

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

February 5, 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: Notice of Postal Ballot

Dear Sir /Madam,

The Board of Directors at their meeting held on January 12, 2019 had inter-alia approved the Postal Ballot Notice ("Notice") for seeking approval of members of the Company on Resolutions as set out in the said Notice.

Pursuant to Regulation 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), enclosed please find Notice together with the Explanatory Statement and Postal Ballot Form sent to the members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, January 25, 2019.

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



AVENUE SUPERMARTS LIMITED

Regd. Off.: Anjaneya CHS Limited, Orchard Avenue, Opp. Hiranandani Foundation School,
Powai, Mumbai – 400076

Tel No.: +91-22-4049 6500 Fax No.: +91-22-4049 6503

CIN: L51900MH2000PLC126473

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

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the resolutions appended herein below are proposed to be passed by way of Postal Ballot including voting by electronic means (e-voting). The Explanatory Statement pertaining to said Resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot Form and self-addressed postage prepaid envelope, for your consideration.

The Board of Directors has appointed Mr. Himanshu S. Kamdar (Membership no. FCS 5171), Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form duly completed, in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 p.m. on Wednesday, 6th March, 2019. Postal Ballot Forms received after 5.00 p.m. on 6th March, 2019 will be treated as invalid.

In compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its Members to exercise their right to vote on the resolutions appended to this Notice by electronic means instead of physical submission of the Form to the Scrutinizer. For this purpose, the Company has availed electronic voting platform of National Securities Depository Limited (NSDL) for facilitating e-voting. The instructions for e-voting are provided hereunder. Members desiring to opt for e-voting shall cast their vote not later than 5.00 p.m. on Wednesday, 6th March, 2019.

The Result of the Postal Ballot will be declared by the Chairman or a person duly authorized by him in writing, not later than 48 hours of conclusion of voting through Postal Ballot and e-voting. The said Result will be displayed at the Registered Office and Corporate Office situated at B-72/72A, Wagle Industrial Estate, Road No. 33, Kamgar Hospital Road, Thane - 400 604. The said Result along with the Scrutinizer's Report shall also be uploaded on the Company's website www.dmartindia.com and on the website of NSDL www.evoting.nsdl.com and will be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.

1. Re-appointment of Mr. Ramesh Damani (DIN: 00304347) as an Independent Director of the Company:

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 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ramesh Damani (DIN: 00304347) whose term as an Independent Director of the Company expires on 31st March, 2019, who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed for a second consecutive term of five years with effect from 1st April, 2019 upto 31st March, 2024 and shall not be liable to retire by rotation.

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."

2. Re-appointment of Mr. Ramakant Baheti (DIN: 00246480) as a Whole-time Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), 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. Ramakant Baheti (DIN: 00246480) be and is hereby re-appointed as a Whole-time Director of the Company and designated as 'Group Chief Financial Officer' for a period of five years with effect from 1st May, 2019 to 30th April, 2024 at an annual remuneration of ₹ 10,410,960/- (Rupees One Crore Four Lakh Ten Thousand Nine Hundred and Sixty only) (exclusive of perquisites and allowances as may be applicable as per Company's Rules) and on such terms and conditions as set out in the 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. Ramakant Baheti; 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."

3. To provide loans and / or give guarantees and / or provide securities in connection with loans raised by Avenue E-Commerce Limited, Subsidiary Company:

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 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of the Company be and is hereby accorded to provide loan(s) to, and/or giving of guarantee(s), and/ or providing of security(ies) in connection with any loan (excluding loans availed from banks and financial institutions) taken / to be taken by Avenue E-Commerce Limited, a Subsidiary Company, the aggregate of which shall not exceed ₹ 250,000,000/- (Rupees Twenty Five Crore only).

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 negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security and 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.”

