

SEC/054/2017-18

September 25, 2017

BSE Limited Mumbai Samachar Marg, Fort, Mumbai - 400 001. Stock Code : 532638	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex. Bandra (East) Mumbai-400 051. SHOPERSTOP
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Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith the Notice of the Extra Ordinary General Meeting of the Company scheduled to be held on Wednesday, October 18, 2017, at 5.00 p.m. at Boundary Hall, First Floor, MCA Recreation Centre, RG-2, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 4000 51, to approve issue of 43,95,925 equity shares on a preferential allotment / private placement basis.

The same has been already sent to members of the Company by permitted mode.

We request you to kindly take the same on record.

Thanking you,

Yours truly,
For Shoppers Stop Limited.



Bharat Sanghavi
Company Secretary

Encl: aa

SHOPPERS STOP

SHOPPERS STOP LIMITED

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

Tel: 022- 42497000 Email: investor@shoppersstop.com Website: www.shoppersstop.com

CIN: L51900MH1997PLC108798

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Shoppers Stop Limited will be held on Wednesday, October 18, 2017 at 5.00 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 special business:

1. ISSUE OF 43,95,925 EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (**“ICDR Regulations”**); (iii) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder, Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**) and/or any other statutory / regulatory authority; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (**“Listing Regulations”**); and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the (**“Board”**) which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot 43,95,925 (Forty Three Lakhs Ninety Five Thousand Nine Hundred and Twenty-Five) equity shares of the Company of the face value of Rs. 5/- (Rupees Five) each (**“Equity Shares”**) at a price of Rs. 407.78/- (Rupees Four Hundred and Seven and Seventy-Eight Paise) which includes a premium of Rs. 402.78/- (Rupees Four Hundred and Two and Seventy Eight Paise) per Equity Share aggregating to Rs.179,25,70,296.50 (Rupees One Hundred and Seventy-Nine Crore Twenty Five Lakhs Seventy Thousand Two Hundred Ninety Six and Fifty Paise Only) to Amazon.com NV Investment Holdings LLC (**“Investor”**), in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the **“Relevant Date”** for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be **Monday, September 18, 2017**, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the aforesaid issue and allotment of the Equity Shares to the Investor shall be on the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the BSE Limited and the National Stock Exchange of India Limited and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

- The Equity Shares allotted to the Investor shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects;
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- Allotment of Equity shares shall only be made in dematerialized form;
- The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of Regulation 78(2) of the ICDR Regulations;
- The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, Mr. Govind Shrikhande, Managing Director; Mr. Sanjay Chakravarti, Chief Financial Officer and Mr. Bharat Sanghavi, Company Secretary; be and are hereby severally authorized to (i) execute and circulate the Private Placement Offer Letter and Letter of Allotment; (ii) make requisite filings with the Registrar of Companies, Depositories, Stock Exchanges and/or any other statutory/ regulatory authority; (iii) update the corporate records maintained by the Company; and (iv) do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

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

Place: Mumbai
Date: September 23, 2017

Bharat Sanghavi
Company Secretary

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**the Act**”) in respect of the special business as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (“THE MEETING / EGM”) 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.

3. Corporate members intending to send their authorized 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.
4. This Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **September 15, 2017**.
5. 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.
6. Members/Proxies are requested to bring the attendance slip to the Meeting.
7. 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.
8. The Securities and Exchange Board of India (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 Depository Participants (DP's) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or to Karvy Computershare Pvt. Ltd. ("**Karvy**"), the Registrar and Share Transfer Agent, 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.
9. Electronic copy of the Notice inter-alia indicating the process and manner 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/ DP's 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 registered post or speed post or courier service.
10. 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 DPs in case the same is still not registered. If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to Karvy in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.
11. 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 members may also send requests to the Company at investor@shoppersstop.com.
12. This notice will also be placed on the website of the Company i.e www.shoppersstop.com.
13. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of 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 resolution 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 head.
 - viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folios/ demat accounts.
 - ix. You may then cast your vote by selecting an appropriate option and click on “**SUBMIT**”.
 - x. 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 the Resolution.
 - xi. 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 Scrutinizer 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 (xi) 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 the business 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 Computershare Private Limited, 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. 1800-3454-001 for any further clarifications.
 - b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - c) The remote e-voting period commences on **Saturday, October 14, 2017 (9.00 A.M.) and ends on Tuesday, October 17, 2017 (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 **Wednesday, October 11, 2017**, 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 is cast by the Member, the Member shall not be allowed to change it subsequently. The Member, who participates in the Meeting even after exercising his right to vote through remote e-voting, shall not be allowed to vote again.
 - 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. **Wednesday, October 11, 2017**.
 - e) In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting i.e., **Wednesday, October 11, 2017**, 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 E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

