

# SHOPPERS STOP

SEC/101/2024-25

October 22, 2024

To,

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. <b>Stock Code : 532638</b>	National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051. <b>Stock Symbol : SHOPERSTOP</b>
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Dear Sir / Madam,

**Subject: Intimation under Securities and Exchange Board of India ("SEBI") (Prohibition of Insider Trading), Regulations, 2015**

The Board of Directors of the Company have considered and amended the Policy for Insider Trading inter alia the Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information formulated in terms of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, in the Board Meeting held on October 22, 2024. The amended Policy is enclosed as Annexure.

The aforesaid Board Meeting commenced at 2.00 p.m. and concluded at 6.05 p.m.

You are requested to kindly take note of the same.

Thank you.

Yours faithfully,

For **Shoppers Stop Limited**

**Karunakaran Mohanasundaram**  
Chief Financial Officer

## Shoppers Stop Limited

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Toll Free No.:1800-419-6648 (9 am to 9 pm).

Version	5.0
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Approved by Board	October 23, 2019

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Modified on	October 18, 2023

Version	7.0
Modified on	April 29, 2024

Version	8.0
Modified on	October 22, 2024

## SHOPPERS STOP

# Shoppers Stop Limited's Insider Trading Code

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## INTRODUCTION

The Securities and Exchange Board of India (“SEBI”) under the powers conferred on it under the SEBI Act, 1992 (“Act”) passed the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as the “Regulations”), which governs the law relating to insider trading in India.

Under the provisions of the Regulations, the Company is required to formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information as well as a code of Internal Procedures and Conduct for regulating, monitoring and reporting trading by Designated Persons and their Immediate Relatives, in its Securities.

Accordingly, the Company has formulated and adopted Shoppers Stop Limited’s Insider Trading Code (“Code”) pursuant to the Regulations, towards achieving compliance with the provisions of the Regulations in order to serve as guide for the Company, Designated Persons & Immediate Relatives thereto in relation to the functioning of the Company and trading in its Securities by them and thereby regulating, monitoring and reporting trading by Designated Persons and their Immediate Relatives.

While this Code is primarily intended for the Designated Persons and their Immediate Relatives, the Compliance Officer may extend this Code to any Connected Person or any other person, whether in whole or in part and require such persons to make such filings / declarations / undertakings / disclosures, as the Compliance Officer may deem appropriate in order to ensure compliance with the Regulations and the Code.

This Code is made pursuant to the Regulations and have been framed based on the Model Code specified in Schedule B to the Regulations without diluting the provisions of the Regulations in any manner. It is clarified that this Code is pursuant to and in furtherance, and not in derogation, of the laws applicable to insider trading in India.

## CHAPTER 1 - DEFINITIONS

For the purpose of this Code, all the words / phrases / expressions used and not specifically defined hereunder but defined under the Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder, as amended from time to time, shall have the meanings respectively assigned to them in those legislation.

1.1 **Audit Committee** means the Audit Committee of the Board of Directors of the Company.

1.2 **Board / Board of Directors** means the collective body of the Directors of the Company.

1.3 **Code or SSL Code** means Shoppers Stop Limited's Insider Trading Code, as amended from time to time.

1.4 **Company** means Shoppers Stop Limited.

1.5 **Compliance Officer** shall mean the Company Secretary of the Company or such other senior officer, designated so and reporting to the Board who is financially literate i.e. who has the ability to read and understand basic financial statements, namely balance sheet, profit and loss account and the statement of cash flows and is capable of appreciating requirements for legal and regulatory compliance under Regulations.

1.6 **Designated Person(s)** means:

- (i) All Promoters, Board of Directors and Key Managerial Personnel of the Company;
- (ii) All Employees in the Management Committee of the Company;
- (iii) All employees upto two levels (Grade) below Chief Executive Officer of the Company and its Material Subsidiary (ies), if any;
- (iv) All Executive assistants/ personal secretaries of persons under (i) to (iii) above, irrespective of their employment with the Company;
- (v) All Employees of the Company irrespective of their cadre, working in below functions / departments, at the Registered Office of the Company:
  - Accounts & Finance,
  - Legal,
  - Information Technology,
  - Secretarial,
  - Corporate Communication and
  - Other persons employed on contract basis not included above but performing similar roles or having similar responsibilities.
- (vi) Such other employees of Promoters, who will have access to or in possession of Unpublished Price Sensitive Information;
- (vii) Such other Employees of the Company or persons as may be designated / determined by the Board / Managing Director / Chief Executive Officer / Chief Financial Officer / Compliance Officer, from time to time.

