

SEC/002/2013-14

October 7, 2013

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
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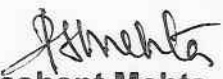
Dear Sir,

Pursuant to provisions of the Listing Agreement, enclosed please find herewith certified true copy of minutes of the Postal Ballot results announced by the Company on September 13, 2013 at 10 a.m. at its registered office at Eureka Towers, 9th floor, B-wing, Mindspace, Link road, Malad (West), Mumbai – 400 064.

We request you to kindly take the same on record.

Thanking You,

**Yours truly,
For Shoppers Stop Limited.**


Prashant Mehta
Vice President – Legal &
Company Secretary

Encl: aa

HELD AT _____ ON _____ TIME _____

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT OF SHOPPERS STOP LIMITED CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF RESOLUTIONS BY POSTAL BALLOT) RULES 2011 HELD ON SEPTEMBER 13, 2013 AT 10.00 A.M. AT ITS REGISTERED OFFICE AT EUREKA TOWERS, B-WING, 9TH FLOOR, MINDSPACE, LINK ROAD, MALAD (WEST), MUMBAI - 400 064.

PRESENT:

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|---------------------------|---------------------------------|
| 1. Mr. C. L. Raheja | Chairman |
| 2. Mr. Prashant Mehta | V. P. Legal & Company Secretary |
| 3. Mr. Sanjay Chakravarti | Member |
| 4. Mr. Bharat Sanghavi | Member |

The Chairman informed that the Board of Directors of the Company based on the recommendations of Remuneration/ Compensation Committee at their meetings held on July 30, 2013, has, subject to approval by the members, approved the re-appointment of Mr. Govind Shrikhande, as a Managing Director, designated as a 'Customer Care Associate & Managing Director' of the Company for a further period of 3 (three) years with effect from July 29, 2013, on such terms and conditions as stated in the resolution to be approved by the members, as mentioned in the Postal Ballot Notice dated July 30, 2013.

Accordingly vide Postal Ballot Notice dated July 30, 2013, the draft resolution and the Explanatory Statement pursuant to Section 192A(2) and Section 173(2) of the Act and Rule 5 read with Rule 3 of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, setting out all material facts pertaining to the proposed Resolution were sent to the members along with a Postal Ballot Form for their consideration.

Mr. Sundaram Vasudevan, Practicing Company Secretary, was appointed as a Scrutinizer for conducting the voting through Postal Ballot including e-voting through National Securities Depository Limited (NSDL) in a fair and transparent manner and in accordance with the applicable law.

After due scrutiny of all the postal ballot forms received and e-voting, Mr. Sundaram Vasudevan submitted his report dated September 12, 2013 to Mr. Prashant Mehta, Vice President - Legal & Company Secretary, an authorized official appointed by the Board, for announcement of results of the Postal Ballot. The brief of results are as under:

In favour			Against			Total No. of shares
No. of Postal Ballot Forms	No. of Votes	%	No. of Postal Ballot Forms	No. of Votes	%	
168	71,347,246	99.999	2	40	00.001	71,347,286

Mr. Prashant Mehta, Vice President - Legal & Company Secretary, after receiving the Scrutinizer's Report, announced that Special Resolution as mentioned in the Postal Ballot Notice dated July 30, 2013 and reproduced hereunder, was duly passed by the requisite majority.

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CHAIRMAN'S INITIALS

HELD AT

ON

TIME

Re-appointment of Mr. Govind Shrikhande as a Managing Director of the Company.

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications(s) or re-enactment thereof, the notification bearing no. G.S.R. 534(E) dated July 14, 2011 read with the clarification bearing no. F. No. 14/11/2012-CL-VII dated August 16, 2012, both issued by the Government of India, Ministry of Corporate Affairs and any circulars or notifications issued thereunder from time to time), (hereinafter referred to as "the Act"), and subject to the approval of the Central Government, if required, consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Govind Shrikhande as a Managing Director of the Company, designated as 'Customer Care Associate & Managing Director' for a period of 3 (three) years commencing from July 29, 2013 and for the payment to Mr. Shrikhande, remuneration by way of salary, performance-linked incentive/ reward or bonus, perquisites and other allowances or any combination thereof, which shall not exceed five percent of the net profits of the Company, as computed in the manner laid down in Sections 349 and 350 and other applicable provisions, if any, of the Act for the respective financial year.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Govind Shrikhande as 'Customer Care Associate & Managing Director', the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Govind Shrikhande, the above remuneration by way of salary, performance-linked incentive/ reward or bonus, perquisites and other allowances or any combination thereof, as minimum remuneration, or such remuneration as may be decided by the Board / Remuneration Committee, subject however, to the provisions of Schedule XIII of the Act read with the notification bearing no. G.S.R. 534(E) dated July 14, 2011 read with the clarification bearing no. F. No. 14/11/2012-CL-VII dated August 16, 2012, both issued by the Government of India, Ministry of Corporate Affairs and any circulars or notifications issued in relation or pursuant thereto, and/or the approval of the Central Government, if required, as the case may be.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby empowered to decide the remuneration within the ceiling mentioned above to any amount and other retirement benefits as may be recommended by the Remuneration/ Compensation Committee.

RESOLVED FURTHER THAT Mr. Govind Shrikhande be entitled to employee stock options as may be granted under Employee Stock Option Scheme(s) of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and deal with all such matters and take all such steps as may be necessary for giving effect to the above resolution."

The above results were announced by the Chairman on Friday, September 13, 2013.

Place: Mumbai

Date: September 13, 2013


Chairman

CHAIRMAN'S INITIALS