

SEC/046/2014-15

August 1, 2014

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

Dear Sirs,

Sub : Scrutinizers' Report

Please refer our letter no.SEC/043/2014-15 dated July 31, 2014, whereby the proceedings of the 17th Annual General Meeting of the Company held on July 31, 2014, were submitted with your office.

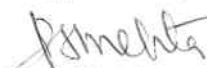
In this regard, enclosed please find herewith certified true copy of Scrutinizers' Report issued by Mr. V.Sundaram, Practicing Company Secretaries, on voting at the said Annual General Meeting.

The Scrutinizers' Report is also uploaded on website of the Company.

Kindly take the same on records.

Thanking you,

Yours faithfully,
For Shoppers Stop Limited


Prashant Mehta
Vice President - Legal &
Company Secretary

Encl : aa

CIN : L51900MH1997PLC108798

V. Sundaram & Co.

COMPANY SECRETARIES

Residential Address :
704, Satyam Tower, 90 Ft. Road,
Thakur Complex, Kandivli (E),
Mumbai - 400 101.
Mobile : 9833159899
e-mail : vsundaramfcs1@hotmail.com

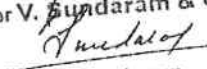
Mr. Prashant Mehta,
Company Secretary
Shoppers Stop Limited,
Mumbai

Sub: Summary of the Results of the Voting on the resolution (including e-Voting and poll at AGM) passed at the Annual General Meeting held on 31st July, 2014.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution			Invalid votes	
	Numbers		% of total votes cast	Numbers		% of total votes cast	Numbers	
	Persons	Votes		Persons	Votes		Persons	Votes
1	92	74652656	100	00	--	00	09	2433027
2	97	77075567	100	00	--	00	04	10116
3	97	77064848	99.99	01	10729	0.01	03	10106
4	90	74639572	98.36	03	1245451	1.64	08	1200660
5	98	77075577	100	00	--	00	03	10106
6	98	77075577	100	00	--	00	03	10106
7	84	74957127	97.25	14	2118450	2.75	03	10106
8	97	77075574	100	01	03	00	03	10106
9	94	75830123	98.38	04	1245454	1.62	03	10106
10	84	73743662	95.68	14	3331915	4.32	03	10106

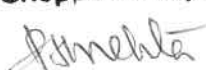
Place: Mumbai
Date: 31st July, 2014

Thanking You,

Yours faithfully,
For V. Sundaram & Co.

V. Sundaram
Company Secretary
CP No.: 3373

BALAJI STAR COMPUTERS (Certified Filing Centre)
19, Neptune, 29 EMP, Near Gundecha High School, Thakur Village, Kandivli (E), Mumbai - 400 101.
Tel.: +22 2885 0220 / 6595 0175 • E-mail : vsundaramfcs@yahoo.com

Certified True Copy
For Shoppers Stop Limited


Prashant Mehta
Vice President - Legal
& Company Secretary

V. Sundaram & Co.
COMPANY SECRETARIES

Residential Address :
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Thakur Complex, Kandivli (E),
Mumbai - 400 101.
Mobile : 9833159899
e-mail : vsundaramfcs1@hotmail.com

To,
Mr. Prashant Mehta
Company Secretary
Shoppers Stop Limited

Sub: Passing of Resolution through e- Voting at the AGM of Shoppers Stop Limited to be held on Thursday, 31st July 2014.

1. I, V. Sundaram, Company Secretary in practice, was appointed as a scrutinizer by
 - (i) The Board of Directors of Shoppers Stop Limited (the Company) for the purpose of scrutinizing the e- voting process under the provision of section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
 - (ii) The Company had appointed Karvy Computershare Pvt Ltd., (KCPL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Friday 25th July 2014 9.00 A.M. till 27th July 2014 6.00 P.M. KCPL, are also the Registrar and Share Transfer Agents of the Company. After the date and time fixed for closing of the e- Voting, the site was blocked.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting and poll on the resolutions contained in the notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e- voting process is restricted to make a Scrutinizer's report of the votes cast "In favour" or "against" the resolutions stated below, based on the report generated from the e- voting system provided by the Karvy Computershare Pvt Limited (KCPL), the Authorized agency engaged by the Company to provide E- voting facilities.

ITEMS

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 together with the report of the Directors and Statutory Auditors thereon.
- 2) To declare a Dividend on Equity Shares.
- 3) To appoint a Director in place of Mr. Ravi C. Raheja, who retires by rotation and, being eligible, offers himself for re-appointment.
- 4) To appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM.
- 5) To appoint Mr. Avnish Bajaj, Additional Director as an Independent Director of the Company as an Ordinary Resolution.



