



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

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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



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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		
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.
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.