

Sec /60/2014-15

September 11, 2014

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

Sub: Results of Postal Ballot and disclosure under clause 35A of the Listing Agreement

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of shareholders was sought by Postal Ballot and E-voting for following Special Resolutions:

1. To approve the borrowing powers of Board of Directors to an amount of Rs. 1,000 crores pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013.
2. To create charge on the movable and immovable (including intangibles) properties of the Company, both present and future, in respect of borrowings up to Rs. 1,000 Crores, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.
3. To approve payment of remuneration to Mr. Govind Shrikhande, Managing Director of the Company for the financial year 2014-15, 2015-16 and for the period from April 1, 2016 to July 28, 2016.

Mr. V. Sundaram, Practicing Company Secretary was appointed as the Scrutinizer for conducting Postal Ballot and E-voting in a fair and transparent manner.

The Scrutinizer has submitted his report on the Postal Ballot and E-voting to Mr. Prashant Mehta, Vice President – Legal & Company Secretary and the following results were announced today i.e. September 11, 2014, at 5.30 p.m. at the Registered Office of the Company.

Particulars	In favour			Against		
	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled
Resolution 1	141	72705566	99.95	07	35988	0.05
Resolution 2	140	72705516	99.95	08	36038	0.05
Resolution 3	119	70280330	97.02	27	2159348	2.98

Accordingly, the aforesaid Special Resolutions as set out in the Postal Ballot Notice dated July 31, 2014 had been passed by the requisite majority.

Further, pursuant to Clause 35A of the Listing Agreement, we furnish herein below the details of voting results of the Postal Ballot and E-voting :

1. Details of the Agenda : To approve the borrowing powers of Board of Directors to an amount of Rs. 1,000 crores pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013.

Resolution required: **Special Resolution**

Mode of Voting : Postal Ballot and E-voting

Postal Ballot and E-voting results :



Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter Group	56029674	56029674	100.00	56029674	0	100.00	0
Public - Institutional Holders	14409738	11400725	79.12	11364954	35771	99.69	0.31
Public- others	12830445	5311155	41.39	5310938	217	100.00	0
Total	83269857	72741554	87.36	72705566	35988	99.95	0.05

2. Details of the Agenda : To create charge on the movable and immovable (including intangibles) properties of the Company, both present and future, in respect of borrowings up to Rs. 1,000 Crores, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Resolution Required: **Special Resolution**

Mode of Voting : Postal Ballot and E-voting

Postal Ballot and E-voting results :

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter Group	56029674	56029674	100.00	56029674	0	100.00	0
Public- Institutional Holders	14409738	11400725	79.12	11364954	35771	99.69	0.31
Public- others	12830445	5311155	41.39	5310888	267	99.99	0.01
Total	83269857	72741554	87.36	72705516	36038	99.95	0.05

3. Details of the Agenda : To approve payment of remuneration to Mr. Govind Shrikhande, Managing Director of the Company for the financial year 2014-15, 2015-16 and for the period from April 1, 2016 to July 28, 2016.

Resolution Required: **Special Resolution**

Mode of Voting : Postal Ballot and E-voting

Postal Ballot and E-voting results :

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter Group	56029674	56029674	100.00	56029674	0	100.00	0
Public- Institutional Holders	14409738	11400725	79.12	9242857	2157868	81.07	18.93
Public- others	12830445	5009279	39.04	5007799	1480	99.97	0.03
Total	83269857	72439678	86.99	70280330	2159348	97.02	2.98

Shoppers Stop Limited CIN : L51900MH1997PLC108798

Registered & Service Office – Eureka Towers, B-Wing, 9th Floor, Mindspace, Link Road, Malad West, Mumbai 400064.

T + 022 42497000, F + 022 28808877. E-mail us at customercare@shoppersstop.com

Customer Helpline T + 022 66486648. Toll Free No.: T + 1 800 209 6648 (9 am to 9 pm)

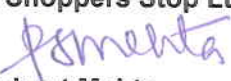


We enclose herewith Scrutinizer Report dated September 11, 2014,

We request you to kindly take the same on record.

Yours truly,

For Shoppers Stop Ltd.


Prashant Mehta
Vice President – Legal
& Company Secretary

Encl: aa

SCRUTINIZER'S REPORT

11th September, 2014

Mr. Prashant Mehta,
Company Secretary
Shoppers Stop Limited
Eureka Towers,
B Wing, 9th Floor,
MindSPACE, Link Road,
Malad(W),
Mumbai-400064.

Certified True Copy

For Shoppers Stop Limited

Prashant Mehta
Prashant Mehta
Vice President - Legal
& Company Secretary

Dear Sir,

Sub: Result of Postal Ballot conducted by Shoppers Stop Limited, (the Company), under Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014.

