

Avenue Supermarts Limited

Plot No. B-72 & B-72A, Wagle Industrial Estate, Thane (West), Maharashtra, India - 400 604

Tel.: 91 22 33400500 ♦ Fax: 91 22 33400599 ♦ e-mail: info@dmartindia.com ♦ Website: www.dmartindia.com

Date: August 4, 2018.

To,

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Ltd.
Corporate Communications Department
Exchange Plaza, 5th Floor,
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051

BSE Scrip Code: 540376

NSE Scrip Symbol: DMART

Sub: Notice of the 18th Annual General Meeting

Dear Sir /Madam,

The 18th Annual General Meeting of the Company is scheduled to be held on Tuesday, August 28, 2018. The Notice of the 18th Annual General Meeting and Addendum to the said Notice are enclosed herewith.

The Annual Report for the financial year 2017-18 is uploaded on the website of the Company <http://www.dmartindia.com/investor-relationship>. The same will be filed with the Stock Exchanges after it is approved and adopted in the aforesaid Annual General Meeting of the Company.

Kindly take the same on your record and oblige.

Thanking You,

Yours faithfully,
For Avenue Supermarts Limited

Ashu Gupta
Company Secretary & Compliance Officer



Encl: As above

Notice of the 18th Annual General Meeting

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of Avenue Supermarts Limited will be held on Tuesday, 28th August, 2018 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 31st March, 2018 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 31st March, 2018 together with the Reports of Auditors thereon;

2. Retire by Rotation:

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. Ratification of Appointment of the Statutory Auditors:

To ratify appointment of S R B C & Co. LLP, Chartered Accountants, (Firm Registration No.: 324982E/E300003) as the Statutory Auditors of the Company from the conclusion of the 18th Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company, pursuant to the resolution passed by the Members of the Company at 17th Annual General Meeting who shall hold office upto the conclusion of 22nd Annual General Meeting of the Company, on such remuneration as maybe recommended by the Audit Committee and decided by the Board of Directors in consultation with the said Auditors.

SPECIAL BUSINESS:

4. 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 and 71 and all other applicable provisions, if any, of

the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules under the Companies Act, 2013 (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 Companies Act, 2013, 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 ₹ 15,000,000,000/- (Rupees One Thousand and Five Hundred Crore only) in one or more tranches (to such persons who may or may not be debenture holders of the Company), 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 of Directors, may approve or authorize, in the exercise of its authority and discretion in terms of this resolution.

RESOLVED FURTHER THAT the powers may be delegated to the Operations Committee of the Company, a committee duly constituted by the Board of Directors of the Company and that the Operations Committee be and is hereby authorized to do all such acts, deeds, matters and 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.”

5. Re-appointment of Mr. Elvin Machado as a Whole-time Director:

To consider and, if thought fit, to pass the following resolution as an **Ordinary 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), Mr. Elvin Machado (DIN: 07206710) be and is hereby re-appointed as a Whole-time Director of the Company for a period of three years with effect from 10th June, 2018 to 9th June, 2021 on a remuneration of ₹ 70,21,344/- (Rupees Seventy Lacs Twenty One Thousand Three Hundred and Forty Four only) 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, 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 members 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 of
Avenue Supermarts Limited

Ashu Gupta

Company Secretary

Membership No. A13449

Place: Thane

Date: 5th May, 2018

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

Email Id: investorrelations@dmartindia.com

Website: www.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 authorized 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 authorizing their representatives 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 business 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 for replying in the meeting.

