

Sec /111/2014-15

March 31, 2015

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| 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 |
|---|--|

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, the approval of shareholders was sought by postal ballot and e-voting, for partially modifying the earlier special resolutions relating to the payment of remuneration to Mr. Govind Shrikhande, Managing Director of the Company by passing a special resolution in terms of Postal Ballot Notice dated January 30, 2015.

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

The Scrutinizer has submitted their 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. March 31, 2015, at 3.00 p.m. at the Registered Office of the Company.

| In favour | | | Against | | |
|---------------------------|-------------|-------|---------------------------|-------------|------|
| No of Postal Ballot Forms | No of Votes | % | No of Postal Ballot Forms | No of Votes | % |
| 116 | 7,32,89,937 | 97.30 | 23 | 20,31,951 | 2.70 |

Accordingly, the aforesaid Special Resolution has been passed by the requisite majority.

Further, pursuant to Clause 35A of the Listing Agreement, we furnish herein below the details of voting results thereof :

Details of the Agenda : To partially modifying the earlier special resolutions relating to the payment of remuneration to Mr. Govind Shrikhande, Managing Director of the Company by passing a special resolution in terms of Postal Ballot Notice dated January 30, 2015.

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 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 | 56029674 | 0 | 100 | 0 |
| Public- Institutional Holders | 14388358 | 13442462 | 93.43 | 11410633 | 2031829 | 84.88 | 15.12 |
| Public-Others | 12937115 | 5849752 | 45.22 | 5849630 | 122 | 99.99 | -- |
| Total | 83355147 | 75321888 | 90.36 | 73289937 | 2031951 | 97.30 | 2.70 |



We enclose herewith Scrutinizer Report dated March 31, 2015.

We request you to kindly take the same on record.

Yours truly,
For Shoppers Stop Ltd.


Prashant Mehta
Vice President – Legal &
Company Secretary

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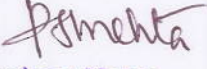
Encl: aa

SCRUTINIZER'S REPORT

Certified True Copy
For Shoppers Stop Limited

31st March, 2015

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


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 30th January, 2015 had appointed us, V Sundaram & Co, Practicing Company Secretaries, 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 30th January, 2015 for the below mentioned Special Resolution:

| Sr.No | Resolution passed under Section 110 of the Companies Act |
|-------|--|
| I | To partially modify the existing special resolution passed by postal ballot on September 13, 2013 and as modified by postal ballot on September 11, 2014 relating to the payment of remuneration to Mr. Govind Shrikhande, Managing Director of the Company. |

2. The Company had appointed Karvy Computershare Private Limited, (KCPL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company from 9.00 a.m. on Sunday, 1st March 2015 till 5.00 p.m. on Monday, 30th March, 2015. 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 by us.
3. 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 resolution contained in the notice to the Postal Ballot of the members of the Company. Our 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 above, based on the report generated from the e-Voting system provided by the KCPL, the Authorized agency engaged by the Company to provide e-Voting facilities.



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 • E-mail : vsundaramfcs@yahoo.com

4. Accordingly, after completing our detailed verification of both e-Voting and physical forms received, we submit our report as under:

- On 28th February, 2015 the Company had completed the emailing of postal ballot forms and also 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 20th February, 2015.
- 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 us and the shareholding was matched / confirmed with the Register of Members of the Company.
- All postal ballot forms received up to 5.00 p. m. on 30th March, 2015 the last date fixed by the Company for receipt of the forms was considered for our scrutiny. The e-Voting done through KCPL and details given by them were also verified and considered by us.

5. 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 (1) | No of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No of votes-in favour (4) | No of Votes - against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of against on votes polled (7)=[(5)/(2)]*100 |
|-------------------------------------|--------------------------|---------------------------|--|------------------------------|------------------------------|---|---|
| Promoter/ Promoter Group | 56029674 | 56029674 | 100 | 56029674 | 0 | 100 | 0 |
| Public- Institutional Holders | 14388358 | 13442462 | 93.43 | 11410633 | 2031829 | 84.88 | 15.12 |
| Public-Others | 12937115 | 5849752 | 45.22 | 5849630 | 122 | 99.99 | -- |
| Total | 83355147 | 75321888 | 90.36 | 73289937 | 2031951 | 97.30 | 2.70 |

(b) General:

| Particulars | No. of postal ballot forms including e-Voting | Total No. of shares | % of total shareholdings |
|---|---|---------------------|--------------------------|
| Total postal ballot forms mailed / e-mailed | 7832 | 83355147 | 100.00 |
| Total No. of Postal Ballot forms including e-voting, received | 139 | 75321888 | 90.36 |
| Total No. of invalid/rejected Postal Ballot forms including e-voting received | 00 | 00 | 00 |



6. 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 | 80 | 74111027 | 57 | 72079076 | 23 | 2031951 | 00 | 00 |
| | Physical | 59 | 1210861 | 59 | 1210861 | 00 | 00 | 00 | 00 |
| | Total | 139 | 75321888 | 116 | 73289937 | 23 | 2031951 | 00 | 00 |

7. The Breakup of aforesaid postal ballot forms received including e-Voting is as under:

| Resolution | A | | | B | | |
|------------|----------------------------|--------------|-------------------------|----------------------------|--------------|-------------------------|
| | In favour | | | Against | | |
| | No. of Postal Ballot Forms | No. of Votes | % of total votes polled | No. of Postal Ballot Forms | No. of Votes | % of total votes polled |
| I | 116 | 73289937 | 97.30 | 23 | 2031951 | 2.70 |

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

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

Thanking you,

Date: 31st March, 2015.
Place: Mumbai

For V. Sundaram & Co.

V. Sundaram
V. Sundaram
Company Secretary
CP No.: 3373

