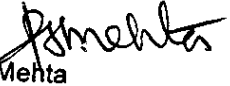


Certified True Copy

For Shoppers Stop Limited


Prashant Mehta

Vice President - Legal

& Company Secretary & Service Office : Eureka Towers, B Wing, 9th Floor, Mindspace, Link Road, Malad (West), Mumbai – 400 064.

SHOPPERS STOP

START SOMETHING NEW

Shoppers Stop Limited

POSTAL BALLOT NOTICE

(Notice pursuant to section 192A of the Companies Act, 1956)

Notice is hereby given that the draft Resolution as set out herein below shall be passed through Postal Ballot in accordance with the provisions of Section 192A and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and the Board of Directors of the Company (the "Board") proposes the same for the approval of shareholders.

An 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 are annexed hereto along with a Postal Ballot Form for consideration of the shareholders. The Board has appointed Mr. Sundaram Vasudevan, Practicing Company Secretary, as the Scrutinizer for conducting the voting through the Postal Ballot process in a fair and transparent manner and in accordance with the applicable law.

In compliance with clause 35B of the Listing Agreement and provisions of Section 192A of the Act read with the said Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility for its Shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Shareholders. In case a Shareholder has voted through e-voting facility, he is not required to send the physical Postal Ballot Form. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer the instructions for e-voting given in Notes for the process and manner in which e-voting is to be carried out. However, in the event that a Shareholder votes through the e-voting facility and also despatches the physical Postal Ballot Form, which is received within the time frame stipulated herein, the decisions contained in the valid physical Postal Ballot Form shall prevail.

Shareholders opting to vote through physical mode; i.e. sending the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.30 p.m on September 11, 2013, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman or the Managing Director or the Company Secretary of the Company and such person, as authorized, shall announce the result of the Postal Ballot at the Registered Office of the Company at 10.00 a.m. on September 13, 2013 and the same will be published in English and Marathi newspaper thereafter.

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

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"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."

By Order of the Board of Directors

Prashant Mehta
Vice – President Legal &
Company Secretary

Mumbai, July 30, 2013

Registered & Service Office:

Eureka Towers, B Wing, 9th Floor, Mindspace,
Link Road, Malad (West), Mumbai – 400 064.

Notes:

1. The Explanatory Statement pursuant to Section 173(2) and Section 192A of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Notice is being sent to all Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on August 2, 2013. The voting rights of Shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on August 2, 2013.
3. The Board of Directors has appointed Mr. Sundaram Vasudevan, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from NSDL:

- (i) Open e-mail and PDF file viz; "SSL e-Voting.pdf" with your Client ID or Folio No. as a password. The said PDF file contains your 'User ID' and 'Password' for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on "Shareholders- Login"
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Please note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on "e-Voting: Active Voting Cycles".
- (vii) Select "EVEN" of Shoppers Stop Limited for casting your vote in favour of or against the resolutions.
- (viii) Now you are ready for e-Voting as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed. Kindly note that vote once cast cannot be modified.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail csvsundaram1@yahoo.com, with a copy marked to evoting@nsdl.co.in.



- (b) In case of Shareholders' receiving Postal Ballot Form by Post:
- Initial password is provided in the table given in the Postal Ballot Form.
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast your vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- Shareholders who have registered their e-mail ID for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or obtain postal ballot from Karvy Computershare Private Limited, Registrar & Transfer Agent, situated at 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer.
 - Kindly note that Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholder cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
 - The voting period ends on September 11, 2013 (5.30 p.m). The e-voting module shall also be disabled by NSDL for voting thereafter.
 - Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the enclosed self-addressed postage pre paid business reply envelope, so as to reach the Scrutinizer not later than 5.30 p.m on September 11, 2013. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. The Postal Ballot Forms received after 5.30 p.m. on September 11, 2013 will be strictly treated as if reply from such shareholder has not been received.
 - The necessary documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days of the Company excepting public holidays, Saturdays and Sundays between 11.00 a.m and 1.00 p.m up to September 11, 2013.

EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTIONS 192A(2) and 173(2) OF THE COMPANIES ACT, 1956.

Mr. Govind Shrikhande was appointed as a Managing Director, designated as a 'Customer Care Associate & Managing Director' of the Company for a period of 3 years w.e.f. July 29, 2010, by Shareholders of the Company by way of postal ballot on October 27, 2010. Prior to his appointment as a Managing Director of the Company, Mr. Shrikhande was Executive Director and CEO of the Company.

