

SEC/032/2015-16

August 1, 2015

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	Symbol: Shoperstop

Dear Sirs,

Sub: Disclosure under clause 35A of Listing Agreement.

Pursuant to provisions of clause 35A of the Listing Agreement, We hereby inform you that the members of the Company at its 18th Annual General Meeting (AGM) held on Friday, July 31, 2015 at National Stock Exchange of India Ltd., Exchange Plaza, Dr. R. H. Patil Auditorium, Ground Floor, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 transacted the business as stated in the Notice dated April 30, 2015.

In this connection, we hereby enclose the consolidated results of Remote E Voting & Ballot at the Meeting in the format prescribed under clause 35A, together with Scrutinizer's Report.

Date of the Annual General Meeting	:	July 31, 2015
Total number of Shareholders on Cut Off Date i. e. July 24, 2015	:	8199

No. of Shareholders present in the meeting either in person or through proxy.	:	In Person	Proxy	Total
Promoters and Promoter Group		14	00	14
Public		57	43	100
Total		71	43	114

No. of Shareholders attended the meeting thru Video Conferencing Promoters and Promoter Group Public	:	Not arranged
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The mode of voting for all the 9 resolutions was Remote E - Voting & Physical Ballot at the Meeting.

Details of the Agenda:

1. Adoption of audited financial statement of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 and the Report of the Auditors thereon. (Ordinary Resolution).

Category	Shares Held (1)	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 Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	56029674	56029674	100	56029674	0	100	0
Public – Institutional Holders	14492121	10548564	72.79	10548564	0	100	0
Public-Others	12864727	7828278	60.85	7828278	0	100	0
Total	83386522	74406516		74406516	0	100	0



2. Declaration of dividend on equity shares (Ordinary Resolution)

Category	Shares Held (1)	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 Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	56029674	56029674	100	56029674	0	100	0
Public – Institutional Holders	14492121	12921809	89.16	12921809	0	100	0
Public-Others	12864727	7828278	60.85	7828278	0	100	0
Total	83386522	76779761		76779761	0	100	0

3. Appointment of Mr. Neel. C. Raheja (DIN 00029010), Director retiring by rotation. (Ordinary Resolution).

Category	Shares Held (1)	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 Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	56029674	56029674	100	56029674	0	100	0
Public – Institutional Holders	14492121	12921809	89.16	12921809	0	100	0
Public-Others	12864727	7828278	60.85	7828278	0	100	0
Total	83386522	76779761		76779761	0	100	0

4. Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company and fixation of remuneration thereof. (Ordinary Resolution).

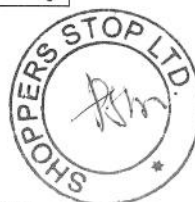
Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	56029674	56029674	100	56029674	0	100	0
Public – Institutional Holders	14492121	12921809	89.16	12914959	6850	99.95	0.05
Public-Others	12864727	7828278	60.85	7828278	0	100	0
Total	83386522	76779761		76772911	6850	99.99	0.01

5. Appointment of Mr. Manish Chokhani (DIN 00204011) as an Independent Director. (Ordinary Resolution).

Category	Shares Held (1)	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 Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	56029674	56029674	100	56029674	0	100	0
Public – Institutional Holders	14492121	12921809	89.16	12921809	0	100	0
Public-Others	12864727	7828278	60.85	7828278	0	100	0
Total	83386522	76779761		76779761	0	100	0

6. Appointment of Mr. Gareth Thomas (DIN 07010320) as an Independent Director. (Ordinary Resolution).

Category	Shares Held (1)	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 Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	56029674	56029674	100	56029674	0	100	0
Public – Institutional Holders	14492121	12921809	89.16	12921809	0	100	0
Public-Others	12864727	7828278	60.85	7828278	0	100	0
Total	83386522	76779761		76779761	0	100	0



7. Approval of Material Related Party Transactions entered into by the Company with Hypercity Retail (India) Ltd.; the subsidiary company. (Special Resolution).

Category	Shares Held (1)	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 Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	56029674	0	0	0	0	0	0
Public – Institutional Holders	14492121	12921809	89.16	10881712	2040097	84.21	15.79
Public-Others	12864727	6965179	54.14	6965179	0	100	0
Total	83386522	19886988		17846891	2040097	89.74	10.26

8. Adoption of new set of Articles of Association of the Company. (Special Resolution).

Category	Shares Held (1)	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 Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	56029674	56029674	100	56029674	0	100	0
Public – Institutional Holders	14492121	12921809	89.16	12914959	6850	99.95	0.05
Public-Others	12864727	7828278	60.85	7828278	0	100	0
Total	83386522	76779761		76772911	6850	99.99	0.01

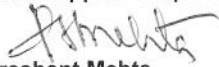
9. Approval of issuance of Non-Convertible Debentures upto Rs. 100 crores by the Company. (Special Resolution).

