

SEC/24/2017-18

June 15, 2017

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. 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

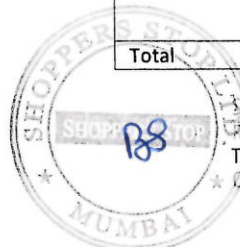
Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the approval of the members of the Company was sought by means of postal ballot and e-voting, authorizing the Board of Directors of the Company or Committee thereof to (i) give any loans to any person or other body corporate and/or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person and/or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto (i) maximum amount of Rs. 1,135 Crore (Rupees One Thousand One Hundred Thirty Five Crore), or (ii) the maximum limits so prescribed under Section 186 of the Companies Act, 2013 (as may be amended from time to time), whichever is higher.

The Company had engaged the services of Karvy Computershare Private Limited for providing e-voting facilities in a secure manner and had appointed Mr. Soumitra Mujumdar, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner.

The Scrutinizer has carried out the scrutiny of all the Postal Ballot Forms received and votes casted for and against by means of E-voting upto the last date for receipt i.e. Wednesday, June 14, 2017 and submitted his report on Thursday, June 15, 2017.

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 May 5, 2017, were announced on June 15, 2017.			
Total number of Shareholders on record date i.e.					:	7,994			
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: (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 and Promoter Group	E-Voting	56,029,674	56,029,674	100.0000	5,602,9674	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		56,029,674	100.0000	56,029,674	0	100.0000	0.0000	
Public-Institutions	E-Voting	14,831,056	12,191,537	82.2028	11,780,977	410,560	96.6324	3.3675	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		12,191,537	82.2028	11,780,977	410,560	96.6324	3.3675	
Public- Non Institutions	E-Voting	12,644,014	4,407,180	34.8559	4,007,030	400,150	90.9204	9.0795	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot		1,218,832	9.6396	1,217,473	1,359	99.8884	0.1115	
	Total		5,626,012	44.4955	5,224,503	401,509	92.8633	7.1367	
Total		83,504,744	73,847,223	88.4348	73,035,154	812,069	98.9003	1.0997	



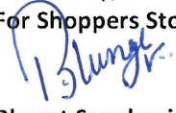
We enclose herewith Scrutinizer's Report dated June 15, 2017.

Accordingly, the aforesaid Special Resolution as set out in the Postal Ballot Notice dated May 5, 2017 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



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).

Soumitra B. Mujumdar

BFT, PGDIB, ACS

Practising Company Secretary



SCRUTINIZER'S REPORT

Shoppers Stop Limited
Umang Tower, 5th Floor,
MindSPACE, Off Link Road,
Malad (West), Mumbai - 400 064.

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, as amended.

1. I, Soumitra B. Mujumdar, Practicing Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Shoppers Stop Limited (the Company) on May 5, 2017, 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 to (i) give any loans to any person or other body corporate and/or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person and/or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto (i) maximum amount of Rs.1,135 Crore (Rupees One Thousand One Hundred Thirty Five Crore) or (ii) the maximum limits so prescribed under Section 186 of the Companies Act, 2013 (as may be amended from time to time), whichever is higher.

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, May 16, 2017 to 5.00 p.m. on Wednesday, June 14, 2017.

Soumitra B. Mujumdar
BFT, PGDIB, ACS
Practising Company Secretary



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 May 15, 2017 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 aforesaid Special Resolution.
 - Particulars of all the Postal Ballot Forms received from the Members have been entered in 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 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 May 5, 2017.
 - All postal ballot forms received and all votes casted on e-voting through KCPL up to 5.00 p.m. on June 14, 2017, 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 (i) give any loans to any person or other body corporate and/or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person and/or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto (i) maximum amount of Rs.1,135 Crore (Rupees One Thousand One Hundred Thirty Five Crore) or (ii) the maximum limits so prescribed under Section 186 of the Companies Act, 2013 (as may be amended from time to time), whichever is higher.							
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 outstandi ng 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	100.0000	56029674	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56029674	100.0000	56029674	0	100.0000	0.0000
Public- Institutions	E- Voting	14831056	12191537	82.2028	11780977	410560	96.6324	3.3675
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12191537	82.2028	11780977	410560	96.6324	3.3675
Public- Non Institutions	E- Voting	12644014	4407180	34.8559	4007030	400150	90.9204	9.0795
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		1218832	9.6396	1217473	1359	99.8884	0.1115
	Total		5626012	44.4955	5224503	401509	92.8633	7.1367
Total		83504744	73847223	88.4348	73035154	812069	98.9003	1.0997

Soumitra B. Mujumdar

BFT, PGDIB, ACS

Practising Company Secretary



(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	7994	83504744	100
Total No. of Postal Ballot forms including e-voting received	187	73847225	88.43
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	88	72628391	62	71817681	26	810710	0	0
Physical	99	1218834	88	1217473	10	1359	1	2
Total	187	73847225	150	73035154	36	812069	1	2

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	150	73035154	98.9003	36	812069	1.0997

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 May 5, 2017 stands approved by the members of the Company with requisite majority.

1 Office Address: 12A-09 & 12A-09A, Parinee Cresenzo, Plot No.C 38/39, G Block, Behind MCA Club, BKC, Bandra (E), Mumbai - 400051



Soumitra B. Mujumdar

BFT, PGDIB, ACS

Practising Company Secretary



You may accordingly declare the results of the voting by Postal Ballot and e-Voting.

Thanking you,



Soumitra Mujumdar
Practising Company Secretary
Membership Number: 30938
Certificate of Practice: 12363

For SHOPPERS STOP LIMITED

Authorized Signatory

Date: June 15, 2017

Place: Mumbai