

Prashant Mehta
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Vice President - Legal
& Company Secretary

SHOPPERS STOP

Shoppers Stop Limited
Registered & Service Office : Eureka Towers, B Wing, 9th Floor, Mindspace, Link Road, Malad (West),
Mumbai-400 064.

POSTAL BALLOT NOTICE

(Notice pursuant to section 192A of the Companies Act, 1956)

Notice is hereby given that the draft Resolutions as set out herein below shall be passed through Postal Ballot in accordance with the provisions of Section 192A and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and the Board of Directors of the Company (the "Board") proposes the same for the approval of shareholders.

An Explanatory Statement pursuant to Section 192A(2) and Section 173(2) of the Act and Rule 5 read with Rule 3 of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, setting out all material facts pertaining to the proposed Resolutions are annexed hereto along with a Postal Ballot Form for consideration of the shareholders. The Board has appointed Mr. Sundaram Vasudevan, Practicing Company Secretary, as the Scrutinizer for conducting the voting through the Postal Ballot process in a fair and transparent manner and in accordance with the applicable law.

In compliance with clause 35B of the Listing Agreement and provisions of Section 192A of the Act read with the said Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility for its Shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Shareholders. In case a Shareholder has voted through e-voting facility, he is not required to send the physical Postal Ballot Form. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer the instructions for e-voting given in Notes for the process and manner in which e-voting is to be carried out. However, in the event that a Shareholder votes through the e-voting facility and also despatches the physical Postal Ballot Form, which is received within the time frame stipulated herein, the decisions contained in the physical Postal Ballot Form shall prevail.

Shareholders opting to vote through physical mode; i.e. sending the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.30 p.m on June 17, 2013, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman or the Managing Director or the Company Secretary of the Company and such person, as authorized, shall announce the result of the Postal Ballot at the Registered Office of the Company at 10.00 a.m on June 19, 2013 and the same will be published in English and Marathi newspaper thereafter.

1. **Increase in borrowing powers of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board) for borrowing from time to time any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not exceed Rs. 1,000 crores (Rupees one thousand crores) at any point of time."

2. **Creation of Charge on the movable and immovable (including intangibles) properties of the Company, both present and future, in respect of borrowings.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board), to create such charge, mortgage, pledge, encumbrance and hypothecation in addition to the existing charge, mortgage, encumbrance and hypothecation created by the Company, on such terms and conditions and at such time(s), and in such form and manner, as the Board may deem fit, on whole or substantially the whole of one or more of the Company's undertakings, including the present and/ or future properties, whether movable or immovable (including intangibles), comprised in any existing or new undertaking(s) of the Company as the case may be, in favour of trustees, or such other agencies (appointed/ to be appointed by the Board) to secure the redeemable non-convertible/convertible debentures/ bonds/other instruments/securities or in favour of the lenders for loans - both rupees and / or foreign currency loans including fund based and non-fund based limits, (hereinafter collectively referred to as "Loans"), provided that the total amount of Loans together with interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of said Loans, shall not exceed Rs. 1,000 crores (Rupees one thousand crores) at any point of time.

RESOLVED FURTHER THAT the securities to be created by the Company for its borrowings as aforesaid may rank superior to, inferior to or pari passu with the charge, mortgage, pledge, encumbrance and hypothecation already created and / or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board or any Committee authorised by the Board, in this behalf be and is hereby authorized to finalize and to execute such deeds, documents, agreements, writings and papers as it may in its absolute discretion deem necessary and to settle any question, difficulty or doubt that may arise in regard for creating charge, mortgage, pledge, encumbrance and hypothecation as aforesaid and to do all acts, deeds and things that may be expedient or incidental for the purpose of giving effect to the aforesaid resolution."

3. **To invest in securities and/ or place inter corporate deposits and/ or make loans or any other form of debt and/ or investment and/ or give guarantees and/ or provide security in connection with loan(s) given by any person or other body corporate:**

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

"RESOLVED THAT pursuant to provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as "the Act"), and/ or any such other consent and approvals, as may be required from any other authority, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board) to invest in securities by subscription/ purchase or otherwise and/ or place inter corporate deposits with and/ or make loans or any other form of debt to and/ or investment and/ or give guarantees and/ or provide security in connection with loan(s) given by any person or other body corporate, from time to time with the companies hereunder mentioned, in any one or more combinations thereof, up to the monetary limit of Rs. 250 Crores (Rupees two hundred and fifty crores), notwithstanding the fact that the aggregate of the loans and investments so far made in or to be made in and the guarantees so far given or to be given to all bodies corporate, exceeds the limits laid down by the Act.