1.7 **Employee** shall mean and include any person who is on the rolls of the Company.

1.8 **Generally Available Information** means information that is accessible to the public on a non-discriminatory basis.

1.9 **Immediate Relative** means:

- a. a spouse of a person and;
- b. parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in Securities.

**Note:** It is hereby clarified that “Spouse” of a person will be considered immediate relative irrespective of whether he/she is financially dependent or consults such person in taking decisions relating to trading in Securities.

1.10 **Insider** means any person who is:

- i) a Connected Person; or
- ii) in possession of or having access to Unpublished Price Sensitive Information;

The term “**Connected Person**” means any person who is or has during the six (6) months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an Employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

**Deemed to be a Connected Person:** Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established –

- a. an Immediate Relative of Connected Persons specified above or
- b. a holding company or associate company or subsidiary company; or
- c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- d. an investment company, trustee company, asset management company or an employee or director thereof; or
- e. an official of a stock exchange or of clearing house or corporation; or
- f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h. an official or an employee of a self-regulatory organization recognized or authorized by SEBI; or
- i. a banker of the Company; or
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a Director or his/her Immediate Relative or banker of the Company, has more than ten per cent of the holding or interest;

1.11 **Insider trading laws** means the following provisions of securities laws,-

- i. Section 15G of the Act;
- ii. Regulation 3 of the Regulations;
- iii. Regulation 4 of the Regulations;

- iv. Regulation 5 of the Regulations; and
- v. Regulation 9 or Regulation 9A of the Regulations, in so far as they pertain to trading or communication of unpublished price sensitive information.

1.12 **Insider Trading Portal** means a digital database / a digital software with adequate internal controls and checks such as time stamping and audit trails, maintained by the Company as required under the Regulations.

1.13 **Key Managerial Personnel** means person as defined in Section 2(51) of the Companies Act, 2013.

1.14 **Management Committee** means the committee designated as such by the Company.

1.15 **Material Financial Relationship** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve (12) months, equivalent to at least 25% of annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.

1.16 **Material Subsidiary** means subsidiary as defined in regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

1.17 **Non-Transaction Period** shall mean the period during which the trading in the Securities of the Company will remain closed for the Designated Person / Class thereof and their Immediate Relatives. This period shall be as under:

- (i) In respect of announcement of Quarterly/Half Yearly/ Yearly Financial Results by the Company: The period shall commence on first day of the month following the quarter/half year/year end and ending 2 days after the announcement of Financial Results for the respective quarter/half year/year, as the case may be, is made generally available by the Company.

*Example: For the quarter ended June 30, 2024, the Non-Transaction Period will commence from July 1, 2024 till two days after the Financial Results for the said quarter are made generally available by the Company.*

- (ii) In respect of Unpublished Price Sensitive Information other than (i) above: Such period, as the Managing Director/Executive Director & Chief Executive Officer / Chief Financial Officer / Compliance Officer may decide and declare as the "Non-Transaction Period(s)", from time to time.

1.17.1 **Non applicability of Non-Transaction Period:** The Non-transaction Period shall not be applicable in respect of following Transaction / Trade. However, transaction / trade mentioned from 1.17.1(a) to 1.17.1(f) as mentioned hereunder, shall be subject to pre-clearance from the Compliance Officer.

- a. An off-market inter-se transfer between Insiders who were in possession of the same

Unpublished Price Sensitive Information (Only if not obtained under Clause 3.1.7. of the Code by either of the parties) without being in breach of the Code or the Regulations and both the parties have made a conscious and informed trade decision.

