

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

8th March, 2019

BSE Limited

Corporate Services Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 540376

The National Stock Exchange of India Limited

Corporate Communications Department
"Exchange Plaza", 5th Floor,
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
NSE Scrip Symbol: DMART

Sub: Disclosure of voting results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In accordance with the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Voting Results along with the consolidated Scrutinizer's Report dated 8th March, 2019, on voting through Postal Ballot (including voting by electronic means).

The resolutions as specified in the Postal Ballot Notice dated 12th January, 2019, have been passed by the shareholders of the Company with requisite majority.

Kindly take the above on record and oblige.

Thank you,

Yours faithfully,

For Avenue Supermarts Limited



Ashu Gupta

Company Secretary & Compliance Officer



Encl: as above

Details of the voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Postal Ballot Notice	12 th January, 2019
Date of Declaration of Results of Postal Ballot	8 th March, 2019
Total number of shareholders on record date (i.e. 25 th January, 2019)	211,866
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable



Agenda-wise Disclosure

Avenue Supermarts Limited								
Resolution Required : (Special)			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = $\frac{[2]}{[1]} * 100$	[4]	[5]	[6] = $\frac{[4]}{[2]} * 100$	[7] = $\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	506777156	506669156	99.98	506669156	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		506669156	99.98	506669156	0	100.00	0.00
Public Institutions	E-Voting	54996872	36665734	66.67	36487677	178057	99.51	0.49
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		36665734	66.67	36487677	178057	99.51	0.49
Public Non Institutions	E-Voting	62310458	563705	0.90	562701	1004	99.82	0.18
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		5237	0.01	5137	100	98.09	1.91
	Total		568942	0.91	567838	1104	99.81	0.19
Total		624084486	543903832	87.15	543724671	179161	99.97	0.03

% rounded off to nearest number



Avenue Supermarts Limited								
Resolution Required : (Ordinary)			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = $\frac{[2]}{[1]} * 100$	[4]	[5]	[6] = $\frac{[4]}{[2]} * 100$	[7] = $\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	506777156	506669156	99.98	506669156	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		506669156	99.98	506669156	0	100.00	0.00
Public Institutions	E-Voting	54996872	35248734	64.09	32179493	3069241	91.29	8.71
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35248734	64.09	32179493	3069241	91.29	8.71
Public Non Institutions	E-Voting	62310458	563449	0.90	561790	1659	99.71	0.29
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		5212	0.01	4925	287	94.49	5.51
	Total		568661	0.91	566715	1946	99.66	0.34
Total		624084486	542486551	86.93	539415364	3071187	99.43	0.57

% rounded off to nearest number



Avenue Supermarts Limited								
Resolution Required : (Special)			3 - To provide loan, and/or give guarantee and/or provide security in connection with loans raised by Avenue E-Commerce Limited, Subsidiary Company up to Rs. 250,000,000/- (Rupees Twenty Five Crore).					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/[1]} * 100	[4]	[5]	[6] = {[4]/[2]} * 100	[7] = {[5]/[2]} * 100
Promoter and Promoter Group	E-Voting	506777156	506669156	99.98	506669156	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		506669156	99.98	506669156	0	100.00	0.00
Public Institutions	E-Voting	54996872	36665734	66.67	36665734	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		36665734	66.67	36665734	0	100.00	0.00
Public Non Institutions	E-Voting	62310458	563568	0.90	554851	8717	98.45	1.55
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		5137	0.01	4127	1010	80.34	19.66
	Total		568705	0.91	558978	9727	98.29	1.71
Total		624084486	543903595	87.15	543893868	9727	100.00	0.00

% rounded off to nearest number

For Avenue Supermarts Limited

Ramesh Damani
Chairman



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

8th March, 2019

To

The Chairman

Avenue Supermarts Limited

Anjaneya CHS Limited, Orchard Avenue,

Opp. Hiranandani Foundation School,

Powai, Mumbai – 400 076

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

Avenue Supermarts Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on 12th January, 2019, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot in connection with voting on resolutions vide the Postal Ballot Notice dated 12th January, 2019 is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice dated 12th January, 2019 and Explanatory Statement thereto under Section 102 of the Act along with postal ballot form and pre-paid postal envelope returnable to the Scrutinizer were sent to the shareholders by courier, speed post and through electronic means, for seeking approval of members to the resolutions, viz.:

