

SHOPPERS STOP LIMITED

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

Tel: 022-42497000 **E-mail:** investor@shoppersstop.com **Website:** www.shoppersstop.com

CIN: L51900MH1997PLC108798

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the members of Shoppers Stop Limited will be held on Friday, July 27, 2018 at 3.30 p.m. at Boundary Hall, First Floor, MCA Recreation Centre, RG-2, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.
2. To declare dividend of ₹ 0.75 per equity share for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Neel Raheja (DIN: 00029010), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT Ms. Ameera Shah (DIN: 00208095), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 8, 2018 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, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature for the office of the Director of the Company, 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 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Ms. Ameera Shah, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is

eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from June 8, 2018 to June 7, 2023, be and is hereby approved."

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

"RESOLVED THAT Mr. Rajiv Suri (DIN: 08124971), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 8, 2018 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 and 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(1) of the Act, proposing his candidature for the office of the Director of the Company, be and is hereby appointed as Director of the Company, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 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 subject to the requisite approval of the Central Government 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. Rajiv Suri (DIN: 08124971) as the Managing Director of the Company, who shall not be liable to retire by rotation, and designated as 'Managing Director & Chief Executive Officer' for a period of 3 (three) years commencing from June 8, 2018 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 & 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 in the event of absence or inadequacy of profit in any financial year, during the tenure of Mr. Rajiv Suri as the Managing Director, the Company shall make payment of the remuneration

payable to him, as decided by the Board, subject to the approval of the Central Government, if required, and subject to such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, as applicable. In case the remuneration is paid in excess of the limits permitted under the Act without the sanction of the Central Government, Mr. Rajiv Suri shall refund such amount and pending such refund shall hold such amount in trust for the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a Committee thereof or any of the empowered officials, be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable."

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

**Mumbai
June 8, 2018**

**Bharat Sanghavi
Company Secretary**

NOTES:

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

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

2. A dividend of ₹ 0.75 per equity share has been recommended by the Board of Directors for the year ended March 31, 2018, subject to the approval of the members at this Meeting. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, July 23, 2018 to Friday, July 27, 2018 (both days inclusive) for determining the name of members eligible for dividend on equity shares. Once approved by the members at the Meeting, it is proposed to be paid on and from July 30, 2018.
3. Under Section 124 of the Companies Act, 2013 (the "Act") and the applicable rules, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be

transferred to Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has transferred unpaid/unclaimed dividend upto the financial years 2009-10 to IEPF.

4. The Company has been sending reminders to those members having unpaid/unclaimed dividend before transfer of such dividend to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website www.shoppersstop.com. Members who have not encashed their dividend pertaining to the financial years beginning from 2010-11 till 2016-17 are advised to write to the Company or Karvy Computershare Pvt. Ltd. ("Karvy"), the Registrar and Share Transfer Agent of the Company, at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Tel: 040-67161500, Fax: 040-23420814, e-mail: einward.ris@karvy.com immediately, claiming dividends declared by the Company.
5. Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules 2016') amongst other things, provides for the manner of transfer of the unpaid and unclaimed dividend to the IEPF and the manner of transfer of shares, in case any dividend has not been encashed by the shareholders on such shares during the last seven consecutive years, to the designated demat account as prescribed by the IEPF Authority. As per the requirement, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividend for the past seven years, the Company will be required to transfer the respective shares to the IEPF demat account by the due date prescribed under the IEPF Rules 2016 and as amended from time to time. The Company has also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on April 27, 2018 and uploaded on the "Investors Section" of the website of the Company viz. www.shoppersstop.com, giving details of such shareholders and shares due to be transferred. In case valid claim is not received, the respective shares will be credited to the designated demat account of the Authority.
6. During the financial year 2017-18, the Company has transferred/credited 734 shares of 11 shareholders to the demat account of Investor Education and Protection Fund Authority (IEPF Authority) in accordance with Section 124(6) of the Act read with IEPF Rules 2016, whose dividend has not been encashed on such shares during the last seven consecutive years. The details of the said shareholders whose shares have been transferred have been uploaded under "Investors Section" on the website of the Company viz. www.shoppersstop.com. Any person whose shares or unclaimed dividend has been transferred to IEPF may claim them pursuant to the process prescribed under IEPF Rules 2016.

7. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item nos. 4 to 6 of the Notice is annexed hereto.
 8. As required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Secretarial Standard-2 on General Meetings, the relevant information in respect of the Director seeking appointment and re-appointment forms an integral part of this Notice.
 9. S R B C & Co. LLP, (Registration No. 324982E/E300003) Chartered Accountants were appointed as Statutory Auditors of the Company by the Members at the 20th Annual General Meeting (AGM) held on July 28, 2017, to hold office from the conclusion of the 20th AGM until the conclusion of the 25th AGM of the Company. In accordance with the provisions of the Companies (Amendment) Act, 2017, enforced on May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
 10. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
 11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 12. Members/Proxies are requested to bring the attendance slip along with their copy of the Annual Report to the Meeting.
 13. The Members, desiring any information relating to the accounts, are requested to write to the Company Secretary at the Registered Office of the Company on or before July 16, 2018, so as to enable the management to keep the requisite information ready.
 14. The relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. upto to the date of the Meeting.
 15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs) in case the shares are held by them in electronic form and to Karvy, in case the shares are held by them in physical form.
 16. Electronic copy of the Annual Report and this Notice, inter-alia, indicating the process of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company/ Depository Participants unless the member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of aforesaid documents are being sent by the permitted mode.
 17. Members holding shares in physical mode are requested to register their e-mail addresses with Karvy, and Members holding shares in demat mode are requested to register their e-mail addresses with their respective Depository Participants (DPs) in case the same is still not registered.
 18. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company at investor@shoppersstop.com.

Members who wish to register their email address can download the 'Green Initiative' form from the Company's website viz. www.shoppersstop.com.
 19. This notice will also be placed on the website of the Company i.e. www.shoppersstop.com.
 20. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- The instructions and other information relating to remote e-voting are as under:**
- A. In case a Member receiving an e-mail from Karvy [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and Password). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, Click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one uppercase (A-Z), one lowercase (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to update your contact details like mobile

- number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., Shoppers Stop Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either heads.
 - viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folios/ demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on **"Submit"**.
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, Members can login any number of times till they have voted on all the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: Team@cskda.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- B. In case of Members receiving physical copy of the Notice [for Members whose e-mail IDs are not registered with the Company/ Depository Participant(s)]:
- i. User ID and initial password as provided at the bottom of the Attendance Slip.
 - ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote by electronic means.
- C. Voting at the Meeting: The members, who have not cast their vote through Remote e-voting can exercise their voting rights at the Meeting through Electronic voting system ("Insta poll") for all businesses specified in the accompanying Notice. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting, however, those Members are not entitled to cast their vote again at the Meeting.
- D. Other Instructions
- a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S.V. Raju, (Unit: Shoppers Stop Ltd.) of Karvy at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, or at evoting@karvy.com or phone no. 040 - 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
 - b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - c) The remote e-voting period commences on Monday, July 23, 2018 (9.00 A.M.) and ends on Thursday, July 26, 2018 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 20, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 - d) The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, July 20, 2018.
 - e) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Friday, July 20, 2018, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.
21. The Board of Directors of the Company has appointed Kaushal Dalal & Associates, Practicing Company Secretaries, as the Scrutiniser to scrutinise the voting and remote evoting process in a fair and transparent manner, and Kaushal Dalal & Associates has communicated its willingness to be appointed and be available for the purpose.
22. The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the meeting (Insta Poll), thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing will declare the result of voting forthwith.
 23. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
 24. The Results declared along with the Scrutiniser's report will be available on the website of the Company (www.shoppersstop.com) and on Service Provider's website (<https://evoting.karvy.com>) and the same shall be simultaneously communicated to BSE Limited and the National Stock Exchange of India Limited.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"))

Item No. 4

The Board of Directors, on the recommendation of the Nomination, Remuneration & Corporate Governance Committee, appointed Ms. Ameera Shah (DIN: 00208095), as an Additional (Independent) Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from June 8, 2018 to June 7, 2023, 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, Ms. Ameera Shah shall hold office up to the date of this Annual General Meeting (AGM) and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director.

