

Avenue Supermarts Limited

CIN: U51900MH2000PLC126473

Tel.: +91-22-40496500 • Fax: +91-22-40496503

E-mail: info@dmartindia.com • Website: www.dmartindia.com

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the members of **AVENUE SUPERMARTS LIMITED** will be held on Thursday, 05th February, 2015 at 11.30 a.m. at the Registered Office of the Company at Anjaneya, Opp. Hiranandani Foundation School, Powai, Mumbai - 400 076 to transact the following business:

1. 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 Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for Secured Redeemable Non-convertible Debentures, in one or more series/tranches, aggregating up to Rs. 300,00,00,000/- (Rupees Three Hundred Crore only), on private placement, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board,
For **AVENUE SUPERMARTS LIMITED**

Sd/-

RAMAKANT BAHETI

WHOLE TIME DIRECTOR

DIN: 00246480

Address: 903, Dalamal House, 206, J.B.Marg,
Nariman Point, Mumbai-400021

Place: Mumbai

Date: 8th January, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, if any, in order to be effective must be received at the Company's registered office not later than 48 hours (forty-eight hours) before the time fixed for holding the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.

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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, *inter alia*, under Section 42 of the Act deals with private placement of securities by a company. 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, the Company shall obtain previous approval of its shareholders by means of a special resolution once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing and to meet the future expansion plans of the Company, the Company may offer or invite subscription for Secured Redeemable Non-convertible Debentures, in one or more series / tranches on private placement.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in the Item of the Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Extra-ordinary General Meeting.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of the relatives of Promoters, Directors and Key Managerial Personnel are deemed to be concerned or interested financially or otherwise in the said resolution.

The Board recommends the Special Resolution set out in the Item of the Notice for approval by the shareholders.

By order of the Board
For AVENUE SUPERMARTS LIMITED

Sd/-
RAMAKANT BAHETI
WHOLE TIME DIRECTOR
DIN: 00246480
Address: 903, Dalamal House, 206, J.B.Marg, Nariman Point, Mumbai-400021

Place: Mumbai
Date: 08th January, 2015