

BSE Limited.  
Mumbai Samachar Marg,  
Fort, Mumbai - 400 001.  
Stock Code: 532638

National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra-Kurla Complex.  
Bandra. (East) Mumbai-400 051.  
Symbol: SHOPERSTOP

Dear Sirs,

**Sub: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), we hereby inform you that the members of the Company at its Extra Ordinary General Meeting (EGM) held on Wednesday, October 18, 2017 at Boundary Hall, First Floor, MCA Recreation Centre, RG-2, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, transacted the business as stated in the Notice dated September 23, 2017, convening the said EGM.

In this connection, we hereby enclose the consolidated results of Remote E Voting & voting through Electronic voting system ("Insta Poll") at the EGM in the format prescribed under Regulation 44(3) of LODR, together with Scrutinizer's Report.

Details of the voting results are as follows:

Date of the Extra Ordinary General Meeting	:	October 18, 2017
Total number of Shareholders on Cut Off Date for E-voting i.e. October 11, 2017	:	10,636

No. of Shareholders present in the meeting either in person or through proxy.	:	In Person	Proxy	Total
Promoters and Promoter Group*		15	0	15
Public		38	36	74
<b>Total</b>		<b>53</b>	<b>36</b>	<b>89</b>

\*There are total 14 Promoters and Promoter Group Entities of which 5 Entities are holding shares in 2 different Demat Folios.

No. of Shareholders attended the meeting through Video Conferencing	:	-
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Agenda-wise disclosure:

**1. Issue of 43,95,925 Equity Shares on a Preferential Allotment / Private Placement Basis.**

Resolution:			Issue, offer and allot 43,95,925 equity shares of the Company of the face value of Rs. 5/- each at a price of Rs. 407.78/- per equity share to Amazon.com NV Investment Holdings LLC on preferential allotment / Private placement basis.					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	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 Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	56,029,674	56,029,674	100.0000	56,029,674	0	100.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>56,029,674</b>	<b>100.0000</b>	<b>56,029,674</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutional Holders	E-Voting	15,103,967	12,631,786	83.6322	12,631,786	0	100.0000	0.0000
	Insta Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,631,786</b>	<b>83.6322</b>	<b>12,631,786</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-Voting	12,388,924	7,452,432	60.1539	7,452,431	1	99.9999	0.0000
	Insta Poll		1,214,739	9.8050	1,214,720	19	99.9984	0.0016
	<b>Total</b>		<b>8,667,171</b>	<b>69.9589</b>	<b>8,667,151</b>	<b>20</b>	<b>99.9998</b>	<b>0.0002</b>
<b>Total</b>		<b>83,522,565</b>	<b>77,328,631</b>	<b>92.5841</b>	<b>77,328,611</b>	<b>20</b>	<b>100.0000</b>	<b>0.0000</b>

We request you to kindly take the same on record. The Special Resolution as stated herein above is duly approved with requisite majority.

Thanking you,

Yours faithfully,  
For Shoppers Stop Limited

Bharat Sanghavi  
Company Secretary



Encl: aa

Shoppers Stop Limited  
Registered & Service Office - Umang Tower, 5th Floor, Mindspace, Off. Link Road, Malad (West), Mumbai - 400 064, Maharashtra.  
T + 022 42497000, F + 022 28808877. CIN : L51900MH1997PLC108798. E-mail us at customercare@shoppersstop.com,  
Customer Helpline T + (022) 61290400. Toll Free No.: T + 1-800-419-6648 (9 am to 9 pm).