Ms. Ameera Shah is the Promoter & Managing Director of Metropolis Healthcare Ltd., a reputed chain of diagnostic centers with a loyal customer base across India, South Asia, Africa and Middle East. Metropolis delivers over 30 million tests annually and caters to over 2 lac consultants across emerging markets. Metropolis is rated amongst the top 1% laboratories globally for its quality systems and protocols.

For the last 17 years, Ms. Shah has focused on delivering sustained growth, built and led corporate functions, including finance, strategy, business process optimization, innovation, investor relations etc. Under

her leadership, Metropolis raised the bar of diagnostic accuracy, technological equipment, customer experience and research driven, empathetic service. Ms Shah has been responsible for corporatizing Metropolis by setting protocols, hiring expert professionals for the management team and also bringing together a fully actualized board.

Named amongst 'Asia's Most Powerful Women in Business' by Forbes Asia and 'Fifty Most Powerful Women in Business' by Fortune India, Ms Shah is recognized as a global thought leader in the healthcare industry.

Ms. Shah received a degree in Finance from The University of Texas at Austin and has also completed the prestigious Owner-President Management Program at Harvard Business School.

The Company has received a declaration from Ms. Ameera Shah to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Further details of Ms. Ameera Shah have been given in the Annexure to this Notice.

In the opinion of the Board, Ms. Ameera Shah fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company and possesses appropriate skills, experience and knowledge.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company.

In compliance with the provisions of the Act, the appointment of Ms. Ameera Shah as an Independent Director is now being placed before the Members for their approval. The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Except Ms. Ameera Shah, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

Item Nos. 5 and 6

The Board of Directors, upon the recommendation of the Nomination, Remuneration & Corporate Governance Committee at its meeting held on June 8, 2018, appointed Mr. Rajiv Suri (DIN: 08124971) as an Additional Director of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") to hold the office upto the date of the Annual General Meeting and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director. He was also appointed as the Managing Director of the Company, designated as 'Managing Director & Chief Executive Officer' of the Company, subject to approval of the Central Government, Members of the Company and such other approvals as may be necessary, for a period of 3 (three) years w.e.f. June 8, 2018 on terms and conditions including remuneration as recommended by the Nomination, Remuneration & Corporate Governance Committee and approved by the Board of Directors of the Company.

Members may take note that Mr. Rajiv Suri is an Overseas Citizen of India and Citizen of Canada, and has not been a resident of India as stipulated under Part 1 (e) of Schedule V to the Act and hence the Company is in the process of making an application to the Central Government for its approval to his appointment as its Managing Director.

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

a. Period :

3 Years w.e.f June 8, 2018 with a liberty to either party to terminate the appointment by serving 3 months advance written notice to each other.

b. Remuneration per annum:

	(₹ in Crore)
Salary	3.50
Perquisites and Allowances	0.75

The perquisites and allowances, as aforesaid, shall 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. One time actual expenses incurred towards furnishing of the accommodation will be borne by the Company.
- d. One time actual expenses incurred on travel, packing, forwarding, loading, unloading as well as freight, insurance, local transportation and installation expenses in connection with the moving of personal effects of Mr. Rajiv Suri and his family to Mumbai will be borne by the Company.
- e. Reimbursement of all medical expenses incurred for self and his spouse at actuals (including insurance premium for medical and hospitalization policy as applicable), in accordance with the Rules of the Company or as agreed by the Board.
- f. Performance Linked Bonus : Performance Linked Bonus payable to Mr. Rajiv Suri, shall not exceed 100% of Salary, which will be finalized at the discretion of the Board and / or the Nomination, Remuneration & Corporate Governance Committee, based on certain performance criteria and such other parameters as may be considered appropriate. The said Performance Linked Bonus shall be in addition to the remuneration under (b) above.