 Example for NSDL:
 MYEPWD IN12345612345678
 Example for CDSL:
 MYEPWD 1402345612345678
 Example for Physical:
 MYEPWD 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.
14. The Board of Directors of the Company has appointed Mr. Kaushal Dalal, Practicing Company Secretary, as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.

15. The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, will 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 will 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.
16. The Results on resolution shall be declared not later than 48 hours from the conclusion of the Meeting of the Company and the resolution will be deemed to be passed on the Meeting date subject to receipt of the requisite number of votes in favour of the Resolution.
17. 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 communicated to BSE Limited and National Stock Exchange of India Limited within 48 hours from the conclusion of the Meeting.

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

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated September 23, 2017 and shall be taken as forming part of the Notice.

Item 1

Issue of 43,95,925 Equity Shares on a Preferential Allotment / Private Placement Basis :

The Board of Directors of the Company has approved the issue of 43,95,925 equity shares to the Investor on a preferential / private placement basis, at its meeting held on Saturday, September 23, 2017.

The Company proposes to issue and allot 43,95,925 (Forty-three lakhs ninety-five thousand nine hundred and twenty-five) equity shares of the Company, having a face value of Rs.5/- (Rupees Five) each at a price of Rs.407.78/- (Rupees Four Hundred and Seven and Seventy-Eight Paise) (including a premium of Rs.402.78/- (Rupees Four Hundred and Two and Seventy-Eight Paise) per equity share aggregating to Rs.179,25,70,296.50 (Rupees One Hundred and Seventy-Nine Crore Twenty-Five Lakhs Seventy Thousand Two Hundred Ninety-Six and Fifty Paise Only) ("**Equity Shares**"), on a preferential basis to the Investor, entitling the Investor to subscribe to and be allotted the Equity Shares of the Company ("**Proposed Transaction**"), for which the approval of the Members is being sought.

The Company has entered into Investment Agreement dated September 23, 2017 with the Investor, inter-alia to give effect to the Proposed Transaction ("**Investment Agreement**").

The Investor is a foreign portfolio investor, registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 with registration number INUSFP217617. Thus, the Investor proposes to invest in the Company pursuant to the Foreign Portfolio Investment Scheme, under the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder and the Proposed Transaction does not in any manner whatsoever, amount to any transfer of ownership and/or control of the Company to the Investor.

Under the Investment Agreement, the Investor does not have a right / entitlement to appoint a director on the Board of the Company whether as a nominee, an observer or in any other capacity and will only be entitled to exercise such rights that are exercisable by the ordinary shareholders of the Company to the extent of its proposed shareholding in the Company (as detailed below).

Approval of the Members by way of special resolution is required inter-alia in terms of Sections 42 and 62(1)(c) of the Act as well as Chapter VII of the ICDR Regulations. In light of the above, approval of the Member of the Company is being sought.

In terms of the provisions of the Act and ICDR Regulations, the relevant disclosures / details are given below:

Objects of the Preferential Issue:

The Company shall utilise the proceeds from the preferential issue to fund capital expenditure, working capital requirements and general corporate purposes to augment the business of the Company.

Relevant Date:

The “**Relevant Date**” for the preferential issue, as per the ICDR Regulations, as amended from time to time, for the determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Monday, September 18, 2017, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting (i.e. October 18, 2017).