**KAUSHAL DALAL & ASSOCIATES**  
COMPANY SECRETARIES

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. ★ E-mail : kaushaldalalcs@gmail.com

**CONSOLIDATED SCRUTINIZER'S REPORT**

*(Pursuant to Section 108 of the Companies Act, 2013 read with  
Rule 20(4) (xii) of Companies (Management and Administration) Rules, 2014.*

To,  
The Chairman,  
**Shoppers Stop Limited**  
Umang Tower, 5<sup>th</sup> Floor, Mindspace,  
Off. Link Road, Malad (West),  
Mumbai 400 064.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on voting done through Remote E-Voting Process and Insta Poll at Extra Ordinary General Meeting of members of Shoppers Stop Limited held on Wednesday, October 18, 2017.**

I, Kaushal Dalal, Proprietor of M/s. Kaushal Dalal & Associates, Practicing Company Secretaries, was appointed as a Scrutinizer by the Board of Directors of **Shoppers Stop Limited** ("the Company") pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the Electronic Voting ("Remote e-Voting") and the Poll Process ("Insta Poll") for the resolution contained in the Notice convening the Extra Ordinary General Meeting ("the Meeting") on October 18, 2017 of the Members of the Company, submit my Consolidated report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. The Company had appointed Karvy Computershare Private Limited ("Karvy") for conducting e-voting by the members of the Company at the Meeting. After the announcement of voting through the Insta poll by the Chairman, Electronic Tablets were placed before the Members in my presence to exercise their vote and members whose details were correct and reconciled with the records maintained by Karvy, and the authorizations and proxies lodged with the Company voted through Electronic tablets.
3. The Remote e-Voting commenced on Saturday, October 14, 2017 at 9.00 am and ended on Tuesday, October 17, 2017 at 5.00 pm.



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4. The Remote e-Voting Result was unblocked at Mumbai from the website of Karvy i.e. [www.evoting.karvy.com](http://www.evoting.karvy.com) after the votes cast by Insta poll at the Meeting in the presence of Mr. Niket Shah and Ms. Shilpa Tiwari who are not in the employment of the Company.
5. The Members who have abstained from voting in the Remote e-Voting has been treated as Invalid in order to combine the Results of Remote e-Voting and Insta Poll.
6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared "INVALID" for resolution is enclosed.
7. The Consolidated Result (Remote e-Voting+ Insta Poll) is as under:-



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- (a) Item No 1: To approve issue of 43,95,925 Equity Shares on a Preferential Allotment/ Private Placement Basis.

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	82	76226392
<u>Less:</u> Total Number of Invalid Votes	3	112500
<b>Total Number of Valid Votes</b>	<b>79</b>	<b>76113892</b>
<b>B. Insta Poll</b>		
Total Votes received by Insta Poll	62	1214739
<u>Less:</u> Total Number of Invalid Votes	0	0
<b>Total Number of Valid Votes</b>	<b>62</b>	<b>1214739</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Insta Poll	144	77441131
<u>Less:</u> Total Number of Invalid Votes	3	112500
<b>Total Number of Valid Votes</b>	<b>141</b>	<b>77328631</b>

- (i) Voted in favour of the resolution:

Number of Members Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
78	76113891	99.999999
<b>B. Insta Poll</b>		
58	1214720	99.9984
<b>C. Combined (A+B)</b>		
136	77328611	99.999974



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(ii) Voted against the resolution:

Number of Members Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
1	1	0.000001
<b>B. Insta Poll</b>		
4	19	0.0016
<b>C. Combined (A+B)</b>		
5	20	0.000026

(iii) Invalid Votes:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (No of Equity Shares of the Nominal Value of Rs. 5/- each)
<b>I. REMOTE E- VOTING</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	Nil	Nil
2.	Abstained from Voting.	3	112500
<b>TOTAL (I + II)</b>		3	112500
<b>II. INSTA POLL:</b>			
There were no invalid votes casted			



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8. The aforesaid Consolidated Report is tabulated on the basis of Acceptance, Rejection and Invalid votes through Remote e-voting and Insta Poll.
9. The Register of Remote e-Voting and Insta Poll will be send to the Chairman and the Company Secretary of the Company after the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting in Compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

For Kaushal Dalal & Associates  
*Practicing Company Secretary*



**Kaushal Dalal**  
**(Proprietor)**  
M. No: FCS 7141  
CP No: 7512

Date: 18<sup>th</sup> October, 2017  
Place: Mumbai

For Shoppers Stop Limited

  
**Bharat Sanghavi**  
**Company Secretary**