

SEC/039/2018-19

July 27, 2018

| | |
|--|--|
| 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 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 21st Annual General Meeting (AGM) held on Friday, July 27, 2018 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 June 8, 2018.

In this connection, we hereby enclose the consolidated results of Remote E Voting & Electronic voting system ("Insta Poll") at the Meeting 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 Annual General Meeting | : | July 27, 2018 | | |
| Total number of Shareholders on Cut Off Date for E-voting i.e. July 20, 2018 | : | 11,125 | | |
| No. of Shareholders present in the meeting either in person or through proxy. | : | In Person | Proxy | Total |
| Promoters and Promoter Group* | | 12 | 02 | 14 |
| Public | | 32 | 43 | 75 |
| Total | | 44 | 45 | 89 |

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

| | | |
|--|---|---|
| No. of Shareholders attended the meeting through Video Conferencing | : | - |
|--|---|---|

Agenda-wise disclosure:

1. Adoption of :

- the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.

| Resolution required: (Ordinary/ Special) | | | Ordinary 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 |
| | Total | | 56,029,674 | 100.0000 | 56,029,674 | 0 | 100.0000 | 0.0000 |
| Public - Institutional Holders | E-Voting | 21,060,727 | 10,802,701 | 51.2931 | 10,802,701 | 0 | 100.0000 | 0.0000 |
| | Insta Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 10,802,701 | 51.2931 | 10,802,701 | 0 | 100.0000 | 0.0000 |
| Public-Non Institutions | E-Voting | 10,899,527 | 3,493,862 | 32.0552 | 3,493,859 | 3 | 99.9999 | 0.0001 |
| | Insta Poll | | 1,249,088 | 11.4600 | 1,249,088 | 0 | 100.0000 | 0.0000 |
| | Total | | 4,742,950 | 43.5152 | 4,742,947 | 3 | 99.9999 | 0.0001 |
| Total | | 87,989,928 | 71,575,325 | 81.3449 | 71,575,322 | 3 | 100.0000 | 0.0000 |



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 ,
Toll Free No.:T + 1-800-419-6648 (9 am to 9 pm).

2. Declaration of dividend of Rs.0.75 per equity Share for the financial year ended March 31, 2018

| Resolution required: (Ordinary/ Special) | | | Ordinary 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 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 56,029,674 | 100.0000 | 56,029,674 | 0 | 100.0000 | 0.0000 |
| Public - Institutional Holders | E-Voting | 21,060,727 | 10,802,701 | 51.2931 | 10,802,701 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 10,802,701 | 51.2931 | 10,802,701 | 0 | 100.0000 | 0.0000 |
| Public-Non Institutions | E-Voting | 10,899,527 | 6,161,806 | 56.5328 | 6,161,803 | 3 | 100.0000 | 0.0000 |
| | Poll | | 1,249,088 | 11.4600 | 1,249,088 | 0 | 100.0000 | 0.0000 |
| | Total | | 7,410,894 | 67.9928 | 7,410,891 | 3 | 100.0000 | 0.0000 |
| Total | | 87,989,928 | 74,243,269 | 84.3770 | 74,243,266 | 3 | 100.0000 | 0.0000 |

3. Re-appointment of Mr. Neel C. Raheja, a director retiring by rotation.

| Resolution required: (Ordinary/ Special) | | | Ordinary 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 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 56,029,674 | 100.0000 | 56,029,674 | 0 | 100.0000 | 0.00 |
| Public - Institutional Holders | E-Voting | 21,060,727 | 10,604,253 | 50.3508 | 10,597,550 | 6,703 | 99.9368 | 0.0632 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 10,604,253 | 50.3508 | 10,597,550 | 6,703 | 99.9368 | 0.0632 |
| Public-Non Institutions | E-Voting | 10,899,527 | 6,161,806 | 56.5328 | 6,161,793 | 13 | 99.9998 | 0.0002 |
| | Poll | | 1,249,088 | 11.4600 | 1,249,088 | 0 | 100.0000 | 0.0000 |
| | Total | | 7,410,894 | 67.9928 | 7,410,881 | 13 | 99.9998 | 0.0002 |
| Total | | 879,89,928 | 74,044,821 | 84.1515 | 74,038,105 | 6,716 | 99.9909 | 0.0091 |

