

# Notice of the Annual General Meeting

Notice is hereby given that the Seventeenth Annual General Meeting of the members of Avenue Supermarts Limited will be held on Wednesday, 6<sup>th</sup> September, 2017 at 11.00 A.M. at Nehru Centre Auditorium, Discovery of India Building, Ground Floor, Dr. Annie Besant Road, Worli, Mumbai- 400 018 to transact the following business:

## ORDINARY BUSINESS:

### 1. ADOPTION OF ACCOUNTS:

- a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon;
- b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of Auditors thereon;

### 2. RETIRE BY ROTATION:

To appoint a Director in place of Mr. Elvin Machado (DIN: 07206710), who retires by rotation and being eligible offers himself for re-appointment;

### 3. APPOINTMENT OF STATUTORY AUDITORS:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 made thereunder (including any statutory modification(s)/ enactment/ re-enactment(s) for the time being in force), S R B C & Co LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) be and are hereby appointed as the Statutory Auditors of the Company, in place of Dalal & Shah LLP, Chartered Accountants, (Firm Registration No.: 102021W), the retiring Statutory Auditors, for a period of five consecutive years to hold office from conclusion of Seventeenth Annual General Meeting till the conclusion of Twenty Second Annual General Meeting, subject to ratification of their appointment by the members as may be applicable, in subsequent Annual General Meeting(s), on such remuneration as maybe recommended by the Audit

Committee and decided by the Board of Directors in consultation with the Auditors.”

## SPECIAL BUSINESS:

### 4. COMMISSION TO THE INDEPENDENT DIRECTORS OF THE COMPANY:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 149(9), 197 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of shareholders be accorded to make payment to the Independent Directors of the Company on annual basis, of such remuneration by way of commission, the aggregate of which shall not exceed one percent of the Net Profit of the Company per annum computed in the manner prescribed under Section 198 of the Companies Act, 2013, in such amount and proportion and in such manner and in all such respects as may be determined by the Board of Directors (Board shall include Nomination and Remuneration Committee) from time to time, in addition to the sitting fees for attending the meetings of the Board of Directors or the Committees thereof for a period of five years commencing from 1<sup>st</sup> April, 2017.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee shall have further liberty to vary the amount payable to the Independent Directors by way of commission and recommend the same to the Board for their approval, provided that such amount shall be within the ceiling limit of one percent of the Net Profit of the Company per annum computed in the manner prescribed under Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee of the Company be and is hereby authorised to take all such steps and do all such things including settling or resolving any doubts as may be required from time to time in connection with the aforesaid resolution and matters related thereto.”

## 5. OFFER AND ISSUE OF SECURED, RATED, CUMULATIVE, REDEEMABLE, NON-CONVERTIBLE DEBENTURES:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules under the Act (including statutory modification thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions, permissions, laws, rules regulations, guidelines, as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions and subject to the total borrowings of the Company not exceeding the borrowing powers approved by the members under Section 180(1)(c) of the Act, consent of the members of the Company be and is hereby accorded to the Board (hereinafter which term shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) to offer, issue and allot secured, rated, cumulative, redeemable non-convertible debentures (the “Debentures”) aggregating up to ₹ 10,000,000,000/- (Rupees One Thousand Crore only) on private placement basis, in one or more tranches, during a

period of one year from the conclusion of this meeting and with such ranking and seniority and on such other terms and conditions as the Board may approve or authorize, in the exercise of its authority and discretion in terms of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters as things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and including without limitation, for matters connected therewith or incidental thereto and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writing, as may be required in this regard and to delegate all or any of these powers to Board, and/or any other officer(s) of the Company.”

By order of the Board of Directors of  
**Avenue Supermarts Limited**

**Ashu Gupta**  
Company Secretary  
Membership No. 13449

Place: Thane  
Date: 22<sup>nd</sup> July, 2017

**Registered Office:**  
Anjaneya CHS Limited, Orchard Avenue  
Opp. Hiranandani Foundation School,  
Powai, Mumbai – 400 076  
**CIN:** L51900MH2000PLC126473  
**Tel No.:** 022-40496500  
**Fax No.:** 022-40496503  
**Website:** www.dmartindia.com  
**Email Id:** investorrelations@dmartindia.com

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent, of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the Special Businesses in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
4. Statement giving details of the Director seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").
5. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. Members /Proxies/ Authorised Persons attending the Annual General Meeting (AGM) of the Company are requested to hand over the Attendance Slip, duly filled in for admission to the AGM hall.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members holding Shares in demat/electronic form are requested to write their Client ID and DP ID and those holding Shares in physical form are requested to write their

folio number in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting hall.