An indicative list of factors that may be considered for determination of remuneration by way of Performance Linked Bonus by the Board and / or the Nomination, Remuneration & Corporate Governance Committee are:

- The Company's performance on certain defined qualitative and quantitative parameters, as may be decided by the Board and / or the Nomination, Remuneration & Corporate Governance Committee from time to time.
 - Industry benchmarks of remuneration.
 - Performance of the individual.
- g. Participation in Employee Stock Option Plan / Scheme (ESOP) or Stock Appreciation Right (SAR) or such other schemes as may be evolved by the Company, from time to time. It is clarified that employees stock options granted / to be granted / SAR to Mr. Rajiv Suri, 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.
 - h. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payment and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (b) above.

- i. Increment in Salary, Perquisites and Allowances (including annual increment), payable to Mr. Rajiv Suri, as may be determined by the Board and / or the Nomination, Remuneration & Corporate Governance Committee, shall be in addition to the remuneration under (b) above.
- j. 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 including any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible subject to the law.
- k. When in any financial year, the Company has no profits or its profits are inadequate, the Remuneration including the Performance Linked Bonus and Perquisites and Allowances as aforesaid will be paid to Mr. Rajiv Suri as minimum remuneration for that year and in accordance with the applicable provisions of the Act, Rules thereunder and Schedule V to the Act, and subject to the approval of the Central Government, if required and subject to such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, as applicable.
- l. General :
 - Mr. Rajiv Suri shall perform such duties as shall from time to time be entrusted to him, subject to overall supervision, guidance and control of the Board of Directors of the Company.
 - Reimbursement of expenses actually and properly incurred by him for and in connection with the business of the Company.
 - Mr. Suri shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or the Committee(s) thereof.
 - Mr. Suri shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
 - Mr. Suri shall adhere to the Company's Code of Conduct and policies framed by the Company, from time to time.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

The Board recommends the passing of these resolutions as an Ordinary and Special Resolutions respectively at Item Nos. 5 & 6 of this Notice for approval of Members.

Except Mr. Rajiv Suri, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolutions set out at Item Nos. 5 and 6 of this Notice.

The information as required to be disclosed with provisions of Section II of Part II of Schedule V to the Act is provided below:

I. GENERAL INFORMATION :

- a. **Nature of Industry :** The Company is in the Retail business operating Departmental and Speciality stores. The Company retails products of domestic and international branded apparel, footwear, perfumes, cosmetics, jewellery, leather products, accessories, home products and toys in its stores and also retails its private brands across various categories. These are complemented by personal care and various beauty related services. Promotions and events are an integral part of service offerings to the customers, which helps us create a unique shopping experience. Currently, the Company has 84 Shoppers Stop stores across the country (including 6 airport stores) and 13 HomeStop stores. Over the years, the Company has also begun operating a number of speciality stores, namely, Estee Lauder, MAC, Clinique, Smashbox and Bobbi Brown.
- b. **Date of commencement of commercial production:** The Company was incorporated on June 16, 1997 and has already commenced its business of Departmental and Speciality stores.
- c. **Financial Performance:** Financial performance of the Company during the last three years is as under:

(₹ In lacs)			
Sr. No.	Financial Year	Gross Turnover	Profit / (Loss) After Tax
1	2015-16	3,71,545.11	2,288.00
2	2016-17	4,00,095.90	(1,993.85)
3	2017-18	4,13,575.87	1,160.38

- d. **Foreign Investment or Collaborations, if any:** 9.29% of the share capital of Company as on March 31, 2018 is held by non-resident Indians, foreign Portfolio investors & foreign institutional investors. There has been no foreign collaboration and foreign investment by the Company.

II. INFORMATION ABOUT THE APPOINTEE:

Mr. Rajiv Suri, 55, joined the Company as Chief Executive Officer (CEO) on January 9, 2018. Prior to joining the Company, he was CEO for the Majid Al Futtaim Fashion business, which is spread across close to 140 stores across Dubai, United Arab Emirates, where he led strategic development, growth, transformation, innovation and digitalization. Before joining Majid Al Futtaim, Mr. Suri was associated with Jashanmal Group as CEO Retail from 2007 till 2014. Prior thereto, he had worked with Mexx Europe Holding from 1998 to 2007 at various positions viz. General Manager, Middle East; Franchise Director-Europe and Middle East; and lastly as Managing Director.