**By Order of the Board of Directors
of Avenue Supermarts Limited**

Place: Thane

Date: 12th January, 2019

Ashu Gupta

Company Secretary

Membership No: A13449

Registered office:

Anjaneya CHS Limited, Orchard Avenue,

Opp. Hiranandani Foundation School,

Powai, Mumbai – 400 076

Tel No.: 022-40496500

Fax No.: 022-40496503

CIN: L51900MH2000PLC126473

Website: www.dmartindia.com

Email Id: investorrelations@dmartindia.com

NOTES

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 for the proposed resolutions is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with postage pre-paid self-addressed Business Reply Envelope. Members may note that this Notice and Postal Ballot Form will be available on the Company's website www.dmartindia.com and on the website of National Securities Depository Limited ("NSDL"), www.evoting.nsdl.com.
3. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, 25th January, 2019 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. Members can opt for only one mode of voting, i.e. either by Physical Postal Ballot Form or e-voting. If a Member cast his/her votes through both the modes, votes cast through e-voting shall prevail and the votes cast through physical Postal Ballot Form shall be considered invalid.
5. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Wednesday, 6th March, 2019.
6. A member cannot exercise his vote by proxy on the Postal Ballot.
7. Members who have received the Postal Ballot Notice by email but wish to vote through Postal Ballot Form can download the same attached in the e-mail or from the Company's website www.dmartindia.com or website of "NSDL", www.evoting.nsdl.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before Wednesday, 6th March, 2019 at the address mentioned below:
The Scrutinizer,
C/o Link Intime India Private Limited,
Unit: Avenue Supermarts Limited
C 101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai - 400 083
8. In case, a Member is desirous of obtaining a duplicate Postal Ballot Form, the Member may write to the Company at its Registered Office or its Registrar and Share Transfer Agent at the above mentioned address.
9. All the relevant documents referred to in this Postal Ballot Notice and Explanatory Statement shall remain open for inspection at the Registered Office of the Company during its business hours on all working days up to Wednesday, 6th March, 2019.
10. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to Link Intime India Private Limited on rnt.helpdesk@linkintime.co.in. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.

INSTRUCTIONS FOR VOTING IN ELECTRONIC FORM (E-VOTING):

In compliance with the provisions of Section 108, 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its members.

The instructions for 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.nsdl.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 Cast your vote electronically.
4. Your User ID details are given below :
 - a. If you are already registered with NSDL for 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.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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. The e-voting period commences from 9.00 A.M on Tuesday, 5th February, 2019 and ends on Wednesday, 6th March, 2019 at 5.00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 25th January, 2019, may cast their vote electronically. The e-voting module shall be disabled 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.
2. 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@rathindassociates.com with a copy marked to evoting@nsdl.co.in.
3. 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.
4. 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.

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

Item No. 1:

Mr. Ramesh Damani (DIN: 00304347) was appointed as Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office upto 31st March, 2019.

Mr. Ramesh Damani has the requisite qualification, skills, experience and expertise in specific functional areas, which is beneficial to the Company and based on the outcome of his performance evaluation, the Nomination and Remuneration Committee recommended and the Board of Directors of the Company approved at their respective meetings held on 12th January, 2019, re-appointment of Mr. Ramesh Damani as a Non-executive Independent Director for the second term of 5 (five) consecutive years on the Board of the Company w.e.f. 1st April, 2019.

Mr. Ramesh Damani, Non-Executive Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Ramesh Damani fulfills the conditions specified in the Act, its rules framed thereunder and Listing Regulations for re-appointment as Independent Director and he is independent of the management.

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.

The draft letter of appointment setting out terms and conditions of re-appointment of the said Director shall be open for inspection by the Members at the Registered Office of the Company during its business hours on any working days, upto Wednesday, 6th March, 2019.

The Board of Directors recommends the special resolution set out in Item No. 1 for your approval.

Except Mr. Ramesh Damani, 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. 1 of the Notice.

Item No. 2:

The members of the Company at its Annual General Meeting held on 30th September, 2014 had appointed Mr. Ramakant Baheti (DIN: 00246480) as a Whole-time Director of the Company for a period of 5(five) years w.e.f. 1st May, 2014 and payment of remuneration during his tenure. His term as Whole-time Director shall expire on 30th April, 2019.

Mr. Ramakant Baheti has the requisite qualification, skills, experience and expertise in specific functional areas, which is beneficial to the Company and considering his contribution in overall growth and performance of the Company, the Nomination and Remuneration Committee recommended and the Board of Directors of the Company approved at their respective meetings held on 12th January, 2019, his re-appointment as a Whole-time Director of the Company and designated as a 'Group Chief Financial Officer', for a further period of 5 (five) years with effect from 1st May, 2019, and payment of the remuneration to him for the said tenure.