9. Members may also note that the Notice of the Seventeenth Annual General Meeting and the Company's Annual Report 2016-17 will be available on the Company's website, www.dmartindia.com. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc. shall remain open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.
10. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
11. The Register of Members and Transfer Books of the Company will be closed from Thursday, 31<sup>st</sup> August, 2017 to Wednesday, 6<sup>th</sup> September, 2017 (Both days inclusive).
12. Members holding shares of the Company as on Wednesday, 30<sup>th</sup> August, 2017, shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
13. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder. The copies of the accounts of subsidiaries required by any shareholders will be provided on written request to the Company Secretary of the Company at the Registered Office of the Company.
14. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2016-17 are being sent by e-mail to those Members who have registered their e-mail address with the Company or Registrar and Share Transfer Agent or Depository Participant unless any Member has requested for the hard copy of the same. Physical copies of the Annual Report will be sent by way of permitted modes in case where the email addresses of the Members are not registered.
15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Link Intime India Private Limited to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime India Private Limited at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083.

16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent, Link Intime India Private Limited.
17. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India Private Limited for assistance in this regard.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

18. Information and other instructions relating to voting through electronic means:
- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means and the business may be transacted through e-voting services, the said resolutions will not be decided on a show of hands at the AGM.
- b. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
- c. The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- d. The Company has appointed Mr. Himanshu S. Kamdar (Membership No. 5171), Partner of M/s. Rathi

& Associates, Practicing Company Secretaries, as scrutinizer (the "Scrutinizer") for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.

- e. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- f. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
- g. The remote e-voting period commences on Saturday, 2<sup>nd</sup> September, 2017 (9:00 a.m.) and ends on Tuesday, 5<sup>th</sup> September, 2017 (5:00 p.m). During this period members of the Company, holding shares as on the cut-off date of Wednesday, 30<sup>th</sup> August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**The process and manner for remote e-voting are as under:**

- A. In case a Member receives an email from NSDL for members whose email ID's are registered:
- i. Open the email and open PDF file with your Client Id or Folio No. as 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. If you are already registered with NSDL for e-voting, then you can use your existing User Id and Password for casting your vote and shall not receive the pdf file.

**NOTE:** Shareholders who forgot the User details / Password can use "Forgot User details / Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com>.

In case Shareholders are holding shares in demat mode, User ID is the combination of (DPID + Client ID).

In case Shareholders are holding shares in physical mode, User ID is the combination of (Even No + Folio No.).

- v. If you are logging in for the first time, please enter the User ID and Password provided in the PDF file attached with the e-mail as initial password. The

Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential. If you forget your password, you can reset it using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).

- vi. Once the e-voting home page opens, click on e-Voting > Active Voting Cycles.
- vii. Select “EVEN” (E-voting Event Number) of Avenue Supermarts Limited. Now you are ready for e-voting as ‘Cast Vote’ page opens.
- viii. Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
- ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
- x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of 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 to [hsk@rathianassociates.com](mailto:hsk@rathianassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- xii. In case of any queries, members may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no: 1800-222-990. Members can also contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, to resolve any grievances with regard to e-voting, Tel no: 022-2499 4545, email-id : [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in).

the Company as on the cut-off date of Wednesday, 30<sup>th</sup> August, 2017.

- v. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 30<sup>th</sup> August, 2017 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- vi. A person, whose name is recorded in the register of members or in the register of beneficial owners as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- vii. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman/Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- viii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.dmartindia.com](http://www.dmartindia.com) and on the website of NSDL [www.evoting.nSDL.com](http://www.evoting.nSDL.com) immediately after the declaration of result by the Chairman/Managing Director or a person authorized by him in writing. The Company shall simultaneously forward the results to National Stock Exchange Limited of India and BSE Limited, where the shares of the Company are listed.

**B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE OF AGM AND ATTENDANCE SLIP [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED OR REQUESTING PHYSICAL COPY]:**

- i. Initial password is mentioned in the Attendance Slip of the AGM (EVEN + User Id and Password).
- ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- iii. 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).
- iv. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of

By Order of the Board of Directors of  
Avenue Supermarts Limited

**Ashu Gupta**

Company Secretary  
Membership No. 13449

Place: Thane  
Date: 22<sup>nd</sup> July, 2017

**Registered Office:**

Anjaneya CHS Limited, Orchard Avenue  
Opp. Hiranandani Foundation School,  
Powai, Mumbai – 400 076

**CIN:** L51900MH2000PLC126473

**Tel No.:** 022-40496500

**Fax No.:** 022-40496503

**Website:** [www.dmartindia.com](http://www.dmartindia.com)

**Email Id:** [investorrelations@dmartindia.com](mailto:investorrelations@dmartindia.com)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 4

The Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') has entrusted new responsibilities on the Independent Directors and widened their duties and liabilities and enhanced their current role. In view of the valuable contribution made by them towards overall engagement with the Company on various policies, strategic and governance related issues, it is proposed to pay Commission to them.

