



NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of **AVENUE SUPERMARTS LIMITED** will be held on Wednesday, 30th September, 2015, at 11:30 A.M at Rodas, Central Avenue, Hiranandani Gardens, Powai, Mumbai - 400 076 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Ramakant Baheti (DIN: 00246480), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Dalal and Shah, Chartered Accountants (Firm Registration No. 102021W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Elvin Machado (DIN: 07206710) who was appointed as an Additional Director of the Company with the effect from 10th June, 2015, pursuant to the provisions of Section 161 of the Companies Act, 2013 and other applicable provisions, read with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or any re-enactment thereof, for the time being in force), and in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with necessary deposit from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, whose period of office shall be subject to retire by rotation."

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as maybe necessary from time to time."

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the approval of shareholders of the Company be and is hereby accorded for appointment of Mr. Elvin Machado (DIN: 07206710) as the Whole-time Director of the Company for a period of three years with effect from 10th June, 2015 to 9th June, 2018 on a remuneration of Rs. 47,98,344/- per annum (exclusive of perquisites and allowances as may be applicable as per the Companies rules) and as per Letter of Appointment containing terms of appointment of the said Whole-time Director placed before the Board, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions on recommendation of Nomination and Remuneration Committee, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Elvin Machado; subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

By Order of the Board of Directors

Place: **Mumbai**
Date: 28th August, 2015

Sd/-
Ashu Gupta
Company Secretary
Membership No. 13449

Registered Office

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

CIN:U51900MH2000PLC126473

Tel No: 022-404956500 Fax: 022-40496503

Website: www.dmartindia.com

Email: info@dmartindia.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 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. 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.
4. Members attending the Annual General Meeting (AGM) of the Company are requested to hand over the enclosed Attendance Slip, duly filled in and signed in accordance with their specimen signatures registered with the Company for admission to the AGM hall.
5. 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.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
7. The Register of Members and Transfer Books of the Company will be closed from 14th September, 2015 to 16th September, 2015. (Both days inclusive).



8. Members holding shares of the Company as on 23rd September, 2015, 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.

9. Brief profile of Director proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se, etc. as stipulated under Secretarial Standards, is annexed to the Explanatory Statement.

10. 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 2014-15 are being sent by e-mail to those Members who have registered their e-mail address with the Company.

11. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

12. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

- 13. 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, 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 (AGM) ("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 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 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.
 - e. 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.
 - f. The remote e-voting period commences on 27th September 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members of the Company, holding shares as on the cut-off date of 23rd September, 2015, 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.
1. 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 with the Company:

- i. Open email and open PDF File with your Folio No. as password. The said PDF file contains your user ID and Password / PIN for remote 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 / PIN noted in step (i) above. Click login.
- v. Password change menu appears. Change the password / PIN with the new password of your choice with minimum 8 digits/characters or combination thereof. Note 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of "Avenue Supermarts Limited".
- viii. Now you are ready for remote 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.

- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. 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 with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM and e-voting Form [for members whose email IDs are not registered with the Company or requesting physical copy] :

- i. Initial password is mentioned in the e-voting Form
 - ii. Please follow all steps from Sl. No (ii) to Sl. No (xii) above, to cast vote
-
- g. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990
 - h. 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).
 - i. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
 - j. 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. 23rd September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
 - k. If you forget your password, you can reset your password by using “Forget User Details / Passwordoption available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - l. 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.
 - m. The Company has appointed Mr. Himanshu Kamdar (Membership No. 5171), as scrutinizer (the ‘Scrutinizer’) for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
 - n. The Chairman shall, at the AGM, at the end of discussion on the business matters 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.

- o. 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 three days 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.
 - p. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.dmartindia.com and on the website of NSDL immediately after the declaration of result by the Chairman/Managing Director or a person authorized by him in writing.
14. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules, 2015.

By Order of the Board of Directors

Sd/-

Ashu Gupta
Company Secretary
Membership No. 13449

Place: Mumbai
Date: 28th August, 2015

Registered Office:

AnjaneyaCHS Limited, Orchard Avenue
Opp. Hiranandani Foundation School, Powai. Mumbai – 400 076
CIN: U51900MH2000PLC126473
Tel No: 022-404956500
Website: www.dmartindia.com

Fax: 022-40496503
Email: info@dmartindia.com

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

Item No. 4

Mr. Elvin Machado was appointed as an Additional Directors w.e.f. 10th June, 2015, pursuant to the approval of the Board of Directors up to the date of Annual General Meeting. The Company has received a notice in writing dated 20th August, 2015 under Section 160 of the Companies Act, 2013 along with the requisite deposit from a member signifying the intention to propose his candidature for the office of Director of the Company.