Based on the recommendations of Remuneration/ Compensation Committee and Board of Directors of the Company at their meetings held on July 30, 2013, has, subject to approval by the shareholders, 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 remuneration as stated in the resolution to be approved by the shareholders.

The broad terms and conditions of remuneration for Mr. Govind Shrikhande are as follows:

- Remuneration: Mr. Shrikhande will be paid remuneration for a period of three years w.e.f. July 29, 2013 in accordance with the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Act and Schedule XIII thereto, 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 of the Act for the respective financial year. The remuneration for Mr. Shrikhande for the financial year 2013-14 has been approved by the Remuneration/ Compensation Committee and Board of Directors as a sum of moneys not exceeding Rs. 36,973,042/-. The remuneration for financial years 2014-15 and 2015-16 and part of 2016-17 (i.e upto July 28, 2016) shall be determined by the Remuneration/ Compensation Committee & Board of Directors having regard to the provisions of the resolution approved by the shareholders.
- Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the tenure of Mr. Govind Shrikhande, 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 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 and 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 that may be issued in relation or pertaining thereto and/or the approval of the Central Government, if required, as the case may be.

- (iii) Powers of the Board to decide the remuneration: Notwithstanding anything stated herein above, the Board is empowered to decide the remuneration within the ceiling mentioned above to any amount as may be recommended by the Remuneration/ Compensation Committee and approved by the Board that they consider reasonable. The Board's powers are absolute in this regard.

Mr. Govind Shrikhande shall perform such duties as shall, from time to time, be entrusted to him, subject to overall supervision, guidance and control of the Board of Directors of the Company.

This may also be treated as an abstract of the terms and conditions of Mr. Govind Shrikhande, as a Managing Director and the memorandum of interest of Director therein, pursuant to provisions of Section 302 of the Companies Act, 1956.

The approval of shareholders is being sought for re-appointment of Mr. Govind Shrikhande as Managing Director of the Company for a period of three years w.e.f. July 29, 2013 on the terms and conditions and remuneration as set out hereinabove.

The information as required in the terms of Schedule XIII of the Companies Act, 1956 are as under:

I. GENERAL INFORMATION

- Nature of Industry :** The Company is in the business of operating Departmental stores. Shoppers Stop is in the flagship business of departmental stores. The Company retails products of domestic and international branded apparel, footwear, perfumes, cosmetics, jewellery, leather products, accessories, home products, electronics, books, music and toys in our stores and also retails apparel, footwear, fashion jewellery, leather products, accessories and home products of our own private label. These are complemented by café, food, entertainment, personal care and various beauty related services. Promotions and events are an integral part of our service offerings to our customer, which helps us create a unique shopping experience. Currently, the Company has sixty one (61) Shoppers Stop stores across the country (including three airport stores) and fifteen (15) stores under the name "HomeStop". Over the years, the Company has also begun operating a number of speciality stores, namely, Mothercare, Estee Lauder, MAC, Clinique and Bobbi Brown.
- Date of commencement of commercial production:** The Company was incorporated on June 16, 1997 and has already commenced its business of Departmental stores.
- Export performance and net foreign exchange collaborations:** The Company doesn't have any export earnings. However, a very small portion of its earnings is in foreign exchange from the sale of its merchandise to its customers.
- Foreign investments or collaborators, if any:** 9.24% of the share capital of Company as on June 30, 2013 is held by non-resident Indians and Foreign Institutional Investors.
- Financial Performance of the Company during the last five years is as under:**

Sr. No.	Financial Year	Sales (Rs. In Crores)
1	2008-09	1,317.98
2	2009-10	1,478.01
3	2010-11	1,817.53
4	2011-12	2,060.61
5	2012-13	2,410.86

II. INFORMATION ABOUT THE APPOINTEE

Mr. Govind Shrikhande, 52, is the Managing Director of the Company. He is a graduate of Textile Technology from Veermata Jijabai Technological Institute (VJTI), Mumbai, and is a management graduate from Symbiosis Institute of Business Management, Pune. Mr. Shrikhande has been with the Company for more than twelve years and has played a key role in our Company's growth from 7 stores in the year 2001 to 76 stores (including 15 HomeStop stores) till date. He was also instrumental in re-branding initiative of the Department Store format – Shoppers Stop in the year 2008, which reinvigorated the brand market positioning, product and service offerings. Mr. Shrikhande's strong performance as head of Shoppers Stop, his passion for developing innovative products and services, and his emphasis on creating an enjoyable workplace for employees was recognised in 2009 with the prestigious Clothing Manufacturers of India "Retail Professional of the Year" Award and the "Most Admired Fashion Retail Professional of the Year Award" at the IFA 2010. In 2012, Mr. Shrikhande was awarded "The Movers of Time Award" for his outstanding contribution to the



field of Horology and also the "Rashtriya Udyog Ratna Award".