According to provisions of the Section 197 of the Companies Act, 2013 and Regulation 17(6)(a) of the Listing Regulations, all fees/ compensation payable to Independent Directors shall require prior approval of the members of the Company.

Hence, it is proposed to seek approval of the members of the Company under Section 197 of the Companies Act, 2013 and Regulation 17 of Listing Regulations for payment of commission at the rate not exceeding one percent of the net profit of the Company computed in accordance with Section 198 of Companies Act, 2013 for a period of five years commencing from 1<sup>st</sup> April, 2017. This commission will be distributed as per the decision taken by the Board (including Nomination and Remuneration Committee) from time to time. The above payment of Commission shall be over and above the sitting fees paid to the Directors for attending the meeting of the Board/Committee thereof.

None of the Directors / Key Managerial Personnel of the Company / their relatives, except Independent Directors, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

### ITEM NO. 5:

In order to augment long term resources for financing, inter alia, for the strategic business expansion in future and for general corporate purposes, it is proposed to raise funds upto ₹ 1,000 crores by way of Issue of Secured, Rated, Non-Convertible, Cumulative, Redeemable Debentures.

Members may note that pursuant to Section 71 read with rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and subject to the provisions of Section 42 of the Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of

Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, a Company can issue securities on private placement basis only when the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company by a special resolution.

Further, sub-rule (2) of the said rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement basis, it shall be sufficient if the Company obtains prior approval of its members by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

It is proposed to authorize the Board (hereinafter which term shall be deemed to include any Committee constituted/to be constituted by the Board), to offer or invite subscription for secured, rated, cumulative, redeemable non-convertible debentures, in one or more series / tranches on private placement as may be required by the company from time to time for a period of one year from the date of passing the resolution.

Hence, the Board recommends and seeks approval for the resolution set out in Item No. 5 of the Notice by way of Special Resolution.

None of the Promoters, Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

By Order of the Board of Directors of  
**Avenue Supermarts Limited**

**Ashu Gupta**  
Company Secretary  
Membership No. 13449

Place: Thane  
Date: 22<sup>nd</sup> July, 2017

**Registered Office:**  
Anjaneya CHS Limited, Orchard Avenue  
Opp. Hiranandani Foundation School,  
Powai, Mumbai – 400 076  
**CIN:** L51900MH2000PLC126473  
**Tel No.:** 022-40496500  
**Fax No.:** 022-40496503  
**Website:** www.dmartindia.com  
**Email Id:** investorrelations@dmartindia.com

**BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH THE SECRETARIAL STANDARDS ("SS-2") AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