Provided further that such off-market Trades shall be reported by the Insiders within two

(2) working days. The Company shall notify the particulars of such Trades to the Stock Exchanges within two (2) Trading Days from receipt of the disclosure or from becoming aware of such information;

- b. Transaction carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information (Only if not obtained under Clause 3.1.7. of the Code by either of the parties) without being in breach of the Code or the Regulations and both the parties have made a conscious and informed trade decision;
- c. Transaction carried out pursuant to a statutory or regulatory obligation to carry out a *bona fide* transaction;
- d. Transaction undertaken pursuant to the exercise of pre-granted and vested employee stock options issued by the Company;
- e. Pledge of Shares for a *bona fide* purpose such as raising of funds;
- f. Transactions undertaken in accordance with the respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer; and

1.18 **Officer** means officer as defined in Section 2(59) of the Companies Act, 2013.

1.19 **Promoter** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and shall include the Promoter Group as defined therein.

1.20 **SEBI Takeover Regulations** mean the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

1.21 **Security(ies)** shall mean security(ies) as defined in Securities Contracts (Regulation) Act, 1956 as amended from time to time except units of a mutual fund.

1.22 **Share** shall mean the equity share of Rs. 5/- (Rupees Five) of the Company.

1.23 **Stock Exchanges** shall mean BSE Limited and the National Stock Exchange of India Limited or any other recognized stock exchange as may be notified by the Compliance Officer from time to time, where the Shares of the Company are listed.

1.24 **Subsidiary** means the Company as defined under section 2(87) of the Companies Act, 2013.

1.25 **Trading Day** shall mean a day on which the Stock Exchanges are open for trading.

1.26 **Trading** shall mean and include following but would exclude dealing through Mutual Funds:

- subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell or deal in any Security of the Company;
- Pledging of the Securities of the Company including revocation of the pledge;

- a gratuitous transfer / gift of any Securities of the Company and;
  - trading in the Securities of the Company through a portfolio management account whether discretionary or otherwise and on the basis of investment advice rendered by any other investment advisor;
- and "**Trade**" shall be construed accordingly.

1.27 **Trading Plan** shall mean a trading plan formulated in accordance with Chapter 5 of the Code.

1.28 **Transaction Period** means a period which is not a "Non-Transaction Period" or is the period during which the window for Trading will remain open.

1.29 **Voluntary Information Disclosure Form or VIDF** mean a form as prescribed by the SEBI under the "Informant mechanism for Insider Trading cases" under the Regulations, as amended from time to time.

1.30 **Unpublished Price Sensitive Information or UPSI** means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the Securities of the Company and shall generally include but not be limited to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in Key Managerial Personnel and;
- (vi) other material event(s) in accordance with the Company's Policy for Determination of Materiality of Events or Information.

## CHAPTER 2 - APPOINTMENT AND ROLE OF COMPLIANCE OFFICER

At present the Company Secretary of the Company has been designated as the Compliance Officer for the purpose of the Code. In addition to the role/ duties provided under the Regulations viz. administration of the Code and monitoring the compliance requirements under the Code and the Regulations under the overall supervision of the Board, the Compliance Officer shall have the following duties / roles / powers:

- 2.1 To maintain the list of the Designated Persons & their Immediate Relatives and such other relevant records as he may deem appropriate for the purpose of compliance with the Code and the Regulations.
- 2.2 To advise Managing Director/Executive Director & Chief Executive Officer in consultation with Chief Financial Officer on adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading. The internal controls shall include the following:
  - a. Identification of Employees who have access to UPSI, as Designated Person;
  - b. Identification and maintaining confidentiality of UPSI;
  - c. To place adequate restrictions on communication or procurement of UPSI;
  - d. Maintenance of list of Employees / other persons / entity with whom UPSI is shared and execution of confidentiality agreements with them or serving of due notice to them and;
  - e. Periodic process review to evaluate effectiveness of such internal controls.
- 2.3 To report to the Board and in particular, shall provide requisite reports including all the details of the Trading, to the Audit Committee or to the Board, on a quarterly basis. The Audit Committee shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- 2.4 To assist Insiders in addressing any clarification regarding the Regulations and the Code.
- 2.5 To maintain records of all the requisite declarations & disclosures for a minimum period of 5 (five) years.
- 2.6 To notify the particulars of Trading to the Stock Exchanges within two Trading Days of receipt of the continual disclosure under Clause 4.3 of the Code or from becoming aware of such information.
- 2.7 To promptly inform SEBI of any instances of violation of the Regulations after consultation with the Managing Director /Executive Director & Chief Executive Officer / Chief Financial Officer.