He has over 25 years of strategic leadership experience across Europe, Middle East, Africa and Asia with a proven track record of driving transformational change in organizations, accelerating store expansion powered by operational efficiencies and reenergising corporate culture paradigms.

Mr. Suri is a Commerce (Hons) graduate from Delhi University and he has done PGD in Sales and Marketing Management from Institute of Marketing Management, New Delhi, PGD in Business Management from Bhartiya Vidya Bhavan, Jaipur and Strategic Retail Management from Harvard Business School, Boston, Massachusetts, United States.

Mr. Suri was paid ₹ 100.22 lacs as remuneration in the Financial Year 2017-18 & ₹ 74.33 lacs (upto June 7, 2018) as a CEO of the Company. Please refer explanatory statement of item nos. 5 and 6 of this Notice for the remuneration proposed to be paid.

Recognition or award : N.A

Taking into consideration, his qualifications, expertise and experience, he is best suited for the responsibilities assigned to him by the Board of Directors. Further, in view of the size of the Company, the profile of Mr. Rajiv Suri, the responsibilities shouldered by him and the industry benchmarks, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to senior level counterparts of Mr. Suri in other similar companies.

Mr. Suri has no pecuniary relationship directly or indirectly with the Company, other than his remuneration and is not related to any director or key managerial personnel of the Company. Further, Mr. Rajiv Suri does not hold any equity shares of the Company. Mr. Suri does not have any interest in the capital of the Company or any of its subsidiaries directly or indirectly or through any other statutory structures and does not have any, direct or indirect interest or related to the directors or key managerial personnel or Promoters of the Company or any of its subsidiaries including at any time during the last two years before the date of his appointment. He possesses graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.

III. OTHER INFORMATION

Reasons of loss or inadequate profits :

The retail industry is highly competitive and operates on very low margin. During 2017-18, the Company witnessed 14% decline in sales of private brands and consequent margin by 310 bps. Further, change in indirect taxation in Q2, impacted LTL sales by 5.5%. The Company disinvested its stake in Hypercity Retail (India) Ltd and Timezone Entertainment Pvt. Ltd.; its subsidiary and Joint Venture Company and incurred loss on sale of its investment to an extent of ₹4886.75 lacs and ₹ 174.21 lacs, respectively.

Steps taken or proposed to be taken for improvement:

- The Company is taking significant steps to revamp the private brand portfolio.
- With a plan to have a higher marketing spend, use of digital media, the Company plans to drive customer entry and in turn increase its topline.
- The Company plans to promote its offering to its First Citizen members so as to get an increased share of their wallet.
- With the aim to sharpen focus on core department store business and Omnichannel strategy, the Company has exited non-core businesses i.e. Hypercity, Timezone and Duty-free airport retail. This has helped the Company to reduce the debt from ₹575 crores to ₹67 crores. In turn, consequent reduction in interest cost.
- Omnichannel platform is ready and the Company will be focusing to improve range on the same. The commercial tie up with Amazon Seller Services Pvt. Ltd; will throw positive results in due course of time.
- Post GST implementation, the business will be able to provide better offers & promotions to customers.
- The Company is strengthening its management team with qualified and experienced professionals to drive the top-line and profitability of the department store business.

Expected increase in productivity and profits in measurable terms:

As the Company continues to invest into new stores, new technology across the Country, we expect the top line and the profitability to grow equal or higher than the industry benchmarks.

IV. DISCLOSURE

The disclosures in respect of remuneration package and other details of all the Directors shall be made in the Corporate Governance Report which shall be attached to the Board of Directors' Report.

During the financial year 2017-18, post Mr. Rajiv Suri's induction as CEO of the Company, there was one Board Meeting held on January 31, 2018 which was attended by him. Further, during the current financial year 2018-19, there were two Board Meetings, i.e. on April 27, 2018 and June 8, 2018, of which the first Board Meeting was attended by him.