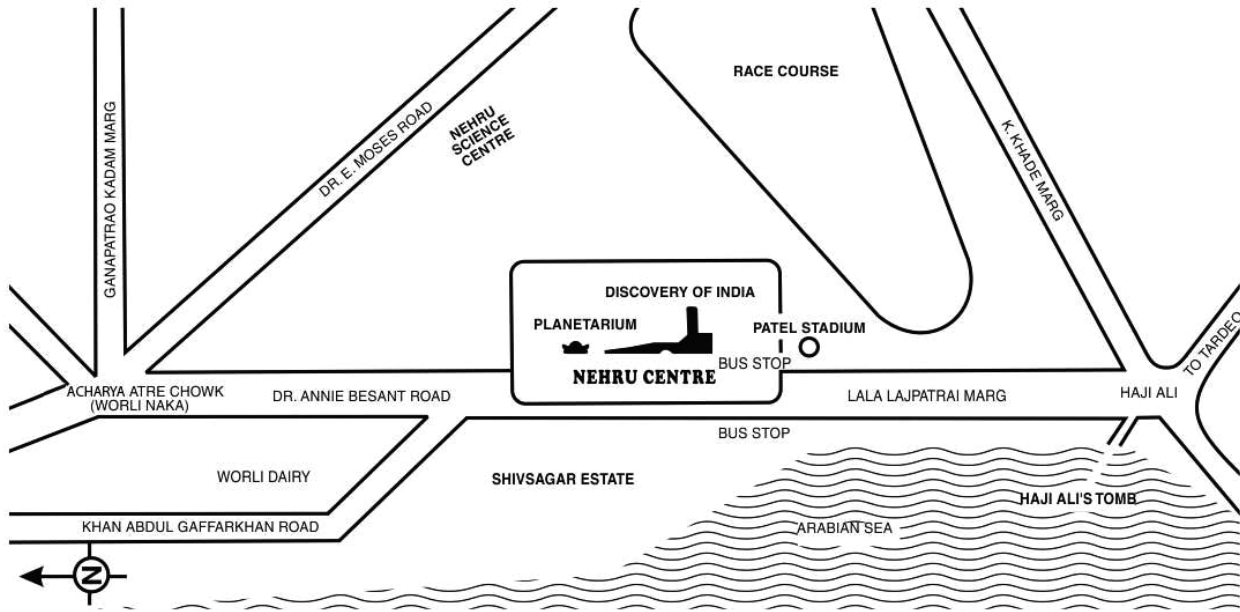
Name of the Director	Mr. Elvin Machado
Age	51 years
Date of Appointment on the Board	10 <sup>th</sup> June, 2015
Qualifications	M.A (Part I) in Economics
Nature of Expertise & Experience	Elvin Machado did his Graduation from St. Xavier's College - Mumbai in the year 1987 majoring in Economics and later completed M. A. (Part I) from Mumbai University.  Post the graduation, he worked as a "Statistician" with a Pharmaceutical Company. In 1988 joined FMCG giant HLL now Hindustan Unilever Limited as a Trainee Territory Sales In-charge promoted as Officer. Later he was posted at Lever House (HO) as Trade Marketing Executive from where he has supervised and monitored work in many locations across India. At Unilever, his last posting was as "Branch Operations Manager" at Kolkata Branch. Post 19 years of stint with Unilever, he joined Avenue Supermarts Limited in 2007 as General Manager-Operations.  In capacity of GM-Operations, he headed the Mumbai Circle. With a successful stint in Mumbai went on to Head the Gujarat Circle for two and half years. He has been in Mumbai taking care of "Real Estate Acquisition". He had completed 8 years with Avenue Supermarts Limited and subsequently taken on Board as Whole-time Director.
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	N.A
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil
No. of shares in the Company	411,400

**Note:** For other details such as number of meetings of the Board attended during the year, remuneration last drawn please refer to the Board's Report and the Corporate Governance Report.

## ROUTE MAP TO VENUE OF ANNUAL GENERAL MEETING

**Venue:** Nehru Centre Auditorium, Discovery of India Building, Ground Floor, Dr. Annie Besant Road, Worli, Mumbai- 400 018

**Landmark:** Nehru Centre Art Gallery







## AVENUE SUPERMARTS LIMITED

CIN: L51900MH2000PLC126473

Regd. Office: Anjaneya CHS Limited, Orchard Avenue,  
Opp. Hiranandani Foundation School, Powai, Mumbai - 400 076

Tel No.:+91-22-40496500 Fax No.:+91-22-40496503

E-mail Id: investorrelations@dmartindia.com Website: www.dmartindia.com

### PROXY FORM

[Form No. MGT- 11]

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the member(s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client Id: ..... DP ID: .....

I/ We, being the member (s) holding ..... shares of the above named Company, hereby appoint

1. Name:..... E-mail Id:.....

Address: .....

..... Signature: ..... or failing him

2. Name:..... E-mail Id: .....

Address: .....

..... Signature: ..... or failing him

3. Name:..... E-mail Id: .....

Address: .....

..... Signature: .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 17<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, 6<sup>th</sup> September, 2017 at 11.00 A.M. at Nehru Centre Auditorium, Discovery of India Building, Ground Floor, Dr. Annie Besant Road, Worli, Mumbai- 400 018 and at any adjournment thereof in respect of resolutions, as indicated below:

Item No.	Description	Type of resolution (Ordinary / Special)	I / We assent to the resolution (For)*	I / We dissent to the resolution (Against)*
1	To receive, consider and adopt the Standalone and Consolidated Audited Accounts of the Company along with the reports of the Board of Directors and Auditors thereon.	Ordinary		
2	Re-appointment of Mr. Elvin Machado (DIN: 07206710) who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary		
3	Appointment of S R B C & Co. LLP, Chartered Accountants (Firm Registration No.: 324982E/E300003) as the Statutory Auditors of the Company and fixing of their remuneration.	Ordinary		
4	To pay commission to the Independent Directors upto an amount of 1% of the Net Profits of the Company	Ordinary		
5	To offer / issue secured, rated, cumulative, redeemable non-convertible debentures up to an amount not exceeding ₹ 10,000,000,000/- (Rupees One Thousand Crore Only).	Special		

Signed this ..... day of ..... 2017.

Signature of shareholder(s):.....

Signature of Proxy holder(s):.....

Affix ₹ 1/-  
Revenue  
Stamp



**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. The holders of the Proxy shall be entitled to vote either for or against the above mentioned resolutions.
7. \*It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.