In the event of any doubt on the interpretation of the Code, the Compliance Officer shall also be entitled to approach external counsel for clarifications.

## CHAPTER 3 - RESTRICTION ON COMMUNICATION OF UPSI

### 3.1 RESTRICTION ON COMMUNICATION OR PROCUREMENT OF UPSI

- 3.1.1 Insiders should handle UPSI with care and deal with UPSI when transacting their business on a “need-to-know basis” and no Insider shall communicate, provide, or allow access to any UPSI relating to the Company or its Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.1.2 No person shall procure from or cause the communication by any Insider of UPSI relating to the Company or its Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

**Explanation:** The term “*need-to-know basis*” shall mean that UPSI should only be disclosed to/procured by such persons who need to share/need access such UPSI in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and whose possession of such UPSI will not, in any manner, give rise to a conflict of interest or likelihood of the misuse of the information.

A policy for determination of “Legitimate Purpose” forms part of “The code of practices and procedures for fair disclosure of UPSI or code of fair disclosure and conduct”, which can be accessed from the corporate website of the Company.

- 3.1.3 The Designated Persons sharing UPSI in furtherance of legitimate purposes, shall immediately update the name and Permanent Account Number (PAN) or when there is no PAN, such other identifier authorized by law or such other details, as may be required of such persons or entities with whom UPSI is shared under the Code, on the Insider Trading Portal i.e. a digital database. The Insider Trading Portal shall be maintained with adequate internal controls and checks such as time stamping and audit trails so that the database is not tampered.
- 3.1.4 Any person in receipt of UPSI in furtherance of a legitimate purpose shall be considered as an Insider for the purpose of the Code and the Regulations. Hence, the Insider, sharing UPSI in furtherance of legitimate purposes shall issue a due notice to or enter into a confidentiality / non-disclosure agreement with the recipient of such UPSI in order to maintain confidentiality of such UPSI in compliance with the Code and the Regulations.
- 3.1.5 Even when Unpublished Price Sensitive Information is being shared with other Insiders on a need-to-know basis, precaution must be taken to ensure that only such amount of Unpublished Price Sensitive Information is shared as is necessary for the said Insider to discharge his/her responsibilities/duties.
- 3.1.6 The Company may from time to time require necessary person(s) to be brought ‘inside’ on sensitive transactions. While bringing such person(s) ‘inside’ on sensitive transactions, the Company shall ensure that such person has read and understood the provisions of the Regulations and the Code. The Company shall further ensure that such person understands that he shall be in possession of UPSI and any unauthorized dissemination of the same will attract penal provision under the Code and the Regulations.
- 3.1.7 However, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would: –

- a. entail an obligation to make an open offer under the SEBI Takeover Regulations where the Board is of informed opinion that the sharing of such UPSI is in the best interests of the Company;
- b. not attract the obligation to make an open offer under the SEBI Takeover Regulations but where the Board is of informed opinion that sharing of such UPSI is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two (2) Trading Days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts to rule out any information asymmetry in the market.

For the purpose 3.1.7 (a) and 3.1.7 (b) above, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 3.1.7, and shall not otherwise Trade when in possession of UPSI.

- 3.1.8 No Designated Person including his/her Immediate Relatives shall either on his/her own behalf or on behalf of any other person Trade or undertake Trade or cause to Trade when he/she is in possession of or has access to any UPSI.
- 3.1.9 The gap between Audit Committee meeting and Board meeting should be as narrow as possible and preferably on the same day with regard to approving of financial results, to avoid leakage of material information.

### **3.2 PREVENTION OF MISUSE OF UPSI - CHINESE WALL PROCEDURE:**

- 3.2.1 To preserve the confidentiality of UPSI and prevent its misuse, all UPSI shall be handled within each department of the Company on a need-to-know basis and no UPSI shall be communicated either directly / indirectly except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. In the event there is a need for any sharing of UPSI across departments of the Company, prior consent of the head of the concerned department should be obtained.
- 3.2.2 In order to comply with the confidentiality obligations, the Designated Persons shall not:
  - 3.2.2.1 disclose UPSI to their family members, friends, business associates or any other individual;
  - 3.2.2.2 discuss UPSI in public places;
  - 3.2.2.3 disclose UPSI to any Employee who does not need to know the information for discharging his duties;
  - 3.2.2.4 recommend anyone to undertake Trading in the Securities of the Company while being in possession, control or knowledge of UPSI;
- 3.2.3 All the files / papers containing UPSI shall be kept secured under lock and key and computer files shall have adequate security of login and password etc.
- 3.2.4 All Designated Persons must follow the guidelines for maintenance of electronic records and systems as may be prescribed from time to time.