Further details of Mr. Rajiv Suri have been given in Annexure to this Notice.

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

**Mumbai
June 8, 2018**

**Bharat Sanghavi
Company Secretary**

Details of directors seeking appointment / re-appointment at the Annual General Meeting pursuant to the provisions of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are provided herein below:

Particulars	Mr. Neel Raheja	Ms. Ameera Shah	Mr. Rajiv Suri
Age	43	38	55
Qualifications	Post graduate in Commerce from Mumbai University. He also holds a Degree in Law and has successfully completed the Owner/President Management Program from Harvard Business School, Boston.	Degree in Finance from The University of Texas at Austin, Owner-President Management Program at Harvard Business School.	B.Com (Hons) from Delhi University, PGD in Sales and Marketing Management from Institute of Marketing Management, New Delhi, PGD in Business Management from Bhartiya Vidya Bhavan, Jaipur and Strategic Retail Management from Harvard Business School, Boston, Massachusetts, United States.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Raheja has over 25 years of experience in real estate development, hospitality and retail. Mr. Raheja plays a leadership role in the K. Raheja Corp real estate development business. He has visualized and inter-alia the "Inorbit" shopping mall at Malad.	Ms. Ameera Shah is the Promoter & Managing Director of Metropolis Healthcare Ltd., a reputed chain of diagnostic centers with a loyal customer base across India, South Asia, Africa and Middle East. Shah has focused on delivering sustained growth, built and led corporate functions, including finance, strategy, business process optimization, innovation, investor relations etc. Under her leadership, Metropolis raised the bar of diagnostic accuracy, technological equipment, customer experience and research driven, empathetic service. She is being named amongst 'Asia's Most Powerful Women in Business' by Forbes Asia and 'Fifty Most Powerful Women in Business' by Fortune India, Ms Shah is recognized as a global thought leader in the healthcare industry.	Mr. Suri joined the Company as Chief Executive Officer (CEO) on January 9, 2018. Prior to joining the Company, he was CEO for the Majid Al Futtaim Fashion business, which is spread across close to 140 stores across Dubai, United Arab Emirates, where he led strategic development, growth, transformation, innovation and digitalization. Before joining Majid Al Futtaim, Mr. Suri was associated with Jashanmal Group as CEO Retail from 2007 till 2014. Prior thereto, he had worked with Mexx Europe Holding from 1998 to 2007 at various positions viz. General Manager, Middle East; Franchise Director-Europe and Middle East; and lastly as Managing Director. He brings over 25 years of strategic leadership experience across Europe, Middle East, Africa and Asia with a proven track record of driving transformational change in organizations, accelerating store expansion powered by operational efficiencies and reenergising corporate culture paradigms.