6. Members /Proxies/ Authorized 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 18th Annual General Meeting and the Company's Annual Report 2017-18 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 Arrangements 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 Wednesday, 22nd August, 2018 to Tuesday, 28th August, 2018 (Both days inclusive).
12. Members holding shares of the Company as on Tuesday, 21st August, 2018, 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 Subsidiaries shall be available at the Registered Office of the Company for inspection by any member. The copies of the accounts of subsidiaries required by any members will be provided on written request to the Company Secretary 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 2017-18 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. 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, 1st 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. Voting Options:
Remote e-voting
 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 members are provided the facility to cast their votes electronically, through remote e-voting services, provided by National Securities Depository Limited ("NSDL"), on all resolutions set forth in this Notice.
- Voting at AGM**
 The Members who have not cast their votes electronically can exercise their voting rights at the AGM. The Company shall make necessary arrangements in this regard at the AGM venue.
- The details of the process and manner for remote e-voting are as under:**
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Members' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :
 - a. If you are already registered with NSDL for remote e-voting then you can use your existing user ID for login.
 - b. In case of Member holding shares in demat account with NSDL, USER-ID is the combination of (DP ID + Client ID).
 - c. In case of Member holding shares in demat account with CDSL, USER-ID is 16 Digit Beneficiary ID.
 - d. In case Member are holding shares in physical mode, USER-ID is the combination of (EVEN No + Folio No).
5. Your password details are given below :
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
10. After successful login, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
11. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
12. Select "EVEN" of company for which you wish to cast your vote.
13. Now you are ready for e-Voting as the Voting page opens.
14. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
15. Upon confirmation, the message "Vote cast successfully" will be displayed.
16. You can also take the printout of the votes cast by clicking on the print option on the confirmation page.
17. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. Institutional members (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hsk@rathianassociates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. 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.
5. 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 Tuesday, 21st August, 2018.
6. 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. Tuesday, 21st August, 2018, may obtain the login ID and password by sending a request at 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.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners as on the cut-off date, Tuesday, 21st August, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
8. 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 or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other instructions

1. The Company has appointed Mr. Himanshu S. Kamdar (Membership No.: 5171), Partner of M/s. Rath & 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.
2. 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.
3. 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.
4. The remote e-voting period commences on Friday, 24th August, 2018 (9:00 a.m.) and ends on Monday, 27th August, 2018 (5:00 p.m.). During this period members of the Company, holding shares as on the cut-off date of Tuesday, 21st August, 2018, 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.
9. 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 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.

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

ITEM NO. 4:

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 ₹ 1,500 crores (Rupees one thousand and fifteen hundred crore only) 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. 4 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. 4 of the Notice.

ITEM NO. 5:

The members of the Company by passing a special resolution at its Annual General Meeting held on 30th September, 2015 had appointed Mr. Elvin Machado as a Whole-time Director of the Company for a period of 3 years w.e.f. 10th June, 2015 and payment of remuneration during his tenure.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 5th May, 2018, approved his re-appointment as a Whole-time Director, for a further period of 3 (three) years with effect from 10th June, 2018, and payment of the remuneration to him.

For the financial year 2018-19, remuneration of a sum not exceeding ₹ 7,021,344/- (Rupees seventy lacs twenty one thousand three hundred and forty four only) has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company. The remuneration for financial years 2019-20, 2020-21 and part of 2021-22 (i.e. upto 9th June, 2021) shall be determined by the Nomination and Remuneration Committee & Board of Directors by giving annual increments to the aforesaid remuneration, as may be deemed appropriate, which shall be merit-based taking into account other relevant factors subject to the approval of the members, in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Elvin Machado under Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the re-appointment of Mr. Elvin Machado as a Whole-Time Director and payment of remuneration to him, for the approval of the members of the Company.

The required details as per the Secretarial Standards ("SS-2") and Regulation 36(3) of the Listing Regulations, is provided at Annexure A of this Notice.

Except Mr. Elvin Machado, 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. A13449

Place: Thane
Date: 5th May, 2018

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

Email Id: investorrelations@dmartindia.com

Website: www.dmartindia.com

ANNEXURE-A

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 THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

1. Mr. Ramakant Baheti

| | |
|---------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age | 45 years |
| Date of appointment on the Board | 2 nd January, 2006 |
| Qualifications | Chartered Accountant |
| Nature of expertise & experience | Mr. Ramakant Baheti is a Chartered Accountant from the Institute of Chartered Accountants of India and holds a graduation degree in Commerce from Maharishi Dayanand Sarswati University, Ajmer. He has 20 years of experience in finance. Prior to joining the Company, he was the Manager-Finance of Bright Star Investments Private Limited. He has been a Director of the Company since 2 nd January, 2006. |
| Relationship with other Director, Manager and other Key Managerial Personnel of the Company | Not related to any Director / Key Managerial Personnel. |
| Terms and conditions of appointment or re-appointment | In terms of Section 152(6) of the Companies Act, 2013, Mr. Ramakant Baheti is liable to retire by rotation at the Meeting and being eligible has offered himself for re-appointment. |
| Remuneration last drawn | Refer to Directors' Report and Corporate Governance Report forming part of the Annual Report. |
| Remuneration proposed to be paid | As per existing approved terms and conditions |
| No. of meetings of the Board attended during the Financial Year 2017-18 | 4 Board Meetings |
| Directorships held in other Companies | Avenue E-Commerce Limited Damani Estates & Finance Private Limited Avishkaar Technoventure Private Limited Trishala Realty Private Limited Nahar Seth and Jogani Developers Private Limited Habitat Micro Build India Housing Finance Company Private Limited |
| Memberships / Chairmanships of Committees of other Companies | Avenue E-Commerce Limited Audit Committee - Member Nomination And Remuneration Committee - Member |
| No. of shares in the Company | 3,175,000 equity shares of ₹ 10/- each |