4. Appointment of Ms. Ameera Shah, as an Independent Director of the Company.

| Resolution required: (Ordinary/ Special) | | | Ordinary 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 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 56,029,674 | 100.0000 | 56,029,674 | 0 | 100.0000 | 0.0000 |
| Public - Institutional Holders | E-Voting | 21,060,727 | 10,604,253 | 50.3508 | 10,604,253 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 10,604,253 | 50.3508 | 10,604,253 | 0 | 100.0000 | 0.0000 |
| Public-Non Institutions | E-Voting | 10,899,527 | 6,161,806 | 56.5328 | 6,161,793 | 13 | 99.9998 | 0.0002 |
| | Poll | | 1,249,088 | 11.4600 | 1,249,088 | 0 | 100.0000 | 0.0000 |
| | Total | | 7,410,894 | 67.9928 | 7,410,881 | 13 | 99.9998 | 0.0002 |
| Total | | 87,989,928 | 74,044,821 | 84.1515 | 74,044,808 | 13 | 100.0000 | 0.0000 |



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 ,

Toll Free No.:T + 1-800-419-6648 (9 am to 9 pm).

5. Appointment of Mr. Rajiv Suri, as a Director of the Company.

| Resolution required: (Ordinary/ Special) | | | Ordinary 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 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 56,029,674 | 100.0000 | 56,029,674 | 0 | 100.0000 | 0.0000 |
| Public - Institutional Holders | E-Voting | 21,060,727 | 10,802,701 | 51.2931 | 10,802,701 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 10,802,701 | 51.2931 | 10,802,701 | 0 | 100.0000 | 0.0000 |
| Public-Non Institutions | E-Voting | 10,899,527 | 6,161,806 | 56.5328 | 6,161,778 | 28 | 99.9995 | 0.0005 |
| | Poll | | 1,249,088 | 11.4600 | 1,249,088 | 0 | 100.0000 | 0.0000 |
| | Total | | 7,410,894 | 67.9928 | 7,410,866 | 28 | 99.9996 | 0.0004 |
| Total | | 87,989,928 | 74,243,269 | 84.3770 | 74,243,241 | 28 | 100.0000 | 0.0000 |

6. Appointment of Mr. Rajiv Suri, as the Managing Director of the Company.

| 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 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 56,029,674 | 100.0000 | 56,029,674 | 0 | 100.0000 | 0.0000 |
| Public - Institutional Holders | E-Voting | 21,060,727 | 10,802,701 | 51.2931 | 10,802,701 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 10,802,701 | 51.2931 | 10,802,701 | 0 | 100.0000 | 0.0000 |
| Public-Non Institutions | E-Voting | 10,899,527 | 6,161,806 | 56.5328 | 6,161,778 | 28 | 99.9995 | 0.0005 |
| | Poll | | 1,249,088 | 11.4600 | 1,249,088 | 0 | 100.0000 | 0.0000 |
| | Total | | 7,410,894 | 67.9928 | 7,410,866 | 28 | 99.9996 | 0.0004 |
| Total | | 87,989,928 | 74,243,269 | 84.3770 | 74,243,241 | 28 | 100.0000 | 0.0000 |

We request you to kindly take the same on record. All resolutions as stated herein above are duly approved with requisite majority.

Thanking you,

Yours faithfully,
For Shoppers Stop Limited


Bharat Sanghavi
Company Secretary

Encl: aa

KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. * Email : 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, 5th 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 21st Annual General Meeting of Shoppers Stop Limited (the Company) held on Friday, July 27, 2018.

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 Sections 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 resolutions contained in the Notice convening the 21st Annual General Meeting ("the Meeting") 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 the 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.



