made as above.

- 18. The Board of Directors of the Company has appointed M/s. Kaushal Dalal & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner, and he has communicated his willingness for appointment and availability for this purpose.
- 19. The Scrutinizer 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 Scrutinizer's report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person



authorized 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 Scrutinizer's report will be placed on the Company's website at [www.shoppersstop.com](http://www.shoppersstop.com) and website of KFin 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 2 working days from the conclusion of the meeting. The Results on resolutions shall be declared not later than 2 working days 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. Tuesday, July 26, 2022.
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 KFin.
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 01, 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. The Company has also complied with the SEBI circular dated November 03, 2021 which has introduced common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination; and forms for the same can be downloaded from the Company's corporate website at <https://corporate.shoppersstop.com/>
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 KFin. 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 up to the financial years 2013-14 to IEPF Authority.
25. **Unclaimed Dividend and underlying Equity Shares:** Unpaid/unclaimed dividend and underlying shares thereto for the financial year 2014-15 is due to be transferred to IEPF Authority and in this regard, as required and permitted under the applicable law, an electronic notice will be published by the Company in the leading newspapers in English and regional language having wide circulation and also made 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 2014-15 till 2018-19 are advised to write to the Company or KFin immediately, claiming dividends declared by the Company, in order to avoid transfer of both dividend for the financial year 2014-15 and underlying shares thereto to IEPF. 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

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of ordinary / special business mentioned in this AGM Notice:

### Item No. 3

M/s. S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No: 324982E/E300003) were appointed as the Statutory Auditors of the Company at the 20th AGM held on 28th July, 2017 for a term of 5 years and they hold office upto the conclusion of the ensuing AGM of the Company.

The Audit Committee and the Board, unanimously, recommends the ordinary resolution as set out in item no. 3 of this notice taking into account their credentials and also based on the evaluation of the quality of audit work done by the statutory auditors.

### Credentials:

M/s. S R B C & CO LLP, established in the year 2002, is a part of S. R. Batliboi & Affiliates network of audit firms, registered with the Institute of Chartered Accountants of India (ICAI). The Audit Firm is engaged primarily in providing audit and assurance services, and certain tax assurance services to its clients. As on March 31, 2022, there are 35 partners and 1100+ professional and other staff in the Audit Firm.

The terms and conditions of re-appointment of the statutory auditors and the proposed fees are as follows:

- a. Term of Appointment: 5 years from the conclusion of this AGM till the conclusion of 30th AGM.
- b. Proposed Fees: Remuneration for Statutory Audit of ₹ 63,00,000 (Rupees Sixty Three Lakhs only) plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company for the financial year 2022-23. The remuneration payable to the statutory auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the

Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in Item No. 3 of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested financially or otherwise in the resolution as set out in Item No. 3 of this Notice.

### Item No. 4

The Board of Directors, on the recommendation of the Nomination, Remuneration and Corporate Governance Committee, appointed Mr. Arun Sirdeshmukh (DIN: 01757260), as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years with effect from October 20, 2021 to October 19, 2026, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article 135 of the Articles of Association of the Company, Mr. Arun Sirdeshmukh shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Arun Sirdeshmukh for the office of Director of the Company. Mr. Arun Sirdeshmukh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16 of the Listing Regulations.

In the opinion of the Board, Mr. Arun Sirdeshmukh fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Arun Sirdeshmukh are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The copy of letter of appointment of Mr. Arun Sirdeshmukh setting out the terms and conditions of appointment is available for inspection by the members electronically.

Members seeking to inspect the same can send an email to [company.secretary@shoppersstop.com](mailto:company.secretary@shoppersstop.com)