Under his leadership, the Company has won several awards inter alia as follows :

- Leadership Governance Award in service category at Qimpro Best Prax Conclave, 2012.
- Most Trusted Retailer of the Year – Popular choice at ET Retail Awards.
- Best online Retailer of the year (Department store) by ET Now.
- Department store of the Year at the Star Retail Award, 2011.
- Most Admired Beauty Products Retailer of the Year at Images Beauty & Wellness Awards.
- Direct Marketing Campaign of the Year, Loyalty Summit Award.
- Most respected Company in retail sector by Business World.
- Best Retail Marketing Campaign of the year Award and Customer Loyalty Programme award at 7th Reid and Taylor Awards for retail excellence at Asia Retail Forum.

Before joining Shoppers Stop, Mr. Shrikhande spent more than 16 years working in leading textile and apparel companies, such as Mafatlal, Arvind, Arrow and Bombay Dyeing. His most exciting projects include being a member of the marketing team that created the Denim Revolution in India in the 90s and helping to make Arrow the No.1 shirt brand in India's premium category.

Mr. Shrikhande, Managing Director, is responsible for operations and affairs of the Company. Taking into consideration, his qualifications, expertise and experience, the Managing Director is best suited for the responsibilities assigned to him by the Board of Directors.

Mr. Shrikhande was paid Rs. 3,38,90,924/- as remuneration for the financial year 2012-13. For the financial year 2013-14, the Company proposes to pay him remuneration not exceeding Rs.36,973,042/-.The remuneration for the financial years 2014-15, 2015-16 and part of 2016-17(i.e upto July 28, 2016) shall be determined by the Remuneration/ Compensation Committee & Board of Directors having regard to the provisions of the resolution approved by the shareholders.

Taking into the consideration the size of the Company, the profile of Mr. Govind Shrikhande, the responsibilities shouldered by him and the industry benchmarks, the remuneration paid / proposed to be paid is commensurate with the remuneration package paid to senior level counterparts of Mr. Shrikhande in other similar companies.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Govind Shrikhande is a professional and does not have any interest in the capital of the Company directly or indirectly or through any other statutory structures. He holds 272,046 equity shares of Rs. 5/- each of the Company. These equity shares have been allotted to Mr. Shrikhande, upon exercise of the Employee Stock Options granted to him, from time to time.

Mr. Shrikhande does not have any pecuniary relationship directly or indirectly with the Company, except for receiving remuneration as a Managing Director of the Company. He does not have any relationship with the directors or promoters of the Company.

List of other Directorships held by Mr. Shrikhande is as under:

- 1) Hypercity Retail (India) Limited
- 2) Crossword Bookstores Limited
- 3) Shopper's Stop .Com (India) Limited
- 4) Shopper's Stop Services (India) Limited
- 5) Upasna Trading Limited
- 6) Retailers Association's Skill Council of India

List of chairmanship/ membership of committee in other companies are as follows:

Sr. No.	Name of the Company	Type of Committee	Position
1	Hypercity Retail (India) Limited	Finance Committee	Member
2	Crossword Bookstores Limited	Audit Committee	Member
		Finance Committee	Member
		Remuneration Committee	Member

III. OTHER INFORMATION

Reasons of loss and/ or inadequate profits, steps taken for improvement and expected increase in productivity and profits:

The Company's profitability has been affected to a large extent due to certain reasons. The key reasons have been summarized as under.

During the financial year 2012-13, the Company has achieved EBIDTA of Rs.130.81 crores & PAT of Rs. 39.17 crores. The Company achieved 17% growth in sales & 19% growth in margin on sales. The gross margin increased by 0.50% in financial year 2012-13.



However, there is de-growth in EBITDA & PAT 9% & 39% respectively. The factors which led to de growth in profitability are as below.

1. During financial year 2011-12, the Company opened 13 new stores. This is a record opening of new stores in any financial year since inception of your Company. Further, during financial year 2012-13, the Company opened 5 more new stores. Based on our previous experience, we have seen that new stores takes approximately 24 months to break even at store level, hence these new stores create a short term drag effect on the profitability of the Company.
2. During the first half of financial year 2012-13, like-to-like store sales growth of departmental stores business was very low, at approximately 3%. This was primarily pursuant to overall slowdown in the Indian economy, increase in inflationary pressures surrounding increase in oil prices and slow pace of counter inflationary measures, subdued customer sentiment and low consumption as well as the uncertainty in the domestic and global economy. In the second half of financial year 2012-13, the like-to-like sales growth of departmental stores business rose to an impressive 12%. The Company therefore achieved like to like yearly sales growth of 7.4%.