1. The Board of Directors of the Company at its meeting held on 31st July, 2014 had appointed me as a Scrutinizer for conducting the postal ballot voting process under provisions of Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of Postal Ballot Notice dated 31st July, 2014 for the below mentioned Resolutions:

Sr.No	Resolutions
I	Resolution under section 180(1)(c) of the Companies Act, 2013 to approve the borrowing powers upto Rs.1000 crores.
II	Resolution under section 180(1)(a) of the Companies Act, 2013 for creation of charges on the movable and immovable (including intangibles) properties of the Company both present and future, in respect of borrowings upto Rs.1000 crores.
III	Approval for payment of remuneration to be paid to Mr. Govind Shrikhande, Managing Director of the Company for the financial year 2014-15, 2015-16 and for the period from April 1, 2016 to July 28, 2016.

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 9.00 A.M. on Tuesday, 12th August 2014 till 6.00 P.M. on Wednesday, 10th September 2014. KCPL, are also the Registrar and Share Transfer Agents of the Company. After the date and time fixed for closing of the Postal Ballot process, the site was blocked and also all the postal ballot forms received by KPCL were accessed by me.

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 postal ballot on the resolutions contained in the notice to the



BALAJI STAR COMPUTERS (Certified Filing Centre)

19, Neptune, 29 EMP, Near Gundecha High School, Thakur Village, Kandivli (E), Mumbai - 400 101.

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Postal Ballot of the members of the Company. My responsibility as a scrutinizer for the Postal Ballot process is restricted to make a Scrutinizer's report of the votes cast "In favour" or "against" the resolutions stated above, based on the report generated from the Ballot Papers received and e-voting system provided by the KCPL, the Authorized agency engaged by the Company to provide facilities for the entire process of Postal Ballot.

3. Accordingly, after completing my detailed verification of both e-voting and physical forms received, I submit my report as under:

- On 11th August, 2014 the Company had completed the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 1st August, 2014.
- Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- The details of postal ballot forms and those received under e-voting were scrutinized by me and the shareholding was matched / confirmed with the Register of Members of the Company.
- All postal ballot forms received up to the close of working hours on 10th September, 2014, the last date fixed by the Company, for receipt of the forms were considered for my scrutiny. The e-voting done through Karvy Computershare Pvt Limited (KCPL), and details given by them were also verified and considered.

4. A summary of the postal ballot forms, including e-voting received is given below:

(a) Category-wise

Resolution No I:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter Group	56029674	56029674	100.00	56029674	0	100.00	0
Public - Institutional Holders	14409738	11400725	79.12	11364954	35771	99.69	0.31
Public- others	12830445	5311155	41.39	5310938	217	100.00	0
Total	83269857	72741554	87.36	72705566	35988	99.95	0.05



Resolution No II:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter Group	56029674	56029674	100.00	56029674	0	100.00	0
Public- Institutional Holders	14409738	11400725	79.12	11364954	35771	99.69	0.31
Public- others	12830445	5311155	41.39	5310888	267	99.99	0.01
Total	83269857	72741554	87.36	72705516	36038	99.95	0.05

Resolution No III:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter Group	56029674	56029674	100.00	56029674	0	100.00	0
Public- Institutional Holders	14409738	11400725	79.12	9242857	2157868	81.07	18.93
Public- others	12830445	5009279	39.04	5007799	1480	99.97	0.03
Total	83269857	72439678	86.99	70280330	2159348	97.02	2.98

(b) General:

Particulars	No. of postal ballot forms including e- Voting	Total No. of shares	% of total shareholdi ngs
Total postal ballot forms mailed / e-mailed	8135	83269857	100
Total No. of Postal Ballot forms, including e-voting, received	151	72785142	87.41
Total No. of invalid/rejected Postal Ballot forms including e-voting received	*5	*345464	0.41

*In Resolution No.1 and 2, the Company received 3 physical ballot forms constituting 43588 equity shares of the Company which were invalid.



5. Details of votes in Favour/Against / Invalid

Resolution	Mode	Ballots Received	Total Shares	In favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
I	Electronic	63	69606842	60	69571055	3	35787	0	0
	Physical	88	3178300	81	3134511	4	201	3	43588
	Total	151	72785142	141	72705566	7	35988	3	43588
II	Electronic	63	69606842	60	69571055	3	35787	0	0
	Physical	88	3178300	80	3134461	5	251	3	43588
	Total	151	72785142	140	72705516	8	36038	3	43588
III	Electronic	63	69606842	48	69318957	14	287880	1	5
	Physical	88	3178300	71	961373	13	1871468	4	345459
	Total	151	72785142	119	70280330	27	2159348	5	345464

6. The Summary of aforesaid postal ballot forms received including e-voting is as under:

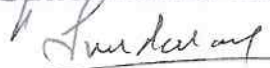
Particulars	A			B		
	In favour			Against		
	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled
Resolution I	141	72705566	99.95	07	35988	0.05
Resolution II	140	72705516	99.95	08	36038	0.05
Resolution III	119	70280330	97.02	27	2159348	2.98

6. Postal Ballot Forms and other related papers / registers and records were handed over to Mr. Prashant Mehta, Company Secretary, as authorized by the Board to supervise the postal ballot process.

7. You may accordingly declare the results of the voting by Postal Ballot.

Thanking you,

For **V. Sundaram & Co.**



V. Sundaram
Company Secretary

CP No.: 3373

Date: 11th September, 2014.

Place: Mumbai