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

3. The Remote e-Voting commenced on Monday, July 23, 2018 at 9.00 am and ended on Thursday, July 26, 2018 at 5.00 pm. The Equity Shareholders holding shares as on July 20, 2018 "cut off date" were entitled to vote on the resolutions stated in the notice of the Meeting of the Company.
4. As per the information provided by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by Karvy had been blocked and numerical One Time Password (OTP) was issued only to those members who were present at the Meeting and who had not voted through remote e-voting. The OTP was issued on registration of the attendance after verifying shareholder's folio, DPID, specimen signature and number of shares held by the member, comparing with Registrar of Members/ Register of beneficial owners as on the cut off date.
5. The Remote e-Voting Result was unblocked at Mumbai from the website of Karvy i.e. www.evoting.karvy.com after the votes cast by Insta poll at the Meeting in the presence of Mr. Niket Shah and Ms. Shilpa Mishra who are not in the employment of the Company.
6. The Votes cast by Corporate/ Institutional Members who have emailed the scanned certified true copy of the Board Resolution / Authority Letter etc. at email ID: team@cskda.com or have uploaded on the website of Karvy i.e. www.evoting.karvy.com have been considered valid.
7. 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.
8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared "INVALID" for each resolution is enclosed.
9. The Consolidated Result (Remote e-Voting+ Insta Poll) is as under:-



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(a) **Item No 1:**

Adoption of:

- (i) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and
- (ii) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.

| Particulars | Number of Members who voted | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|-----------------------------|---|
| A. Remote e-Voting | | |
| Total Votes received by electronic mode | 82 | 77674066 |
| Less: Total Number of Invalid Votes | 6 | 7347829 |
| Total Number of Valid Votes | 76 | 70326237 |
| B. Insta Poll | | |
| Total Votes received by Insta Poll | 68 | 1249088 |
| Less: Total Number of Invalid Votes | 0 | 0 |
| Total Number of Valid Votes | 68 | 1249088 |
| C. Combined (A+B) | | |
| Total Votes received by electronic mode and Insta Poll | 150 | 78923154 |
| Less: Total Number of Invalid Votes | 6 | 7347829 |
| Total Number of Valid Votes | 144 | 71575325 |

- (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 |
|---|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 75 | 70326234 | 99.9999 |
| B. Insta Poll | | |
| 68 | 1249088 | 100 |
| C. Combined (A+B) | | |
| 143 | 71575322 | 99.9999 |



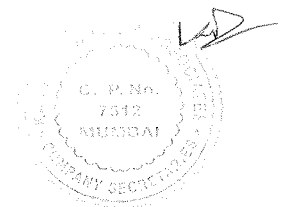
KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(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 |
|--|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 1 | 3 | 0.0001 |
| B. Insta Poll | | |
| 0 | 0 | 0 |
| C. Combined (A+B) | | |
| 1 | 3 | 0.0001 |

(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) |
|------------------------------------|---|--------------------------------|--|
| I. REMOTE E- VOTING | | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | 0 | 0 |
| 2. | Abstained from Voting. | 6 | 7347829 |
| TOTAL (I + II) | | 6 | 7347829 |
| II. INSTA POLL: | | | |
| There were no invalid votes casted | | | |



KAUSHAL DALAL & ASSOCIATES

COMPANY SECRETARIES

- (b) **Item No 2: Declaration of dividend of Rs. 0.75 per equity share for the financial year ended March 31, 2018.**

| Particulars | Number of Members who voted | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|-----------------------------|---|
| A. Remote e-Voting | | |
| Total Votes received by electronic mode | 82 | 77674068 |
| Less: Total Number of Invalid Votes | 5 | 4679887 |
| Total Number of Valid Votes | 77 | 72994181 |
| B. Insta Poll | | |
| Total Votes received by Insta Poll | 68 | 1249088 |
| Less: Total Number of Invalid Votes | 0 | 0 |
| Total Number of Valid Votes | 68 | 1249088 |
| C. Combined (A+B) | | |
| Total Votes received by electronic mode and Insta Poll | 150 | 78923156 |
| Less: Total Number of Invalid Votes | 5 | 4679887 |
| Total Number of Valid Votes | 145 | 74243269 |

- (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 |
|---|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 76 | 72994178 | 99.9999 |
| B. Insta Poll | | |
| 68 | 1249088 | 100 |
| C. Combined (A+B) | | |
| 144 | 74243266 | 99.9999 |



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(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 |
|--|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 1 | 3 | 0.0001 |
| B. Insta Poll | | |
| 0 | 0 | 0 |
| C. Combined (A+B) | | |
| 1 | 3 | 0.0001 |