In the opinion of the Board, the conditions specified in the Companies Act, 2013 and Rules made there under have been fulfilled for his appointment as the Director of the Company. A brief profile of Mr. Elvin Machado is attached hereunder.

Your Directors recommend the resolutions set out at Item no. 4 to be passed as an Ordinary resolution by the members.

Except Mr. Elvin Machado, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item no. 4.

Item No. 5

Pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to approval of members of the Company, the Board of Directors has appointed Mr. Elvin Machado as the Whole-time Director of the Company with effect from 10th June, 2015 for a period of three years.

Profile of Mr. Elvin Machado is given in the Annexure to this notice. The Board considers that the appointment of Mr. Elvin Machado as the Whole-time Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as the Whole-time Director of the Company; whose period of office is liable to termination by retirement of directors by rotation.

The draft letter of appointment of the aforesaid Director as Managing Director, setting out the terms and conditions is available for inspection to the shareholders/members of



Company at the registered office of company on all working days (during its business hours) upto 30th September, 2015.

The members are hereby informed that the proposed remuneration of Mr. Elvin Machado is within the limits specified under the Companies Act, 2013 read with Schedule V thereto.

The Board recommends this Special resolution for your approval.

Except Mr. Elvin Machado, none of the other Director(s)/ Key Managerial Personnel of the Company and/ or their relative(s) is concerned or interested financially or otherwise in this Resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 28th August, 2015

Sd/-
Ashu Gupta
Company Secretary
Membership No. 13449

Registered Office:
Anjaneya CHS Limited, Orchard Avenue
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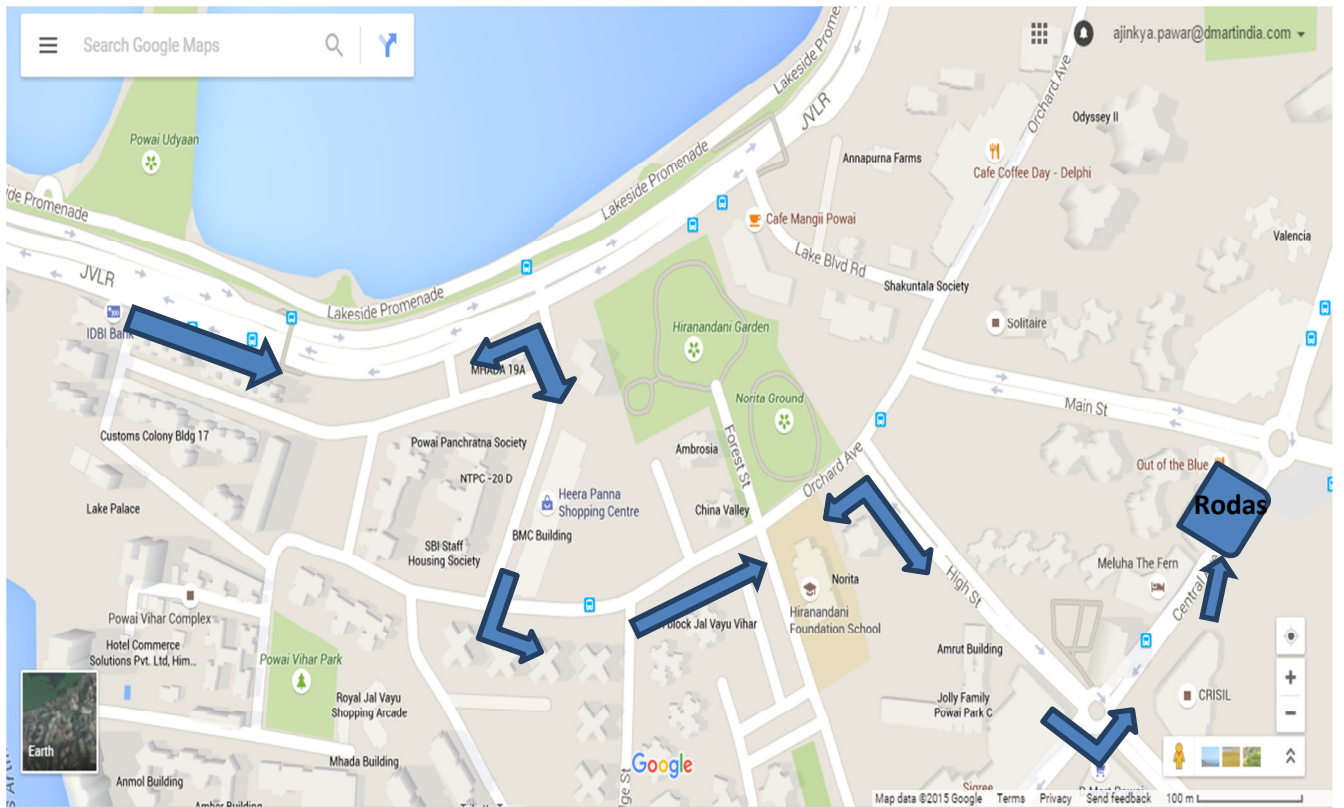
BRIEF RESUME OF THE PERSONS PROPOSED TO BE APPOINTED AS THE DIRECTOR OF THE COMPANY AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH THE SECRETARIAL STANDARDS ['SS - 2']:

Name of the Director	Elvin Machado
Age	48 years
Date of Appointment on the Board	10 th June, 2015
Qualifications	M.A in Economics
Shareholding in the Company	0.07%
Nature of Expertise & Experience	<p>Elvin Machado did his Graduation from St. Xavier's College - Mumbai in the year 1987 majoring in Economics and later completed MA 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.</p> <p>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. Since last two years, he has been in Mumbai taking care of "Real Estate Acquisition" vertical in the capacity of Asst. Vice-President (AVP). He has completed 8 years with Avenue Supermarts Limited and subsequently taken on Board as Additional Director.</p>
Terms and Conditions of Appointment/re-appointment	As per the Appointment letter
Details of Remuneration sought to be paid	Rs. 47,98,344/- per annum
Remuneration last drawn	Rs. 47,98,344/- per annum
Number of Meetings	Nil



attended during the year	
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	NA
Name of the other Companies in which also holds Directorship	NA

ROUTE MAP TO AGM



Rodas, Central Avenue, Hiranandani Gardens, Powai, Mumbai, Maharashtra 400076



AVENUE SUPERMARTS LIMITED

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:** info@dmartindia.com

Website: www.dmartindia.com

CIN: : U51900MH2000PLC126473

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No: _____

No. of Shares: _____

Name and address of Shareholder:

I hereby record my presence at the Fifteenth ANNUAL GENERAL MEETING of the Company to be held on Wednesday, 30th September, 2015 at the Corporate Office of the Company at 11.30 a.m.at Rodas, Central Avenue, Hiranandani Gardens, Powai, Mumbai – 400 076.

Signature of Shareholder/Proxy

*Applicable to Shareholders holding shares in electronic form;

Note:Please fill the attendance slip and hand it over at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS		
REVEN (Remote E-voting Event Number)	User ID	Password/PIN

Note: Please read instructions given in the Notice of the 15th Annual General Meeting carefully before voting electronically.



AVENUE SUPERMARTS LIMITED

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

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Website: www.dmartindia.com

CIN: : U51900MH2000PLC126473

PROXY FORM

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

<p>Name of the Member(s):</p> <p>Registered address:</p> <p>E-mail Id:</p> <p>Folio No</p>

I/ We being the member(s) of _____ shares of the Avenue Supermarts Limited hereby appoint:

1. Name: _____
 Address: _____
 E-mail Id: _____ Signature: _____ or failing him;

2. Name: _____
 Address: _____
 E-mail Id: _____ Signature: _____ or failing him;

3. Name: _____
 Address: _____
 E-mail Id: _____ Signature: _____ or failing him;



as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the Fifteenth Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 11.30 a.m.at the Corporate Office of the Company at Rodas, Central Avenue, Hiranandani Gardens, Powai, Mumbai – 400 076and 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	Ordinary		
2.	Re-appointment of Mr.Ramakant Baheti who is retiring by rotation	Ordinary		
3.	Appointment of M/s. Dalal& Shah, Chartered Accountants as the Statutory Auditors of the Company and Fixing of its remuneration	Ordinary		
4.	Appointment of Mr. Elvin Machado as a Director of the Company	Ordinary		
5.	Appointment of Mr. Elvin Machado as Whole-time Director of the Company	Special		

Signed this day of 2015.

**AFFIX
RE.1/-
REVENUE
STAMP**

Signature of shareholder(s):_____

Signature of Proxy holder(s):_____

- Note: 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.
- A Proxy need not be a member of the Company.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.