2. Mr. Elvin Machado

| | |
|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age | 52 years |
| Date of appointment on the Board | 10 th June, 2015 |
| Qualifications | M.A. (Part I) in Economics |
| Nature of expertise & experience | Mr. 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 had been in Mumbai taking care of "Real Estate Acquisition" for 4 years. Subsequently he was taken on Board as Whole-time Director. He has completed 10 years with Avenue Supermarts Limited and is presently looking after Operations Department. |
| Relationship with other Director, Manager and other Key Managerial Personnel of the Company | Not related to any Director / Key Managerial Personnel. |
| Terms and conditions of appointment or re-appointment | It is proposed to re-appoint Mr. Elvin Machado as a Whole-time Director, for a further period of 3 (three) years with effect from 10 th June, 2018. |
| Remuneration last drawn | Refer to Directors' Report and Corporate Governance Report forming part of the Annual Report. |
| Remuneration proposed to be paid | As per the Resolution No. 5 of the Notice convening this Meeting read along with Explanatory Statement thereto. |
| No. of meetings of the Board attended during the Financial Year 2017-18 | 4 Board Meetings |
| Directorships held in other Companies | Nil |
| Memberships / Chairmanships of Committees of other Companies | Nil |
| No. of shares in the Company | 411,400 equity shares of ₹ 10/- each |



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
CIN: L51900MH2000PLC126473

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 18th Annual General Meeting of the Company to be held on Tuesday, 28th August, 2018 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. Ramakant Baheti (DIN: 00246480) who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary | | |
| 3 | Ratification of S R B C & Co. LLP, Chartered Accountants (Firm Registration No.: 324982E/ E300003) as the Statutory Auditors of the Company. | Ordinary | | |
| 4 | To offer / issue secured, rated, cumulative, redeemable non-convertible debentures up to an amount not exceeding ₹ 1,500 crores (Rupees One Thousand and Five Hundred Crore only). | Special | | |
| 5 | To approve re-appointment of Mr. Elvin Machado as a Whole-time Director for a period of 3 (three) years w.e.f. 10 th June, 2018. | Ordinary | | |

Signed this day of 2018.

Signature of Member(s):.....

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

Affix ₹ 1/-
Revenue
Stamp

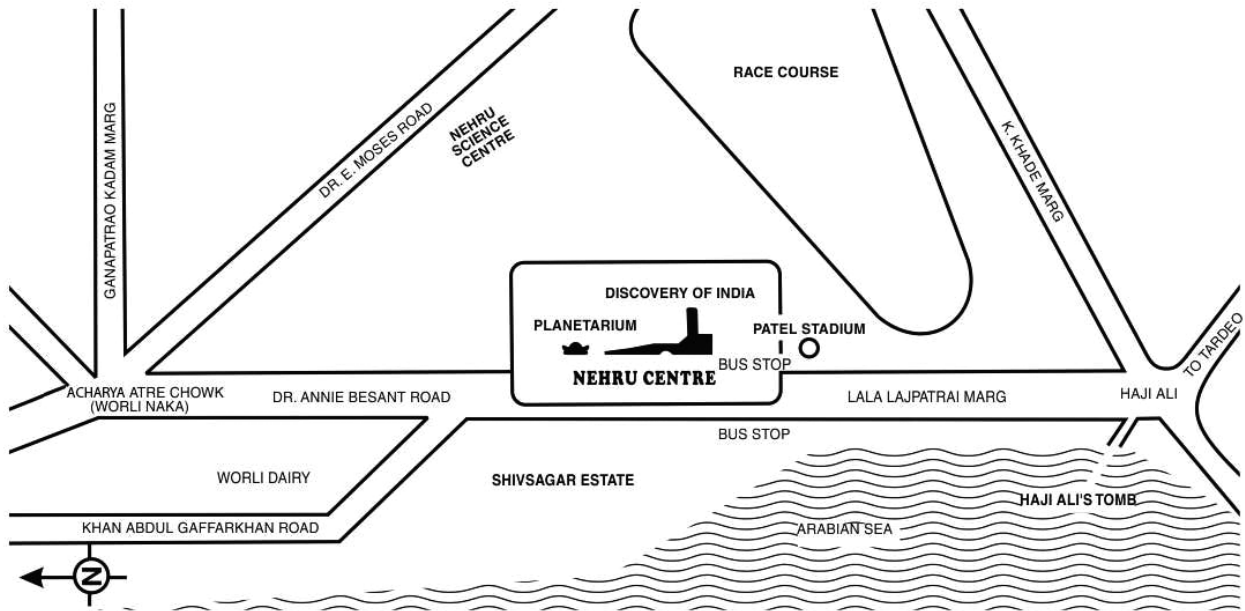
Notes:

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 member.
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.

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

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
CIN: L51900MH2000PLC126473

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

Addendum to the Notice of the 18th Annual General Meeting of Avenue Supermarts Limited

ADDENDUM TO THE NOTICE OF 18TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON TUESDAY, 28TH AUGUST, 2018 AT 11.00 A.M. AT NEHRU CENTRE AUDITORIUM, DISCOVERY OF INDIA BUILDING, GROUND FLOOR, DR. ANNIE BESANT ROAD, WORLI, MUMBAI- 400 018.

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Notice is hereby given that the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member of the Company, proposing candidature of Ms. Kalpana Unadkat (DIN:02490816) for election to the office of Director at the ensuing 18th Annual General Meeting ("AGM") of the Company, scheduled to be held on Tuesday, 28th August, 2018 at 11.00 A.M., at Nehru Centre Auditorium, Discovery of India Building, Ground Floor, Dr. Annie Besant Road, Worli, Mumbai-400 018. As the Notice was received from a Member subsequent to circulation of the Notice of the 18th AGM, an Addendum to the Notice of 18th AGM is being circulated to the members in terms of the aforesaid provisions of the Companies Act, 2013.

Your Directors recommend the following resolution for appointment of Ms. Kalpana Unadkat (DIN: 02490816) as an Independent Director for your approval in the AGM, as part of the Special Business, as set forth below:

6. Appointment of Ms. Kalpana Unadkat as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"), Ms. Kalpana Unadkat (DIN: 02490816), who was appointed as an Additional Director of the Company pursuant to provisions of

Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of Five (5) years w.e.f. 30th July, 2018, not liable to retire by rotation.

RESOLVED FURTHER THAT anyone of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters from time to time in order to give effect to the above resolution."

By order of the Board of Directors of
Avenue Supermarts Limited

Ashu Gupta

Company Secretary
Membership No. A13449

Place: Thane
Date: 30th July, 2018

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
Email Id: investorrelations@dmartindia.com
Website: www.dmartindia.com

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Statement giving details of the Director seeking appointment pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2") is given below.
3. Relevant documents referred to in this Addendum to Notice of 18th AGM are 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.
4. This Addendum to the Notice of 18th AGM is available along with the Notice of 18th AGM on the website of the Company www.dmartindia.com. The revised Proxy Form including the resolution proposed hereinabove as item No. 6 is enclosed and also available on the website of the Company.
5. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 18th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing 18th AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 6**

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, had appointed Ms. Kalpana Unadkat (DIN: 02490816), as an Additional Director (Independent Category) on the Board of the Company, not liable to retire by rotation, pursuant to Section 161 of the Companies Act, 2013 on 30th July, 2018 to hold office upto the date of ensuing 18th Annual General Meeting of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention to propose the candidature of Ms. Kalpana Unadkat for the office of Director of the Company.

Ms. Kalpana Unadkat, is a solicitor and partner at the Mumbai office of Khaitan & Co. Prior to joining Khaitan & Co., she worked at the London office of Ashurst for 10 years. While working in London, she played a key role in building India practice with a team that included lawyers in Germany, Milan, Paris, and Singapore. Since returning to Mumbai in 2008, she specialises in cross border mergers & acquisitions and joint ventures. Her focus is on representing corporates and their boards on strategic matters. She helps clients on a broad range of complex corporate transactions, such as mergers, acquisitions, divestitures, joint ventures, spin-offs, etc. She has been awarded "women super achiever award" and "Corporate Governance

lawyer of the Year – India" for corporate governance. Her detailed profile is given below.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, she fulfills the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director. Considering her vast experience and knowledge in the field of Corporate Governance and Law and strategic guidance her appointment would be in the interest of the Company.