Pricing of Preferential Issue:

The price of the Equity Shares to be issued is fixed at Rs. 407.78/- per Equity Share of Rs.5/- each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

Basis on which the price has been arrived at:

The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per equity share, BSE Limited, the stock exchange which has the highest trading volume in respect of the equity shares of the Company, during the preceding 26 (twenty six) weeks prior to the Relevant Date has been considered.

In terms of Regulation 76 of the ICDR Regulations, the Equity Shares shall be allotted at a price not less than higher of the following:

- a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 26 (twenty six) weeks preceding the Relevant Date; or
- b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 2 (two) weeks preceding the Relevant Date.

Accordingly, price per Equity Share of Rs. 407.78/- per Equity Share is equal to the price determined in accordance with the above provisions.

Since, the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity shares and therefore the Company is not required to submit the undertaking specified under Regulation 73(1)(f) and (g) of the ICDR Regulations.

Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel of the Company intend to subscribe to the proposed issue.

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed Allottee, the percentage of post preferential issue capital that may be held by them is as under:

Identity of Investor	Category of Investor	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Ultimate Beneficial Owner
Name: Amazon.com NV Investment Holdings LLC SEBI Reg. No. INUSFP217617	Category III	0%	43,95,925	5%	Amazon.com Inc

The pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share Holding	No. of Shares held	% of share holding
A	Promoters' holding :				
1.	Indian				
	Individuals/ HUF	36,95,000	4.42	36,95,000	4.20
	Bodies Corporate	5,23,34,674	62.66	5,23,34,674	59.53
	Sub Total	5,60,29,674	67.08	5,60,29,674	63.73
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	5,60,29,674	67.08	5,60,29,674	63.73
B	Non-Promoters' holding:				
1.	Institutional Investors				
	Mutual Funds	1,14,41,559	13.70	1,14,41,559	13.01
	Foreign Portfolio Investors	38,25,176	4.58	82,21,101	9.35
	Financial Institutions/Banks	20,614	0.02	20,614	0.02
2.	Central Government/State Government(s)/ President of India	0	0.00	0	0.00
3.	Non-Institution Investors				
	Private Bodies Corporates	91,48,723	10.96	91,48,723	10.41
	Directors & Relatives	8,95,914	1.07	8,95,914	1.02
	Indian Public	16,62,513	1.99	16,62,513	1.90
	NBFCs	1,45,785	0.17	1,45,785	0.17
	<u>Others:</u>				
	Trusts	2,22,324	0.27	2,22,324	0.25
	Non Resident Indians	39,112	0.05	39,112	0.04
	Clearing Members	52,566	0.06	52,566	0.06
	HUF	38,605	0.05	38,605	0.04
	Sub Total (B)	2,74,92,891	32.92	3,18,88,816	36.27
	GRAND TOTAL	8,35,22,565	100.00	8,79,18,490	100.00

Note:

1. The pre issue shareholding pattern of the Company is as on September 17, 2017.
2. The above mentioned pre and post issue shareholding pattern of the Company is on a fully diluted basis except for 98,235 ESOP's which are convertible into an aggregate of 98,235 equity shares consequent to exercise of such ESOP's, in accordance with the terms and conditions of their issue, which were issued pursuant to the Employee Stock Option Scheme of 2008 of Company.
3. In the event any of the ESOP's are exercised between the date of this notice and the date of allotment of equity shares to the Investor, the shareholding pattern shall stand modified accordingly.

Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission, as the case may be.

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares.

Lock in period:

The Equity Shares shall be locked-in for such period as may be specified under Regulation 78 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Investor, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval.

As per our knowledge, as on date, the Investor does not have/had any shareholding in the Company.

Auditor's certificate:

A certificate from S R B C & CO. LLP, Statutory Auditors of the Company, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations. This certificate will be placed before the Extra Ordinary General Meeting of the members of the Company.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the special resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financial or otherwise, in the resolution except and to the extent of their shareholding in the Company.