## CHAPTER 4 – TRADING BY INSIDERS

### 4.1 MINIMUM HOLDING PERIOD

- 4.1.1. The Designated Persons including their Immediate Relatives shall not enter into an opposite trade / transaction in any number of Securities of the Company during the next six (6) months following the prior transaction (hereinafter called “**Opposite Transaction**”). However, the restriction on Opposite Transaction shall not apply to:
- exercise of stock options granted under employee stock option plan (“**ESOP**”) announced by the Company from time to time;
  - the sale of Shares acquired under ESOP, subject to requisite pre-clearance, if applicable, provided that the Designated Person is not in possession of UPSI at the time of such sale. However, once the Shares acquired under the ESOP are sold by the person, any subsequent purchase (other than exercise of options granted under ESOP) will be subject to the aforesaid restriction of Opposite Transaction;
  - Trades carried out in accordance with a Trading Plan that has been approved in accordance with this Code and the Regulations; and
  - buy back offers, open offers, rights issues, further public offers, bonus, exit offers etc.
- 4.1.2. In case any Opposite Transaction is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

### 4.2 PRE-CLEARANCE OF TRADE

- 4.2.1. The Designated Persons including their Immediate Relative shall not be entitled to Trade without obtaining pre-clearance, if, the market value of Securities of the Company involved, in aggregate of such Trading in a calendar quarter exceeds in monetary terms of Rs. 10,00,000/- (Rupees Ten Lacs).

It is clarified that the value of securities traded will include the aggregate of either buy/acquire or sell/dispose.

- 4.2.2. **Pre-clearance process:** Trade requiring pre-clearance as provided in clause 4.2.1. above shall be pre-cleared in accordance with the following procedure. The authority for pre-clearance of Trades shall be as under:

Trading by following Designated Persons (including by their Immediate Relatives)	Authority for Pre-clearance
Compliance Officer	Managing Director/Executive Director & Chief Executive Officer
Designated Persons other than Compliance Officer	Compliance Officer, in absence of Compliance Officer, Chief Financial Officer.

- An application accompanied by an undertaking to be made by the Designated Persons to the Managing Director/Executive Director & Chief Executive Officer /Compliance Officer/ Chief Financial Officer, as the case may be, on the Insider Trading Portal;

- b. Within 3 (Three) Trading Days of the receipt of such application, the Managing Director/Executive Director & Chief Executive Officer /Compliance Officer/ Chief Financial Officer, as the case may be, shall either clear the requested transaction or refuse to clear the transaction by giving the reasons thereof;
  - c. If applicant does not receive any response from the Managing Director /Executive Director & Chief Executive Officer /Compliance Officer / Chief Financial Officer, as the case may be, as per clause 4.2.2.(b) above, within the said period of 3 (three) Trading Days, then the Designated Person must apply for fresh pre-clearance.
- 4.2.3. The Designated Persons shall execute the pre-cleared Trade within a period of 7 (Seven) days after the pre-clearance by Managing Director /Executive Director & Chief Executive Officer /Compliance Officer, as the case may be, provided that such period fall in the Transaction Period.
- 4.2.4. Designated Persons who have dealt in the Securities of the Company after obtaining pre-clearance as aforesaid, shall within 2 (two) trading days of such Trading, inform the actual details of their transaction(s) to the Managing Director /Executive Director & Chief Executive Officer /Compliance Officer/ Chief Financial Officer, as the case may be, on the Insider Trading portal.
- 4.2.5. Designated Persons who have not Traded after obtaining pre-clearance shall within 2 (two) trading days from the last date accorded for Trading in the pre-clearance approval, inform to the Managing Director /Executive Director & Chief Executive Officer /Compliance Officer/ Chief Financial Officer, as the case may be, about his/her decision of not Trading on the Insider Trading portal.
- 4.2.6. If the transaction is not executed within the said period of 7 (Seven) days, then such Designated Person can apply for fresh pre-clearance of Trade only after complying with clause 4.2.