The Board of Directors recommends the appointment of Ms. Kalpana Unadkat as an Independent Director of the Company for a period of Five (5) years commencing from 30th July, 2018, not liable to retire by rotation, as set in this Addendum to the Notice of 18th AGM.

Save and except Ms. Kalpana Unadkat and her relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

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

| | |
|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age | 48 years |
| Date of first appointment on the Board | 30 th July, 2018 |
| Qualifications | <ul style="list-style-type: none"> ● Solicitor, Mumbai ● Solicitor, England & Wales ● Bachelor of Laws ● Bachelor of Commerce |
| Nature of Expertise & Experience | <p>Ms. Kalpana Unadkat is a solicitor and a partner at the Mumbai office of Khaitan & Co. Prior to joining Khaitan & Co., she worked at the London office of Ashurst LLP for 10 years. While working in London, she played a key role in building the India practice with a team that included lawyers in Germany, Milan, Paris, and Singapore. Since returning to Mumbai in 2008, she specialises in cross border joint ventures and mergers & acquisitions. Ms. Kalpana’s focus is on representing corporates and their boards on strategic matters. She helps clients in a broad range of complex corporate transactions, such as mergers, acquisitions, divestitures, joint ventures, spin-offs, etc.</p> <p>Ms. Kalpana has a consultative and collaborative style. She regularly acts for international companies and is widely recognised as one of the leading lawyers. Ms. Kalpana is a well-recognized expert on diversity and leadership development. Her passion is to reform corporate governance principles to increase the number of women in decision making. She has led several workshops and advises clients on board effectiveness, particularly around issues of corporate governance, leadership, organisational climate, and decision-making. Her clients benefit from her vast knowledge, particularly regarding disclosures, board and committee structure and composition, executive compensation, and compliance policies and corporate governance matters.</p> <p>She has been awarded “women super achiever award” and “women lawyer of the Year – 2017” for corporate governance. She has published numerous articles and is a frequent speaker at conferences. Best known for her co-authored of the research “Women on Board”, Ms. Kalpana is a go-to lawyer for boards and general counsels in relation to corporate governance matters. She has been frequently quoted in newspapers on corporate governance and M&A deals in India.</p> <p>Ms. Kalpana is a Chairperson of Confederation of Indian Industry (IWN - Indian Women Network) – Maharashtra and is a member of industry committees on corporate governance and is also an independent director on board of public companies. Apart from being a board member, she is also a member of several committees including Corporate Governance and Prevention of Sexual Harassment.</p> |

| | |
|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Relationship with other Director/ Key Managerial Personnel | Not related to any Director / Key Managerial Personnel. |
| Terms and conditions of appointment/ re-appointment | It is proposed to appoint Ms. Kalpana Unadkat as an Independent Director of the Company for a period of Five (5) years w.e.f. 30 th July, 2018, not liable to retire by rotation. |
| Remuneration last drawn | N.A. |
| Remuneration proposed to be paid | Ms. Kalpana being a Non-executive Independent Director shall be paid sitting fees for attending Board and/or Committee Meetings and commission, as approved by the Members of the Company. |
| Number of meetings of the Board attended during the financial year (2017-18) | N.A. |
| Directorships held in other companies | Essel Mining & Industries Limited TVS Housing Finance Private Limited |
| Memberships / Chairmanships of committees of other companies | Nil |
| No. of shares in the Company | Nil |



AVENUE SUPERMARTS LIMITED

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CIN: L51900MH2000PLC126473

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 18th Annual General Meeting of the Company to be held on Tuesday, 28th August, 2018 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)* |
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| 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. Ramakant Baheti (DIN: 00246480) who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary | | |
| 3 | Ratification of S R B C & Co. LLP, Chartered Accountants (Firm Registration No.: 324982E/ E300003) as the Statutory Auditors of the Company. | Ordinary | | |
| 4 | To offer / issue secured, rated, cumulative, redeemable non-convertible debentures up to an amount not exceeding ₹ 1,500 crores (Rupees One Thousand and Five Hundred Crore only). | Special | | |
| 5 | To approve re-appointment of Mr. Elvin Machado as a Whole-time Director for a period of 3 (three) years w.e.f. 10 th June, 2018. | Ordinary | | |
| 6 | To approve appointment of Ms. Kalpana Unadkat (DIN: 02490816) as an Independent Director for a period of 5 (five) years w.e.f. 30 th July, 2018. | Ordinary | | |

Signed this day of 2018.

Signature of Member(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.
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3. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
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