

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

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, approval of members of the Company was sought by Postal Ballot and E-voting for re-appointment of Mr. Govind Shrikhande (DIN 00029419) as a Managing Director of the Company for a period of (3) three years w.e.f. July 29, 2016.

Accordingly, the Company had engaged the services of Karvy Computershare Private Limited for providing e-voting facilities in a secure manner. Ms. Dhara Solanki of M/s. V. Sundaram & Co. Practicing Company Secretaries, was appointed as the Scrutinizer for conducting postal ballot/ e-voting process in a fair and transparent manner. The Scrutinizer has submitted her report on the Postal Ballot and E-voting and the following results were announced today i.e. on September 8, 2016, at 3.00 p.m. at the Registered Office of the Company.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we furnish herein below the details of aforesaid voting results through the Postal Ballot and E-voting:

Date of the AGM/EGM Postal Ballot				:	The results for the Postal Ballot Notice dated August 1, 2016, were announced on September 8, 2016.				
Total number of Shareholders on record date i.e. July 29, 2016				:	7,914				
No. of Shareholders present in the meeting either in person or through proxy				:	Not Applicable				
No. of Shareholders attended the meeting through Video Conferencing				:	Not Applicable				
Resolution required:				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		-	-	-	-	-		
	Postal Ballot		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	13,896,317	12,663,177	91.1261	11,089,886	1,573,291	87.5759	12.4241	
	Poll		-	-	-	-	-		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		12,663,177	91.1261	11,089,886	1,573,291	87.5759	12.4241	
Public-Non Institutions	E-Voting	13,578,753	4,729,291	34.8286	4,729,287	4	99.9999	0.0000	
	Poll		-	-	-	-	-		
	Postal Ballot		947,496	6.9777	947,496	0	100.0000	0.0000	
	Total		5,676,787	41.8063	5,676,783	4	100.0000	0.0000	
Total		83,504,744	74,369,638	89.0603	72,796,343	1,573,295	97.8845	2.1155	

We enclose herewith Scrutinizer's Report dated September 8, 2016.

Accordingly, the aforesaid Special Resolution as set out in the Postal Ballot Notice dated August 1, 2016 has been passed by the members of the Company with requisite majority.

We request you to kindly take the same on record.

Yours truly,
For Shoppers Stop Ltd.

✶ Bharat Sanghavi
Company Secretary

Encl: aa

SCRUTINIZER'S REPORT

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

Dear Sirs,

Sub: Scrutinizer's Report on Postal Ballot and E-voting conducted by Shoppers Stop Limited, (the Company), pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014.

1. I, Ms. Dhara Solanki of M/s. V. Sundaram & Co. Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Shoppers Stop Ltd (the Company) on July 29, 2016, for conducting & scrutinizing the postal ballot and e- voting process in a fair and transparent manner pursuant to 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 following special resolution.

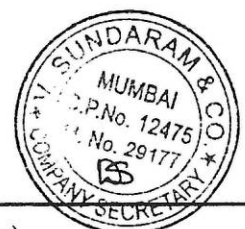
Special Resolution towards re-appointment of Mr. Govind Shrikhande (DIN 00029419) as a Managing Director of the Company for a period of 3 years w.e.f July 29, 2016.

2. The Company had appointed Karvy Computershare Private Limited, (KCPL) as the Service Provider for extending the E - voting facility to the members of the Company, commencing from 09.00 a.m. on Tuesday, August 9, 2016 to 5.00 p.m. on Wednesday, September 7, 2016.
3. Accordingly, after completing my detailed verification of both e-voting and physical postal ballot forms received, I submit my report as under:
 - The Company has on August 8, 2016 completed the dispatch of Postal Ballot Notice along with Postal Ballot Form (a) through electronic means and (b) through physical mode, along with a self-addressed postage pre-paid business reply envelope to the members of the Company, seeking their approval in respect of the special resolution.
 - Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.

Certified True Copy

For Shoppers Stop Limited


Bharat Singhavi
Company Secretary



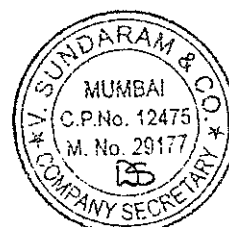
- The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- The details of postal ballot forms and those under e-voting were scrutinized by me and the shareholding was matched / confirmed with the Register of Members of the Company/ list of Beneficial Owners received from the Depositories as on July 29, 2016.
- All postal ballot forms received and all votes casted on e-voting through KCPL up to 5.00 p.m. on September 7, 2016, the last date and time fixed by the Company for receipt of the said forms and e-voting were considered for my scrutiny.

4. A summary of the Postal Ballot Forms received and E-voting for the aforesaid Special Resolution is given below:

(a) Category-wise

Resolution required: (Ordinary/ Special)	Special Resolution: To Re-appoint Mr. Govind Shrikhande (DIN 00029419) as Managing Director of the Company for a period of 3 years w.e.f. July 29, 2016							
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 and Promoter Group	E-Voting	56029674	56029674	100.00	56029674	0	100.00	0.0000
	Poll		--	--	--	--	--	--
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56029674	100.00	56029674	0	100.00	0.0000
Public-Institutions	E-Voting	13896317	12663177	91.1261	11089886	1573291	87.5759	12.4241
	Poll		--	--	--	--	--	--
	Postal Ballot		0	0	0	0	0.0000	0.0000
	Total		12663177	91.1261	11089886	1573291	87.5759	12.4241
Public- Non Institutions	E-Voting	13578753	4729291	34.8286	4729287	4	99.9999	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot		947496	6.9777	947496	0	100.00	0.0000
	Total		5676787	41.8063	5676783	4	99.9999	0.0000
Total		83504744	74369638	89.0603	72796343	1573295	97.8845	2.1155

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(b) General:

Particulars	No. of postal ballot forms including e-Voting	Total No. of shares	% to total shareholdings
Total postal ballot forms mailed / e-mailed	7914	83504744	100.00
Total No. of Postal Ballot forms including e-voting received	113	74369638	89.0603
Total No. of members who abstained from voting including e-voting	0	0	--

5. Details of votes in Favour/Against / Invalid and Abstained as per postal ballot forms, including e-voting, received by the Company:

Mode	Ballots Received	Total Votes Cast	In favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	80	73422142	57	71848847	23	1573295	0	0
Physical	33	947496	33	947496	0	0	0	0
Total	113	74369638	90	72796343	23	1573295	0	0

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	90	72796343	97.8845	23	1573295	2.1155

7. The postal ballot and all other papers relating to postal ballot, shall be under my safe custody till the chairman signs the minutes and thereafter, the ballot papers and other related papers or register shall be handed over to Mr. Bharat Sanghavi, Company secretary of the Company.
8. Accordingly, the above Special Resolution as set out in the Postal Ballot Notice dated August 1, 2016 stands approved by the members of the Company with requisite majority.
9. You may accordingly declare the results of the voting by Postal Ballot and E-voting.

Thanking you,

Date: September 8, 2016.
Place: Mumbai



For Vsundaram & Co.

Dhara Solanki

Dhara Solanki
Practicing Company Secretary
M. No. 29177; COP 12475