(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) |
|------------------------------------|---|--------------------------------|--|
| I. REMOTE E- VOTING | | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | 5 | 4679887 |
| 2. | Abstained from Voting. | 0 | 0 |
| TOTAL (I + II) | | 5 | 4679887 |
| II. INSTA POLL: | | | |
| There were no invalid votes casted | | | |



(c) Item No 3: Re-appointment of Mr. Neel C. Raheja, a director retiring by rotation.

| Particulars | Number of Members who voted | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|-----------------------------|---|
| A. Remote e-Voting | | |
| Total Votes received by electronic mode | 82 | 77674068 |
| <u>Less:</u> Total Number of Invalid Votes | 6 | 4878335 |
| Total Number of Valid Votes | 76 | 72795733 |
| B. Insta Poll | | |
| Total Votes received by Insta Poll | 68 | 1249088 |
| <u>Less:</u> Total Number of Invalid Votes | 0 | 0 |
| Total Number of Valid Votes | 68 | 1249088 |
| C. Combined (A+B) | | |
| Total Votes received by electronic mode and Insta Poll | 150 | 78923156 |
| <u>Less:</u> Total Number of Invalid Votes | 6 | 4878335 |
| Total Number of Valid Votes | 144 | 74044821 |

(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 |
|---|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 73 | 72789017 | 99.9908 |
| B. Insta Poll | | |
| 68 | 1249088 | 100 |
| C. Combined (A+B) | | |
| 141 | 74038105 | 99.9909 |



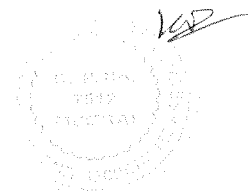
KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(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 |
|--|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 3 | 6716 | 0.0092 |
| B. Insta Poll | | |
| 0 | 0 | 0 |
| C. Combined (A+B) | | |
| 3 | 6716 | 0.0091 |

(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) |
|------------------------------------|---|--------------------------------|--|
| I. REMOTE E-VOTING | | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | 5 | 4679887 |
| 2. | Abstained from Voting. | 1 | 198448 |
| TOTAL (I + II) | | 6 | 4878335 |
| II. INSTA POLL: | | | |
| There were no invalid votes casted | | | |



KAUSHAL DALAL & ASSOCIATES**COMPANY SECRETARIES**

- (d) **Item No 4:** Appointment of Ms. Ameera Shah, as an Independent Director of the Company.

| <u>Particulars</u> | Number of Members who voted | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|-----------------------------|---|
| A. Remote e-Voting | | |
| Total Votes received by electronic mode | 82 | 77674068 |
| Less: Total Number of Invalid Votes | 6 | 4878335 |
| Total Number of Valid Votes | 76 | 72795733 |
| B. Insta Poll | | |
| Total Votes received by Insta Poll | 68 | 1249088 |
| Less: Total Number of Invalid Votes | 0 | 0 |
| Total Number of Valid Votes | 68 | 1249088 |
| C. Combined (A+B) | | |
| Total Votes received by electronic mode and Insta Poll | 150 | 78923156 |
| Less: Total Number of Invalid Votes | 6 | 4878335 |
| Total Number of Valid Votes | 144 | 74044821 |

- (i) Voted in favour of the resolution:

| Number of Members who Voted in favour of the resolution | Number of Votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 74 | 72795720 | 99.9999 |
| B. Insta Poll | | |
| 68 | 1249088 | 100 |
| C. Combined (A+B) | | |
| 142 | 74044808 | 99.9999 |



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(ii) Voted against the resolution:

| Number of Members who Voted against the resolution | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 2 | 13 | 0.0001 |
| B. Insta Poll | | |
| 0 | 0 | 0 |
| C. Combined (A+B) | | |
| 2 | 13 | 0.0001 |

(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) |
|------------------------------------|---|--------------------------------|--|
| I. REMOTE E- VOTING | | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | 5 | 4679887 |
| 2. | Abstained from Voting. | 1 | 198448 |
| TOTAL (I + II) | | 6 | 4878335 |
| II. INSTA POLL: | | | |
| There were no invalid votes casted | | | |