#### **4.3. REPORTING & DISCLOSURE REQUIREMENTS FOR TRADING IN SECURITIES OF THE COMPANY**

##### **INITIAL DISCLOSURE:**

- 4.3.1. Every person on appointment as a KMP or a Director or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of Securities of the Company as on the date of appointment or becoming a Promoter or member of the Promoter Group, to the Company within 7 (seven) days of such appointment or becoming a Promoter or member of the Promoter Group in the format prescribed under the Regulations.
- 4.3.2. In addition to above, any person who becomes a Designated Person shall disclose the following details on the Insider Trading Portal, to the Compliance Officer, within 15 (Fifteen) days of his/her so becoming a Designated Person.
- i. His/her Permanent Account Number, contact details, educational institutions of graduation and name of the past employer(s);
  - ii. Name, Permanent Account Number or any other identifier authorized by law and contact details of his/her Immediate Relatives;
  - iii. Name, Permanent Account Number or any other identifier authorized by law and contact details of persons with whom he/she shares a Material Financial Relationship and

iv. the number of Securities of the Company held by him/her and his/her Immediate Relatives.

**CONTINUAL DISCLOSURE:**

4.3.3. Every Designated Person shall affirm to the Compliance Officer, on the Insider Trading Portal, the details given by him / her as per Clause 4.3.2., on an annual basis within 30 (Thirty) days after the close of the financial year i.e. by April 30 of each financial year.

4.3.4. Every Designated Person shall inform to the Compliance Officer, on the Insider Trading Portal, of any change in the details given by him/ her stated above under clause 4.3.1. or clause 4.3.3. within 30 (Thirty) days of such change.

4.3.5. Every Designated Person including their Immediate Relative shall disclose to the Company in format prescribed under the Regulations, the number of Securities of the Company acquired or disposed within two (s) trading days of such transaction if the value of the Securities of the Company Traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value of Rs.10 Lacs (Rupees Ten Lacs) or such other value.

**Note:** For the avoidance of doubts, it is clarified that the disclosure of the incremental transactions after any disclosure under this clause 4.3.5., shall be made when the transactions effected after the prior disclosure cross the threshold specified in this paragraph.

**DISCLOSURES BY OTHER CONNECTED PERSONS:**

4.3.6. A Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Code and the Regulations.

**Note:** For the avoidance of doubts, it is clarified that unless expressly required by the Company in terms of clause 4.3.6., a Connected Person shall not be required to take pre-clearance approval for trades done during the Non-Transaction Period and/or provide details of trade.

4.3.7. Disclosure is to be made in the format prescribed under the Regulations or as may be prescribed by Compliance Officer, from time to time.

## CHAPTER 5 – Trading Plan

An Insider including the Designated Persons, for themselves and/ or for their Immediate Relatives are entitled to formulate the Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out by such person in accordance with such Trading Plan. The Trading Plan would be subject to the following conditions:

- 5.1. No Trading can be commenced pursuant to the Trading Plan, until a period of 120 (one hundred twenty) days has elapsed from the public disclosure of the Trading Plan.
- 5.2. The Trading Plan cannot overlap with any period for which another Trading Plan is already in existence for such person.
- 5.3. Set out either following parameters for each trade to be executed :.
  - (i) either the value of trade to be affected or the number of securities to be traded;
  - (ii) nature of the trade;
  - (iii) either specific date or time period not exceeding five consecutive trading days;
  - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
    - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
    - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
  - (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
  - (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.
  - (iv) The Trading Plan cannot entail Trading for market abuse.
- 5.4. The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the Trading Plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation.

If the Insider has set a price limit for a trade under clause 5.3(iv)(d) above, the Insider shall execute the trade only if the execution price is within such limit. If price of the security is outside the price limit set by the Insider, the trade shall not be executed.