The Company believes that the 18 new stores opened in last two financial years would break even over next 12 to 18 months. Further, if the Company continues to open new stores aggressively based on aggressive property delivery by landlords for signed up properties over next two financial years, then the profitability of the Company would, to the extent of addition of new stores, be impacted considering growth centric mode of the business. However, the expansion strategy is inevitable in view of the requirement of increasing footprint of the Company in line with increasing urbanization of tier 1 and tier 2 cities, increase in the market share of the Company and the opening of window for foreign direct investment into multi brand retail.

To improve productivity, the Company has focused efforts on improving the shopping experience of customers in its stores by enhancing responsiveness and efficiency of its employees, and has accordingly, spent substantial efforts in training its staff, which the Company believes would lead to increased customer satisfaction and loyalty, while also generating enhanced footfalls and sales in the existing stores through word-of-mouth publicity by existing customers. For instance, the billing procedure in all our stores has been made quicker and more efficient, reducing the wait time at checkout counters. The store layout has been modified to increase the ability of customers to browse and select merchandise of their choice, and the product range has been expanded to meet the demand for greater variety. We believe that all these measures will work over time in all our stores to increase productivity, and thereby, profitability of the stores.

The Company believes that by over a period of time, all the new initiatives will start delivering expected profits bringing the Company's profitability, as a whole, back to very healthy levels.

IV. DISCLOSURES

The remuneration offered to Mr. Shrikhande shall be as stated above. The said remuneration is being offered subject to the consent of the shareholders of the Company and the approval of the Central Government, if required as the case may be.

The Remuneration / Compensation Committee and Board of Directors of the Company recommend the passing of this Special Resolution.

No Director, except Mr. Govind Shrikhande, is deemed to be interested or concerned in his re-appointment and remuneration payable to him as a 'Customer Care Associate & Managing Director' of the Company.

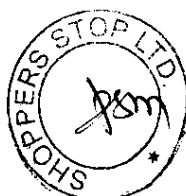
By Order of the Board of Directors

Prashant Mehta
Vice – President Legal &
Company Secretary

Mumbai, July 30, 2013

Registered & Service Office:

Eureka Towers, B Wing, 9th Floor, Mindspace,
Link Road, Malad (West), Mumbai – 400 064.



SHOPPERS STOP

EVER'S START SOMETHING NEW

Shoppers Stop Limited

Registered and Service Office : Eureka Towers, B wing, 9th Floor, Mindspace, Link Road, Malad (West), Mumbai 400 064.

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

SERIAL No.

1. Name(s) of Shareholder(s)/
Beneficial owner(s) (including joint
holders, if any) (in block letters),

2. Registered Address of the
Sole/First named Shareholder
/ Beneficial Owner

3. Registered Folio No. or
DP ID No./Client/ID No.*
(*Applicable to Shareholder holding
shares in dematerialized form)

4. Number of shares held

5. I / We hereby exercise my / our vote in respect of resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice dated July 30, 2013, of the Company by conveying my/ our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Description	No. of Shares held	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Re-appointment of Mr. Govind Shrikhande as a Managing Director of the Company for a period of three years w.e.f. July 29, 2013.			

Place:

Date:

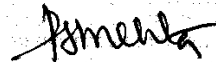
(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Certified True Copy

For Shoppers Stop Limited


Prashant Mehta
Vice President - Legal
& Company Secretary

INSTRUCTIONS

1. A Shareholder desiring to exercise his/her vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. However, any envelope containing postal ballot form, if deposited in person or if sent by courier at the expense of the Shareholder will also be accepted.
2. The pre-paid self-addressed envelope bears the postal address of the Scrutinizer appointed by the Company.
3. This Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company or furnished by the National Securities Depository Ltd./ Central Depository Services (India) Ltd., as the case may be in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column, as the case may be, before mailing the Postal Ballot Form. Incomplete, unsigned, improperly or incorrectly tick marked (✓) Postal Ballot Form shall be rejected. The assent or dissent received in any other form shall not be considered valid.
5. Kindly ensure that the duly completed Postal Ballot Form reaches the Scrutinizer not later than 5.30 p.m. on Wednesday, September 11, 2013. The postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders as on the cut-off date i.e. August 2, 2013.
7. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authority.
8. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed postage pre-paid self-addressed envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.