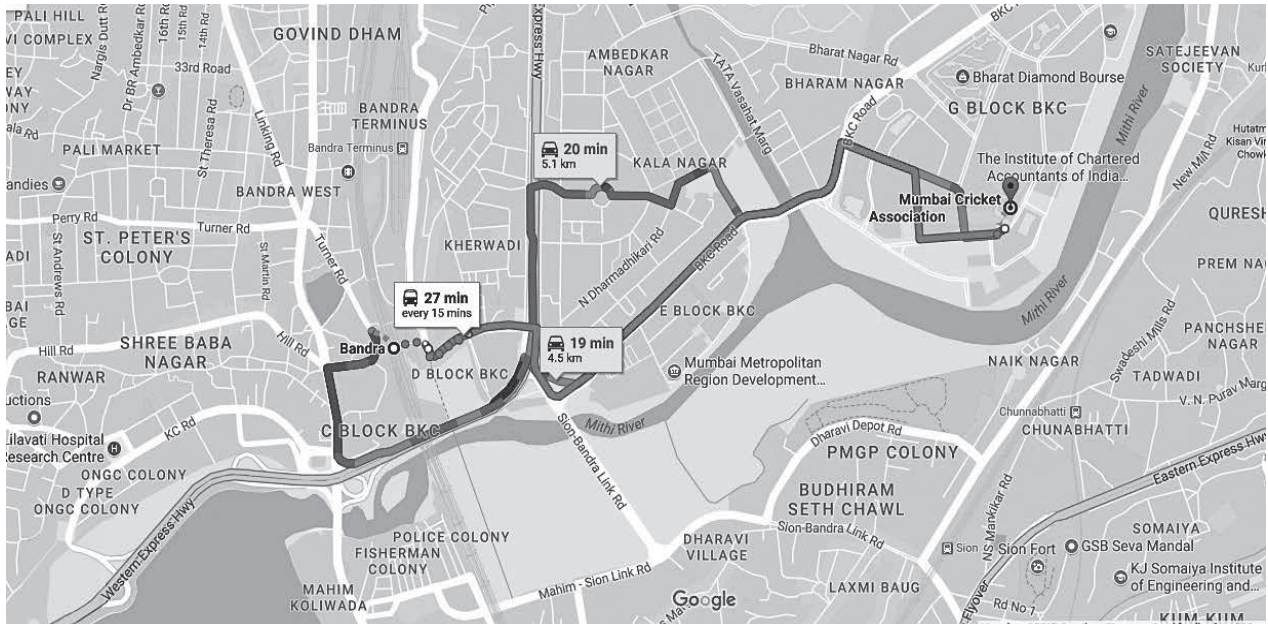
Particulars	Mr. Neel Raheja	Ms. Ameera Shah	Mr. Rajiv Suri
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on July 31, 2015, Mr. Neel was re-appointed as a Non-executive Director, liable to retire by rotation.	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on July 27, 2018 read with Explanatory Statement thereto, Ms. Ameera Shah proposed to be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 5 consecutive years w.e.f. June 8, 2018.	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on July 27, 2018 read with Explanatory Statement thereto, Mr. Suri is proposed to be appointed as a Managing Director of the Company; not liable to retire by rotation, for a period 3 years w.e.f. June 8, 2018.
Remuneration last drawn (including sitting fees)	₹ 3.5 lacs	N.A.	N.A.
Remuneration proposed to be paid	-	-	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on 27 July 2018 read with explanatory statement thereto.
Date of first appointment on the Board	June 16, 1997	June 8, 2018	June 8, 2018
Shareholding in the Company	1,150,000 Equity Shares of ₹ 5/- each	-	-
Relationship with other Directors / Key Managerial Personnel	Mr. Neel C. Raheja, is the younger brother of Mr. Ravi C. Raheja, Director and son of Mr. C. L. Raheja, erstwhile Chairman of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year (2017-18)	7	N.A.	N.A.
Directorships of other Boards	<ol style="list-style-type: none"> Asia Pacific Real Estate Association Ltd. Chalet Hotels Ltd. Genext Hardware & Parks Pvt. Ltd. Inorbit Malls (India) Pvt. Ltd. Intime Properties Ltd. Ivory Properties and Hotels Pvt. Ltd. K. Raheja Corp Pvt. Ltd. K. Raheja IT Park (Hyderabad) Ltd. K. Raheja Pvt. Ltd. Eternus Real Estate Pvt. Ltd. Sundew Properties Ltd. Trion Properties Pvt. Ltd. 	<ol style="list-style-type: none"> Kaya Limited Bacchus Hospitality Services And Real Estate Private Limited Metropolis Healthcare Limited R. V. Metropolis Diagnostic & Health Care Center Private Limited Desai Metropolis Health Services Private Limited Sudharma Metropolis Health Services Private Limited Metropolis Histoexpert Digital Services Private Limited Micron Metropolis Healthcare Private Limited Bokil Golwilkar Metropolis Healthcare Private Limited 	-