Explanation:

In case of non-implementation (full / partial) of trading plan due to either reasons enumerated in clause 5.3 above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- i. The Insider shall intimate non-implementation (full / partial) of trading plan to the Compliance Officer within 2 trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
  - ii. Upon receipt of such information from the Insider, the Compliance Officer, shall place such information along with his recommendation to accept or reject the submissions of the Insider, to the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full / partial) was bona fide or not.
  - iii. The decision of the Audit Committee shall be notified by the Compliance Officer to the stock exchanges on which the securities are listed.
- 5.5. The Compliance Officer shall review the Trading Plan to assess whether the Trading Plan would have any potential for violation of the Regulation and shall be entitled to seek express undertakings as may be necessary to enable such assessment to approve and monitor the implementation of the Trading Plan.
- 5.6. The Compliance Officer shall approve or reject trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

## **CHAPTER 6 - WHISTLE BLOWER POLICY FOR LEAK / SUSPECTED LEAK OF UPSI AND PROCEDURES FOR INQUIRY IN CASE OF LEAK / SUSPECTED LEAK OF UPSI**

### **WHISTLE BLOWER POLICY**

- 6.1. Any person may report / address a complaint (hereinafter called as “**the Complainant**”), pertaining to any instance of actual or suspected leak of UPSI relating to the Company or its securities, to the Compliance Officer
- 6.2. The Complainant may report such instance(s) in any of the following manner:
  - a. Submit a written complaint and dispatch it to Post Box No.25, Pune;
  - b. Email at – [Shoppersstop@ethicalview.com](mailto:Shoppersstop@ethicalview.com);
  - c. Call on the toll free number – 1800 209 7000;
  - d. Directly addressing the complaint to The Chairman, Audit Committee (only in case of appropriate or exceptional cases) by sending an email to him.

### **PROCEDURES FOR INQUIRY IN CASE OF LEAK / SUSPECTED LEAK OF UPSI**

- 6.3. In the event that the Company becomes aware of any leak of UPSI or suspected leak of UPSI, the Company shall set up a committee (hereinafter referred to as “**the Committee**”) to initiate appropriate inquiries into such leaks, identify the persons involved in such leaks and prepare a report containing the details of such leaks.
- 6.4. The Committee shall consist of at least 3 members out of the following:
  - a. Managing Director /Executive Director & Chief Executive Officer of the Company;
  - b. Chief Financial Officer of the Company;
  - c. Compliance Officer of the Company; or
  - d. Any one Independent Director of the Company.
- 6.5. The Committee may at its own discretion, engage an external investigator / advisor to assist / conduct an inquiry.
- 6.6. The Company / the Committee / external agency shall have full authority to check any personal or official mobile phones, laptops, tablets including e-mails/WhatsApp/other social media accounts and any such other modes of communication/devices in case of any leak of UPSI or suspected leak of UPSI.
- 6.7. If an inquiry has been initiated by the Company in case of leak of UPSI or suspected leak of UPSI, the relevant intermediaries and fiduciaries shall have a duty to co-operate with the Company in connection with the inquiry conducted by the Company.
- 6.8. Any inquiries initiated thereof and the outcome of such inquiries including the report containing the details of such leaks shall be promptly shared with the SEBI.

**Protection against retaliation and victimization of any employee who files a Voluntary Information Disclosure Form with SEBI**

6.9. The Company shall not discharge, terminate, demote, suspend, threaten, harass, directly or indirectly or discriminate any employee, who files a VIDF with the SEBI, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under the Regulations, by reason as provided under the Regulations.

Explanation 1. - For the purpose of this Chapter, “employee” means any individual who during employment with the Company may become privy to information relating to violation of insider trading laws and files a VIDF under the Regulations and is a Director (Means Director(s) of the Company), Partner, Regular or Contractual Employee, But does not include an Advocate.

Explanation 2. - Nothing in the Regulation shall require the employee to establish that,-

- (i) the SEBI has taken up any enforcement action in furtherance of information provided by such person; or
- (ii) the information provided fulfils the criteria of being considered as an Original Information under the Regulations.