The re-appointment of Mr. Ramakant Baheti as the Whole-time Director of the Company shall require the approval of the members by way of passing of Ordinary Resolution pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013.

An annual remuneration of a sum not exceeding ₹ 10,410,960/- (Rupees One Crore Four Lakh Ten Thousand Nine Hundred and Sixty only) has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company. The Board of Directors shall be authorized to give annual increments to the aforesaid remuneration, as may be deemed appropriate, which shall be merit-based taking into account other relevant factors and 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 terms and conditions of re-appointment of the said Whole-time Director shall be open for inspection by the Members at the Registered Office of the Company during its business hours on any working days, upto Wednesday, 6th March, 2019.

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

The Board of Directors recommend the resolution in relation to the re-appointment of Mr. Ramakant Baheti 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. Ramakant Baheti, 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. 2 of the Notice.

Item No. 3:

The Company holds 99.71% in the equity share capital of Avenue E-Commerce Limited ("AEL"). AEL is an online extension of Avenue Supermarts Limited's flagship brand DMart. AEL is engaged in e-tailing of food products and groceries. AEL currently operates its business in selected areas of Mumbai region. AEL allows customers to order grocery online (both through the mobile app and the website www.dmart.in). It offers two types of delivery to its customers, self-pick up from Company's DMart Ready Pick-up Points and Home delivery.

The Board of Directors seek consent of the members by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken (excluding loans availed from banks and financial institutions) by AEL of an aggregate amount not exceeding ₹ 250,000,000/- (Rupees Twenty Five Crore only) on the terms mentioned in the resolution set out at Item No. 3 and necessary delegation of authority to the Operations Committee of the Company for this purpose.

The aforesaid limit of upto ₹ 250,000,000/- (Rupees Twenty Five Crore only) shall be utilized by AEL for its operational/working capital requirements including purchase of fixed assets, as may be required, from time to time for expansion of its business activities and the matters connected and incidental thereto ("Principal Business Activities").

The Board of Directors recommend the resolution set out at Item No. 3 for the approval of the members of the Company.

Except Mr. Ignatius Navil Noronha, Mr. Ramakant Baheti and Mrs. Manjri Chandak, being Directors on the board of the Company and AEL, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

**By Order of the Board of Directors
of Avenue Supermarts Limited**

Place: Thane
Date: 12th January, 2019

Ashu Gupta
Company Secretary
Membership No: A13449

Registered office:

Anjaneya CHS Limited, Orchard Avenue,
Opp. Hiranandani Foundation School,
Powai, Mumbai – 400 076
Tel No.: 022-40496500
Fax No.: 022-40496503
CIN: L51900MH2000PLC126473
Website: www.dmartindia.com
Email Id: investorrelations@dmartindia.com

ANNEXURE A**BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT THROUGH POSTAL BALLOT IN ACCORDANCE WITH THE SECRETARIAL STANDARDS ("SS-2") AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****1. Mr. Ramesh Damani**

Age	61 years
Date of appointment on the Board	9 th September, 2009
Qualifications	B.Com and post-graduation degree in Business Administration, Marketing
Nature of expertise & experience	Ramesh S. Damani holds a graduation degree in Commerce from H.R. College of Commerce and Economics from University of Bombay and a post-graduation degree in Business Administration, Marketing from California State University, Northridge. He has over 20 years of experience in securities market. Prior to joining our Company, he founded Ramesh S Damani Finance Private Limited, a stock broking company which was registered with the BSE but has subsequently closed the broking business. He is also presently a director on the board of Ramesh S Damani Finance Private Limited and Aptech Limited.
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	As per the resolution at Item No. 1 of the Postal Ballot Notice dated 12 th January, 2019 read with explanatory statement thereto.
Remuneration last drawn (commission and sitting fees)	₹ 2,508,000/- for the Financial year 2017-18.
Remuneration proposed to be paid	As per the existing terms and conditions and in accordance with the provisions of Companies Act, 2013
No. of meetings of the Board attended for the period from April 2018 till date	4 Meetings
Directorships held in other Companies	Aptech Limited Ramesh S. Damani Finance Private Limited

Memberships / Chairmanships of Committees of other Companies	<u>Aptech Limited</u> Audit Committee - Member Stakeholders Relationship Committee - Chairman Nomination And Remuneration Committee - Member Investment Committee – Chairman
No. of shares in the Company	100,000 equity shares of ₹ 10/- each