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Certified True Copy
For Shoppers Stop Limited


Prashant Mehta
Vice President - Legal
& Company Secretary

- 6) To appoint Ms. Abanti Sankarnarayanan, Additional Director as an Independent Director of the Company as an Ordinary Resolution.
- 7) To designate Mr. Govind Shrikhande, Managing Director as a permanent Director who shall not be liable to determination to retirement by rotation as an Ordinary Resolution.
- 8) To appoint Mr. Nirvik Singh, as an Independent Director of the Company as an Ordinary Resolution.
- 9) To appoint Mr. Deepak Ghaisas Director as an Independent Director of the Company as an Ordinary Resolution.
- 10) To appoint Mr. Nitin Sanghavi, Director as an Independent Director of the Company as an Ordinary Resolution.

3. Scrutinizer report on the e-voting of the resolutions contained in the notice of the AGM of the Company is submitted as under:-

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution			Invalid votes	
	Numbers		% of total votes cast	Numbers		% of total votes cast	Numbers	
	Persons	Votes		Persons	Votes		Persons	Votes
1	50	70791155	100.00	00	--	0.00	06	2422921
2	56	73214076	100.00	00	--	0.00	00	--
3	55	73203347	99.99	01	10729	0.01	00	--
4	48	70778071	98.27	03	1245451	1.73	05	1190554
5	56	73214076	100.00	00	--	0.00	00	--
6	56	73214076	100.00	00	--	0.00	00	--
7	43	72895626	99.57	13	318450	0.43	00	--
8	55	73214073	100.00	01	03	0.00	00	--
9	52	71968622	98.30	04	1245454	1.70	00	--
10	43	71682161	97.91	13	1531915	2.09	00	--

4. All relevant records were sealed and handed over to the Company Secretary/ Authorized person authorized on his behalf by the board for safe keeping.

Thanking you,

Place: Mumbai
Dated: 30th July, 2014

For V. Sundaram & Co.

V. Sundaram
Company Secretary
CP No.: 3373



V. Sundaram & Co.

COMPANY SECRETARIES

Residential Address :
704, Satyam Tower, 90 Ft. Road,
Thakur Complex, Kandivli (E),
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Mobile : 9833159899
e-mail : vsundaramfcs1@hotmail.com

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Mr. Prashant Mehta,
Company Secretary
Shoppers Stop Limited

Sub: Annual General Meeting of the Equity Shareholders of Shoppers Stop Limited held on Thursday, 31st July, 2014 at Mumbai, Maharashtra.

Dear Sir,

I, V. Sundaram, Practicing Company Secretary, was appointed by the Chairman of the Meeting as Scrutinizer for the purpose of the poll conducted on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Shoppers Stop Limited, held on Thursday, 31st July, 2014 at Mumbai, of which we submit our report as under:

1. After the closing of the poll as announced by the Chairman, ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective for any reason have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Resolution 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 together with the report of the Directors and Statutory Auditors thereon.

**Certified True Copy
For Shoppers Stop Limited**


Prashant Mehta

Vice President - Legal
& Company Secretary

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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast on poll
42	3861501	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
3	10106

Resolution 2:

To declare a Dividend on Equity Shares

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	3861491	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
4	10116

Resolution 3:

To appoint a Director in place of Mr. Ravi C. Raheja, who retires by rotation and, being eligible, offers himself for re-appointment.

M. P. G.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
42	3861501	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
3	10106

Resolution 4:

To appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
42	3861501	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
3	10106

Resolution 5:

To appoint Mr. Avnish Bajaj, Additional Director as an Independent Director of the Company as an Ordinary Resolution.

P. G.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
42	3861501	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
3	10106

Resolution 6:

To appoint Ms. Abanti Sankarnarayanan, Additional Director as an Independent Director of the Company as an Ordinary Resolution

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
42	3861501	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
3	10106

Resolution 7:

To designate Mr. Govind Shrikhande, Managing Director as a permanent Director who shall not be liable to determination to retirement by rotation as an Ordinary Resolution.

P.G.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	2061501	53.39

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1800000	46.61

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
3	10106

Resolution 8:

To appoint Mr. Nirvik Singh, as an Independent Director of the Company as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
42	3861501	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
3	10106

Resolution 9:

To appoint Mr. Deepak Ghaisas Director as an Independent Director of the Company as an Ordinary Resolution.

R
P.G.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
42	3861501	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
3	10106

Resolution 10:

To appoint Mr. Nitin Sanghavi, Director as an Independent Director of the Company as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
41	2061501	53.39

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1800000	46.61

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
3	10106

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary who was authorized by the Board for safe keeping.

Thanking you,

Place: Mumbai

Dated: 31st July, 2014

Witnesses:



V. S. V. Raju



P. Gupta
Pranav P. Gupta



Yours faithfully,

For V. Sundaram & CO.



V. Sundaram
Company Secretary
CP No.: 3373