(e) Item No 5: Appointment of Mr. Rajiv Suri, as a Director of the Company

| <u>Particulars</u> | Number of Members who voted | No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast) |
|--|-----------------------------|---|
| A. Remote e-Voting | | |
| Total Votes received by electronic mode | 82 | 77674068 |
| <u>Less:</u> Total Number of Invalid Votes | 5 | 4679887 |
| Total Number of Valid Votes | 77 | 72994181 |
| B. Insta Poll | | |
| Total Votes received by Insta Poll | 68 | 1249088 |
| <u>Less:</u> Total Number of Invalid Votes | 0 | 0 |
| Total Number of Valid Votes | 68 | 1249088 |
| C. Combined (A+B) | | |
| Total Votes received by electronic mode and Insta Poll | 150 | 78923156 |
| <u>Less:</u> Total Number of Invalid Votes | 5 | 4679887 |
| Total Number of Valid Votes | 145 | 74243269 |

(i) Voted in favour of the resolution:

| Number of Members who Voted in favour of the resolution | Number of Votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 74 | 72994153 | 99.9999 |
| B. Insta Poll | | |
| 68 | 1249088 | 100 |
| C. Combined (A+B) | | |
| 142 | 74243241 | 99.9999 |



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(ii) Voted against the resolution:

| Number of Members who Voted against the resolution | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 3 | 28 | 0.0001 |
| B. Insta Poll | | |
| 0 | 0 | 0 |
| C. Combined (A+B) | | |
| 3 | 28 | 0.0001 |

(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) |
|------------------------------------|---|--------------------------------|--|
| I. REMOTE E- VOTING | | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | 5 | 4679887 |
| 2. | Abstained from Voting. | 0 | 0 |
| TOTAL (I + II) | | 5 | 4679887 |
| II. INSTA POLL: | | | |
| There were no invalid votes casted | | | |



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(f) Item No 6: Appointment of Mr. Rajiv Suri , as the Managing Director of the Company

| <u>Particulars</u> | <u>Number of Members who voted</u> | <u>No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)</u> |
|--|------------------------------------|--|
| A. Remote e-Voting | | |
| Total Votes received by electronic mode | 82 | 77674068 |
| <u>Less:</u> Total Number of Invalid Votes | 5 | 4679887 |
| Total Number of Valid Votes | 77 | 72994181 |
| B. Insta Poll | | |
| Total Votes received by Insta Poll | 68 | 1249088 |
| <u>Less:</u> Total Number of Invalid Votes | 0 | 0 |
| Total Number of Valid Votes | 68 | 1249088 |
| C. Combined (A+B) | | |
| Total Votes received by electronic mode and Insta Poll | 150 | 78923156 |
| <u>Less:</u> Total Number of Invalid Votes | 5 | 4679887 |
| Total Number of Valid Votes | 145 | 74243269 |

(i) Voted in favour of the resolution:

| <u>Number of Members who Voted in favour of the resolution</u> | <u>Number of Votes cast by them</u> | <u>% of total number of valid votes cast</u> |
|--|-------------------------------------|--|
| A. Remote e-Voting | | |
| 74 | 72994153 | 99.9999 |
| B. Insta Poll | | |
| 68 | 1249088 | 100 |
| C. Combined (A+B) | | |
| 142 | 74243241 | 99.9999 |



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(ii) Voted against the resolution:

| Number of Members who Voted against the resolution | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| A. Remote e-Voting | | |
| 3 | 28 | 0.0001 |
| B. Insta Poll | | |
| 0 | 0 | 0 |
| C. Combined (A+B) | | |
| 3 | 28 | 0.0001 |

(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) |
|------------------------------------|---|--------------------------------|--|
| I. REMOTE E- VOTING | | | |
| 1. | Authority Letter / Board Resolution / Power of Attorney not sent. | 5 | 4679887 |
| 2. | Abstained from Voting. | 0 | 0 |
| TOTAL (I + II) | | 5 | 4679887 |
| II. INSTA POLL: | | | |
| There were no invalid votes casted | | | |

10. The aforesaid Consolidated Report is tabulated on the basis of Acceptance, Rejection and Invalid votes through Remote e-voting and Insta Poll.



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11. The Register and all other papers relating to 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 Annual 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: 27th July, 2018
Place: Mumbai

Accepted

For Shoppers Stop Limited
[Signature]
Eben D. Sanghavi
Company Secretary
27/7/18