2. 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 Saraswati University, Ajmer. He has 21 years of experience in finance.
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	As per the resolution at Item No. 2 of the Postal Ballot Notice dated 12 th January, 2019 read with explanatory statement thereto
Remuneration last drawn	₹ 10,410,960/- for the Financial year 2017-18.
Remuneration proposed to be paid	For the proposed re-appointment as per the resolution forming part of the Postal Ballot Notice.
No. of meetings of the Board attended for the period from April 2018 till date	4 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 Reflect Wholesale and Retail Private Limited
Memberships / Chairmanships of Committees of other Companies	<u>Avenue E-Commerce Limited</u> Audit Committee - Member Nomination and Remuneration Committee - Member ESOP Committee – Chairman Finance and Operations Committee - Chairman
No. of shares in the Company	3,000,000 equity shares of ₹ 10/- each

**AVENUE SUPERMARTS LIMITED**

Regd. Off.: Anjaneya CHS Limited, Orchard Avenue, Opp. Hiranandani Foundation School,
Powai, Mumbai – 400076

Tel No.:+91-22-4049 6500; **Fax No.:**+91-22-4049 6503

CIN: L51900MH2000PLC126473

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

POSTAL BALLOT FORM

Sr. No. :

1. Name and Address of the Sole/ First Named :
Member

2. Name(s) of Joint Member s, if any :

3. Registered Folio No./ DP ID & Client ID* :
(* Applicable to members holding shares
in demat form)

4. Number of equity shares held :

I/ We hereby exercise my/ our vote(s) in respect of the following Resolution(s) to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company dated 12th January, 2019, by conveying my/ our assent or dissent by placing a tick mark (✓) in the appropriate box below:

Sr. No.	Description	Type of resolution	No. of shares held by me	I assent to the resolution (For)	I dissent to the resolution (Against)
1.	Re-appointment of Mr. Ramesh Damani (DIN: 00304347) as an Independent Director for a period of 5 (five) years w.e.f. 1 st April, 2019.	Special			
2.	Re-appointment of Mr. Ramakant Baheti (DIN: 00246480) as a Whole-time Director for a period of 5 (five) years w.e.f. 1 st May, 2019.	Ordinary			
3.	To provide loan, and/or give guarantee and/or provide security in connection with loans raised by Avenue E-Commerce Limited, Subsidiary Company upto ₹ 250,000,000/- (Rupees Twenty Five Crore).	Special			

Date :

Place :

Signature of the Member(s)

Note: Please read the instructions given overleaf carefully before exercising your vote.

Particulars of e-voting

Members opting to vote through e-voting, instead of the physical Postal Ballot form, may access the e-voting facility through the web link: <https://www.evoting.nsdl.com/>. The detailed procedure for e-voting is enumerated in the Notes to the Postal Ballot Notice. Particulars for e-voting are as under:

EVEN (E-Voting Event Number)	User ID	Password
110357		

INSTRUCTIONS

1. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts his/her vote using both the modes, then e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
2. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Wednesday, 6th March, 2019 at 5.00 P.M. All Postal Ballot Forms received after the above time and date will be treated as if reply/ Postal Ballot Form from such Member have not been received.
3. A Member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Company in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered/ speed post at the expense of the Member(s) will also be accepted. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice.
4. The self-addressed postage pre-paid Business Reply Envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
5. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
6. There shall be one postal ballot for every folio irrespective of the number of joint holders. A member cannot exercise this vote by proxy on the Postal Ballot.
7. Members, whose names appear in the Register of Members/Record of Depositories as on Friday, 25th January, 2019 will be eligible for voting. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who is not a member as on the said date should treat this notice for information purpose only.
8. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
9. The Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member; and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote; and/or (v) the details provided in the form are incomplete, unsigned, incorrect, defaced or mutilated
10. Members are requested not to send any other paper / documents along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If sent, such paper / document would not be acted upon. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
11. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney in favour of the signatory together with specimen signature(s) of the duly authorized signatories. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at hsk@rathiandassoaiates.com with a copy marked to evoting@nsdl.co.in.
12. The results of the Postal Ballot will be declared in the manner as specified in the Notice.
13. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or the Company Secretary at investorrelations@dmartindia.com.