1. **Special Resolution** for re-appointment of Mr. Ramesh Damani (DIN: 00304347) as Independent Director of the Company for second consecutive term of five years with effect from 1st April, 2019 up to 31st March, 2024 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 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. **Ordinary Resolution** for re-appointment of Mr. Ramakant Baheti (DIN: 00246480) as a Whole Time Director of the Company, designated as the 'Group Chief Financial Officer' for a period of five years with effect from 1st May, 2019 to 30th April, 2024 pursuant to the provisions of Sections 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, on such terms and conditions including remuneration as set out in the resolution and 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.

3. **Special Resolution** pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, for providing 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 Rs. 250,000,000/- (Rupees Twenty Five Crore only).

The Company also provided remote e-Voting facility to the Shareholders of the Company which was availed from National Securities Depository Limited ("NSDL") pursuant to Rule 20 of the Rules of Chapter VII.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer so as to reach not later than 5.00 p.m. on Wednesday, 6th March, 2019 or cast their votes through remote e-voting not later than 5.00 p.m. on Wednesday, 6th March, 2019. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 p.m. on Wednesday, 6th March, 2019 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register was maintained and particulars of all postal ballot forms received from the shareholders have been recorded therein.

A summary of the Postal Ballot forms received and remote e-voting confirmations with their pattern of voting is as per **Annexure** annexed to this Report.

The results of the voting by shareholders through Postal Ballots and remote e-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman or such other person as may be authorized by the Board in this regard.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES


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



Resolution No. 1:

Special Resolution for re-appointment of Mr. Ramesh Damani (DIN: 00304347) as Independent Director of the Company for second consecutive term of five years with effect from 1st April, 2019 up to 31st March, 2024 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

Summary of Postal Ballot Forms (PBF) and remote e-Voting confirmations received is given below:

Sr. No.	Particulars	No. of Ballots / Remote e-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	155	10,627
b.	Remote e-voting confirmations received	1,365	54,61,25,329
	Total	1,520	54,61,35,956
c.	Less: Invalid Ballots / Remote e-voting confirmations	63	22,32,124
d.	Net Valid Ballots / Remote e-voting confirmations	1,457	54,39,03,832
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	1,413	54,37,24,671
	% of Assent		*99.97
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	44	1,79,161
	% of Dissent		0.03

*Rounded off to the nearest number



Resolution No. 2:

Ordinary Resolution for re-appointment of Mr. Ramakant Baheti (DIN: 00246480) as a Whole Time Director of the Company, designated as the 'Group Chief Financial Officer' for a period of five years with effect from 1st May, 2019 to 30th April, 2024 pursuant to the provisions of Sections 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, on such terms and conditions including remuneration 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

The summary of the Postal Ballot Forms (PBF) and remote e-Voting confirmations received is given below:

Sr. No.	Particulars	No. of Ballots / Remote e-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	155	10,627
b.	Remote e-voting confirmations received	1,355	54,47,08,073
	Total	1,510	54,47,18,700
c.	Less: Invalid Ballots / Remote e-voting confirmations	64	22,32,149
d.	Net Valid Ballots / Remote e-voting confirmations	1,446	54,24,86,551
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	1,354	53,94,15,364
	% of Assent		99.43
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	92	30,71,187
	% of Dissent		*0.57

*Rounded off to the nearest number



Resolution No. 3:

Special Resolution pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 for providing 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 Rs. 250,000,000/- (Rupees Twenty Five Crore only).

The summary of the Postal Ballot Forms (PBF) and remote e-Voting confirmations received is given below:

Sr. No.	Particulars	No. of Ballots / Remote e-Voting confirmations	No. of Shares voted
a.	Votes casted through ballots	155	10,627
b.	Remote e-voting confirmations received	1,358	54,61,25,192
	Total	1,513	54,61,35,819
c.	Less: Invalid Ballots / Remote e-voting confirmations	66	22,32,224
d.	Net Valid Ballots / Remote e-voting confirmations	1,447	54,39,03,595
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	1,238	54,38,93,868
	% of Assent		*100
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	209	9,727
	% of Dissent		-

*Rounded off to the nearest number