## CHAPTER 7 - PENALTIES FOR CONTRAVENTION / VIOLATION

### 7.1. By the Company:

- 7.1.1. Every Designated Person(s) shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his / her Immediate Relatives). Any violation of the Regulations and this Code by the Designated Persons will be promptly reported to SEBI.
- 7.1.2. Every Designated Person(s) who violates this Code shall be subject to disciplinary action by the Company. Such disciplinary action may include salary freeze, recovery, claw back, suspension, termination of employment/ engagement, ineligibility for future participation in employee stock option plan, penalty and such other actions as may be deemed appropriate by the Compliance Officer in consultation with the Managing Director/Executive Director & Chief Executive Officer and Chief financial Officer.
- 7.1.3. Any action taken pursuant to the above will be independent of any action by SEBI in case of violation of the Regulations. This could include civil as well as criminal prosecution against the Designated Persons and / or their Immediate Relatives, including any disgorgement of profits as SEBI may direct. **Explanation:** For the purpose of this chapter, any acts, deeds, matters or things amounting to contravention / violation of the Code committed by or caused to be committed by Immediate Relatives of the Designated Person(s) shall be treated as the contravention / violation by such Designated Person and hence shall be liable for disciplinary / penal action as contemplated herein.
- 7.1.4. Further, the Company, its Board of Directors and Officers shall bear no responsibility whatsoever for any action that may be taken by any regulatory authority against any Designated Person & his /her/their Immediate Relatives, if he/she/they is/are found guilty of violating the Regulations & Code.
- 7.1.5. The Compliance Officer is authorized to seek any such information/documents from the Designated Persons of the Company and their Immediate Relatives, as the case may be, for the purpose of enforcing the provisions of this Code and the Regulations, and it shall be the duty of such persons to provide the same forthwith. Failure or refusal to co-operate in such enquiries shall be deemed to be a serious violation of the obligations owed to the Company under this Code.

### 7.2. By SEBI:

- 7.2.1. Under Section 15G of the Act, any Employee/Director/Insider who indulges in insider trading is liable to a penalty which shall not be less than Rs.10 Lacs (Rupees Ten Lakh only), but which may extend up to Rs. 25 Crores or 3 (three) times the amount of profits made out of insider trading, whichever is higher.
- 7.2.2. Under Section 24 of the Act, any person who contravenes the Regulations is punishable with imprisonment which may extend to 10 (ten) years, or with fine, which may extend to Rs. 25 Crores (Rupees Twenty-Five Crore only) or with both.
- 7.2.3. It may also be noted that *mens rea* or criminal intent is not relevant in an offence of insider trading. Whether or not any actual gains were made or losses were avoided out of such deal also has no bearing on the maintainability of the criminal proceedings though depending on the facts of the case, the Court may take these factors into account while deciding the extent of penalty/punishment.
- 7.2.4. SEBI can also pass directions to Employee/Director/Insider found indulging in insider trading, not to deal in Company's Securities in any particular manner or prohibit him/her from disposing any of the Securities acquired in violation of the Regulations and/or restrain him/her from communicating with or counselling any other person to deal in the Company's Securities.

## CHAPTER 8 – INSIDER TRADING PORTAL

- 8.1 The Code, FAQs and the Regulations are available on the ‘Insider Trading Portal’ on the Company, at “Darwin box”.
- 8.2 All the information sought under the Code are to be submitted on the “Insider Trading Portal”.
- 8.3 Designated Persons (for self and Immediate Relatives) may submit requites details / disclosures / declarations online. If the Insider Trading Portal is not working/available due to any reason or there be any technical difficulty, Designated Person can reach out to the Compliance Officer or the Company Secretarial Team at [company.secretary@shoppersstop.com](mailto:company.secretary@shoppersstop.com) for assistance.
- 8.4 Unavailability of the Insider Trading Portal due to technical reasons or otherwise, shall not be deemed to be a valid justification for non-compliance with any of the provisions of this Code or Regulations.
- 8.5 For any clarifications or queries, Designated Persons/ Employees may contact the Compliance Officer or the Secretarial Team at [company.secretary@shoppersstop.com](mailto:company.secretary@shoppersstop.com)

## CHAPTER 9 – GENERAL

- 9.1 The Code would be subject to revision/ amendment in accordance with the applicable laws.
- 9.2 The Company reserves its rights to alter, modify, add, delete or amend any of the provisions of the Code.
- 9.3 In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under the Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and the Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.