Particulars	Mr. Neel Raheja	Ms. Ameera Shah	Mr. Rajiv Suri
Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. Finance Committee - K. Raheja IT Park (Hyderabad) Ltd. 2. Corporate Social Responsibility Committee - K. Raheja IT Park (Hyderabad) Ltd. 3. Audit Committee - K. Raheja IT Park (Hyderabad) Ltd. 4. Nomination and Remuneration Committee - K. Raheja IT Park (Hyderabad) Ltd. 5. Finance Committee - Sundew Properties Ltd. 6. Corporate Social Responsibility Committee - Sundew Properties Ltd. 7. Audit Committee - Sundew Properties Ltd. 8. Nomination and Remuneration Committee - Sundew Properties Ltd. 9. Finance Committee - Intime Properties Ltd. 10. Corporate Social Responsibility Committee - Intime Properties Ltd. 11. Audit Committee - Intime Properties Ltd. 12. Nomination and Remuneration Committee - Intime Properties Ltd. 13. Corporate Social Responsibility Committee - Chalet Hotels Ltd. 14. Audit Committee - Chalet Hotels Ltd. 15. Bank Accounts Operation Committee - Chalet Hotels Ltd. 16. Corporate Social Responsibility Committee - Trion Properties Pvt. Ltd. 17. Corporate Social Responsibility Committee - Genext Hardware & Parks Pvt. Ltd. 18. Corporate Social Responsibility Committee - K. Raheja Corp Pvt. Ltd. <p>Mr. Neel Raheja is not a Chairman in Committees of any other companies.</p>	<ol style="list-style-type: none"> 1. Nomination & Remuneration Committee - Metropolis Healthcare Limited 2. Audit Committee - Kaya Limited 3. Risk Management Committee - Kaya Limited 4. Corporate Social Responsibility Committee - R.V. Metropolis Diagnostic & Health Care Center Private Limited 5. Corporate Social Responsibility Committee - Desai Metropolis Health Services Private Limited 6. Corporate Social Responsibility Committee - Sudharma Metropolis Health Services Private Limited <p>Ms. Ameera Shah is not a Chairperson in Committees of any other companies</p>	-

THE ROUTE MAP FOR AGM VENUE

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

Landmark : Opposite ONGC Building



INVITATION TO ATTEND THE ANNUAL GENERAL MEETING ON JULY 27, 2018

Your Company will be providing transport facility from 2.00 p.m. to 2.30 p.m., as Annual General Meeting will commence at 3.30 p.m. on Friday, July 27, 2018 from the specified destinations given here in below, to reach the venue comfortably:

1. Bandra Railway Station, Opp. Bandra Court, Bandra (East), Mumbai – 400 051.
2. Kurla Railway Station, Opp. BEST Bus Stop, Kurla (West), Mumbai – 400 070.

Members who wish to avail this facility are requested to confirm to this effect at the following numbers:
(022-42497255/7217 – Secretarial Team)

You may also send your request by email to saakshi.powale@shoppersstop.com or pramod.p@shoppersstop.com

Your request must reach to us latest by July 20, 2018.

NOTES

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NOTES

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

SHOPPERS STOP LIMITED**Registered Office:** Umang Tower, 5th Floor, Mindspace, Off Link Road, Malad (West), Mumbai - 400 064.**Tel:** 022-42497000 **E-mail:** investor@shoppersstop.com **Website:** www.shoppersstop.com**CIN:** L51900MH1997PLC108798**PROXY FORM**

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

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

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

- Name: _____ Address: _____
Email ID: _____ or failing him/her _____
- Name: _____ Address: _____
Email ID: _____ or failing him/her _____
- Name: _____ Address: _____
Email ID: _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held at Boundary Hall, First Floor, MCA Recreation Centre, RG-2, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 on Friday, July 27, 2018, at 3.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No. Resolutions**Ordinary Business:**

- Adoption of:
 - the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.
- To declare dividend of ₹ 0.75 per equity share for the financial year ended March 31, 2018.
- 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:

- To appoint Ms. Ameera Shah (DIN: 00208095), as an Independent Director of the Company.
- To appoint Mr. Rajiv Suri (DIN: 08124971), as Director of the Company.
- To appoint Mr. Rajiv Suri (DIN: 08124971), as the Managing Director of the Company.

Affix
Revenue
Stamp

Signed this _____ day of _____, 2018

Signature of the Member_____
Signature of First Proxy Holder_____
Signature of Second Proxy Holder_____
Signature of Third Proxy Holder**Notes:**

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

