May 29, 2019

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: Annual Secretarial Compliance Report for the year ended March 31, 2019

Dear Sir/Madam,


We request you to kindly take the above on record.

Thanking You,

For Avenue Supermarts Limited

Ashu Gupta
Company Secretary & Compliance Officer

Encl: As above
ANNUAL SECRETARIAL COMPLIANCE REPORT
(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)
of
Avenue Supermarts Limited (the Company)
for the year ended 31st March, 2019

We, Rathi & Associates, have examined:

(a) all the documents and records made available to us and explanation provided by the Company and its officers;

(b) the filings/ submissions made by the Company to the BSE Limited and the National Stock Exchange of India Limited, from time to time;

(c) website of the listed entity; and

(d) such other documents and filings made by the Company which has been relied upon to make this certification.

for the year ended 31st March, 2019 (“Reporting Period”) in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and

(e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Reporting Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>NIL</td>
<td></td>
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</tbody>
</table>

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Action taken by</th>
<th>Details of Violation</th>
<th>Details of action taken</th>
<th>Observations</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>NIL</td>
</tr>
</tbody>
</table>

d) The listed entity has taken the following actions to comply with the observations made in in the previous report.

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended 31st March, 2018</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
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<td></td>
<td></td>
<td>Observations made in the secretarial compliance report for the year ended 31st March, 2018</td>
<td>Actions taken by the listed entity, if any</td>
<td>Comments of the Practicing Company Secretary on the actions taken by the listed entity</td>
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<td>Comments of the Practicing Company Secretary on the actions taken by the listed entity</td>
</tr>
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</table>

Not applicable

For RATHI & ASSOCIATES
COMPANY SECRETARIES

HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
COP No. 3030

Date: 29th May, 2019
Place: Mumbai