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

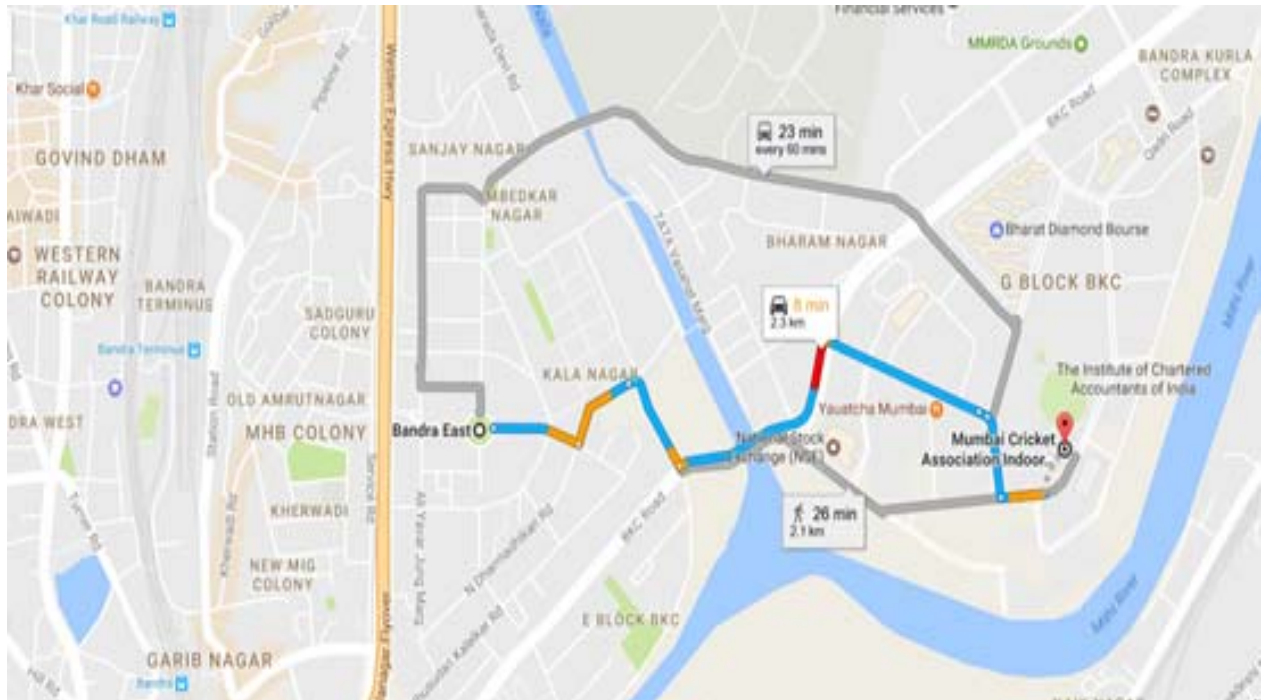
**Place: Mumbai
Date: September 23, 2017**

**Bharat Sanghavi
Company Secretary**

THE ROUTE MAP FOR EGM VENUE

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

Landmark: Opposite ONGC Building



SHOPPERS STOP

SHOPPERS STOP LIMITED

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

Tel: 022- 42497000 Email: 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:

- (1) Name: Address:.....
E-mail Id:.....Signature:....., or failing him/her;
- (2) Name: Address:.....
E-mail Id:.....Signature:....., or failing him/her;
- (3) Name: Address:.....
E-mail Id:.....Signature:.....

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 Extra Ordinary 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 – 400051 on Wednesday, October 18, 2017, at 5.00 p.m. and at any adjournment thereof in respect of such resolution as indicated herein below:

Resolution

To approve issue of 43,95,925 Equity Shares on a Preferential Allotment / Private Placement Basis.

Signed this..... day of _____, 2017

.....
Signature of member

Affix
Revenue
Stamp

.....
Signature of First Proxy Holder

.....
Signature of Second Proxy Holder

.....
Signature of Third Proxy Holder

Note:

1. 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.
2. The holders of the Proxy shall be entitled to vote either for or against the above mentioned resolution.