Category	Shares Held (1)	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 Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	56029674	56029674	100	56029674	0	100	0
Public – Institutional Holders	14492121	12921809	89.16	12878028	43781	99.66	0.34
Public-Others	12864727	7828278	60.85	7828278	0	100	0
Total	83386522	76779761		76735980	43781	99.94	0.06

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Shoppers Stop Limited


Prashant Mehta
Vice President Legal &
Company Secretary

Encl: aa

FORM No. MGT-13

Report of Scrutinizer

[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
Mumbai

Sub: Annual General Meeting of the Shareholders of Shoppers Stop Limited held on Friday, 31st July, 2015 at Mumbai, Maharashtra.

Dear Sir,

I, V. Sundaram, Practicing Company Secretary, was appointed by the Board of Directors of Shoppers Stop Limited as Scrutinizer vide resolution dated 30th April, 2015 pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions, at the Annual General Meeting of the Shareholders of Shoppers Stop Limited, to be held on Friday, 31st July, 2015 at Mumbai, for which we submit our report as under:

1. The remote e-voting period remained open from Tuesday, 28th July, 2015 (09.00 a.m) to Thursday, 30th July, 2015 (5.00 p.m) both days inclusive.
2. The shareholders holding shares as on "cut off" date, i.e 24th July, 2015, were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of Karvy Computershare Private Limited.
4. 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.
5. The locked ballot box was subsequently opened by us in the presence of two witnesses, Ms Dhara Solanki and Ms Rupa Shetty who are not in employment of the Company. And poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations / proxies lodged with the Company.



6. We did not find any poll paper which was incomplete, invalid and/or defective.
7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting conducted in a fair and transparent manner and render a consolidated report of the total votes cast in favour and against to the Chairman/Authorised person on the resolutions, based on the reports generated from the remote e-voting system provided by Karvy Computershare Private Limited and the report generated electronically for voting by use of ballots at the meeting.
8. The Consolidated result of the Ballot held at the aforesaid Annual General Meeting as well as remote e-voting are as under:

Resolution 1:

Adoption of:

- a. the audited financial statement of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 and the Report of the Auditors thereon.
- (i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	71	73027596	--
Ballot	81	1378920	--
Total	152	74406516	100

- (ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0



(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	08	2373245	--
Ballot	0	0	--
Total	08	2373245	--

Resolution 2:

Declaration of dividend on equity shares.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	79	75400841	--
Ballot	81	1378920	--
Total	160	76779761	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--



Resolution 3:

Re-appointment of Mr. Neel C. Raheja (DIN 00029010), as a Director, who retires by rotation.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	79	75400841	--
Ballot	81	1378920	--
Total	160	76779761	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

Resolution 4:

Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company and fixation of remuneration thereof.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	78	75393991	--
Ballot	81	1378920	--
Total	159	76772911	99.99



(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	6850	--
Ballot	0	0	--
Total	1	6850	0.01

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

Resolution 5:

Appointment of Mr. Manish Chokhani (DIN 00204011), as an Independent Director of the Company.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	79	75400841	--
Ballot	81	1378920	--
Total	160	76779761	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0



(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

Resolution 6:

Appointment of Mr. Gareth Thomas (DIN 07010320), as an Independent Director of the Company.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	79	75400841	--
Ballot	81	1378920	--
Total	160	76779761	100

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	0

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--



Resolution 7:

Approval and/ or ratification of Material Related Party Transactions entered into by the Company with Hypercity Retail (India) Ltd.; the subsidiary company.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	44	17331070	--
Ballot	77	515821	--
Total	121	17846891	89.74

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	21	2040097	--
Ballot	0	0	--
Total	21	2040097	10.26

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	14	56029674	--
Ballot	4	863099	--
Total	18	56892773	--

Resolution 8:

Adoption of new set of Articles of Association of the Company.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	78	75393991	--
Ballot	81	1378920	--
Total	159	76772911	99.99



(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	6850	--
Ballot	0	0	--
Total	1	6850	0.01

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

Resolution 9:

Approval of issuance of Non-Convertible Debentures upto 100 crores by the Company.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	76	75357060	--
Ballot	81	1378920	--
Total	157	76735980	99.94

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	43781	--
Ballot	0	0	--
Total	3	43781	0.06



(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

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

Thanking you,

Place: Mumbai

Dated: 31st July, 2015.

Witness 1: *Bolanki*

Witness 2: *Asmettes*

Yours faithfully

For V. Sundaram & CO.

Sundaram

V. Sundaram
Company Secretary
CP No.: 3373

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

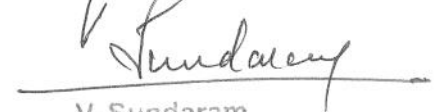
Sub: Summary of the Results of the Voting on the resolutions (including remote e-Voting and Ballot at AGM) passed at the Annual General Meeting of Shoppers Stop Limited held on 31st July, 2015.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution		
	Numbers		% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	152	74406516	100	0	0	0
2	160	76779761	100	0	0	0
3	160	76779761	100	0	0	0
4	159	76772911	99.99	1	6850	0.01
5	160	76779761	100	0	0	0
6	160	76779761	100	0	0	0
7	121	17846891	89.74	21	2040097	10.26
8	159	76772911	99.99	1	6850	0.01
9	157	76735980	99.94	3	43781	0.06

Place: Mumbai
Date: 31st July, 2015.

Yours faithfully,

For V. Sundaram & CO.



V. Sundaram
Company Secretary
CP No.: 3373