

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

21st August, 2019

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

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

BSE Scrip Code: 540376

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 Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of Voting results along with the consolidated Scrutinizers' Report on remote e-voting and voting through physical ballots for 19th Annual General Meeting (AGM) of the Company, held on Tuesday, August 20, 2019 at Nehru Centre Auditorium, Discovery of India Building, Ground Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 018 at 11.00 a.m.

Kindly take the above on record and oblige.

Thanking 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	20.08.2019
Total number of shareholders on record date (i.e. August 13, 2019)	2,03,842
No. of shareholders present in the meeting either in person or through proxy:	154
Promoters and Promoter Group:	9
Public:	145
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	NIL
Public	NIL



Gupta

Resolution Required : (Ordinary)			1 - 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, 2019 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, 2019 together with the Reports of Auditors thereon;					
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	50,05,47,156	50,04,39,156	99.98	50,04,39,156	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		50,04,39,156	99.98	50,04,39,156	-	100.00	-
Public Institutions	E-Voting	5,81,85,509	4,55,69,019	78.32	4,55,69,019	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,55,69,019	78.32	4,55,69,019	-	100.00	-
Public Non Institutions	E-Voting	6,53,51,821	1,63,180	0.25	1,62,930	250.00	99.85	0.15
	Poll		1,75,14,796	26.80	1,75,14,795	1.00	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,76,77,976	27.05	1,76,77,725	251.00	100.00	0.00
Total		62,40,84,486	56,36,86,151	90.32	56,36,85,900	251.00	100.00	0.00



Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mrs. Manjri Chandak (DIN: 03503615), who retires by rotation and being eligible, offers herself for re-appointment;					
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	50,05,47,156	50,04,39,156	99.98	50,04,39,156	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		50,04,39,156	99.98	50,04,39,156	-	100.00	-
Public Institutions	E-Voting	5,81,85,509	4,57,91,396	78.70	4,39,75,565	18,15,831	96.03	3.97
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,57,91,396	78.70	4,39,75,565	18,15,831	96.03	3.97
Public Non Institutions	E-Voting	6,53,51,821	1,63,143	0.25	1,62,449	694	99.57	0.43
	Poll		1,75,14,796	26.80	1,75,14,792	4	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,76,77,939	27.05	1,76,77,241	698	100.00	0.00
Total		62,40,84,486	56,39,08,491	90.36	56,20,91,962	18,16,529	99.68	0.32



Resolution Required : (Special)			3 - To offer / issue secured, rated, cumulative, redeemable, non-convertible debentures up to an amount not exceeding Rs. 15,000,000,000 (Rupees one thousand and five hundred crore only).					
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	50,05,47,156	50,04,39,156	99.98	50,04,39,156	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		50,04,39,156	99.98	50,04,39,156	-	100.00	0.00
Public Institutions	E-Voting	5,81,85,509	4,57,91,396	78.70	4,57,91,396	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		4,57,91,396	78.70	4,57,91,396	-	100.00	0.00
Public Non Institutions	E-Voting	6,53,51,821	1,63,183	0.25	1,62,469	714	99.56	0.44
	Poll		1,75,14,796	26.80	1,75,14,795	1	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		1,76,77,979	27.05	1,76,77,264	715	100.00	0.00
Total		62,40,84,486	56,39,08,531	90.36	56,39,07,816	715	100.00	0.00



Resolution Required : (Special)			4 - Issuance of up to 25,000,000 (Two Crore and Fifty Lakh) equity shares through Qualified Institutions Placement					
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	50,05,47,156	50,04,39,156	99.98	50,04,39,156	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		50,04,39,156	99.98	50,04,39,156	-	100.00	0.00
Public Institutions	E-Voting	5,81,85,509	4,57,91,396	78.70	4,57,91,396	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,57,91,396	78.70	4,57,91,396	-	100.00	0.00
Public Non Institutions	E-Voting	6,53,51,821	1,63,142	0.25	1,62,468	674	99.59	0.41
	Poll		1,75,14,796	26.80	1,75,14,795	1	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		1,76,77,938	27.05	1,76,77,263	675	100.00	0.00
Total		62,40,84,486	56,39,08,490	90.36	56,39,07,815	675	100.00	0.00



Resolution Required : (Special)		5 - Ratification of the Avenue Supermarts Limited Employee Stock Option Scheme 2016						
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	50,05,47,156	50,04,39,156	99.98	50,04,39,156	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		50,04,39,156	99.98	50,04,39,156	-	100.00	0.00
Public Institutions	E-Voting	5,81,85,509	4,57,06,846	78.55	2,76,67,640	1,80,39,206	60.53	39.47
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		4,57,06,846	78.55	2,76,67,640	1,80,39,206	60.53	39.47
Public Non Institutions	E-Voting	6,53,51,821	71,337	0.11	70,393	944	98.68	1.32
	Poll		1,72,05,002	26.33	1,71,99,501	5,501	99.97	0.03
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		1,72,76,339	26.44	1,72,69,894	6,445	99.96	0.04
Total		62,40,84,486	56,34,22,341	90.28	54,53,76,690	1,80,45,651	96.80	3.20



Resolution Required : (Special)			6 - Ratification of Employee Stock Options granted to the employees of the Subsidiary Company(ies) under Avenue Supermarts Limited Employee Stock Option Scheme 2016					
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	50,05,47,156	50,04,39,156	99.98	50,04,39,156	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		50,04,39,156	99.98	50,04,39,156	-	100.00	0.00
Public Institutions	E-Voting	5,81,85,509	4,57,06,846	78.55	2,76,67,640	1,80,39,206	60.53	39.47
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		4,57,06,846	78.55	2,76,67,640	1,80,39,206	60.53	39.47
Public Non Institutions	E-Voting	6,53,51,821	71,165	0.11	70,136	1,029	98.55	1.45
	Poll		1,72,05,002	26.33	1,72,05,001	1	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		1,72,76,167	26.44	1,72,75,137	1,030	99.99	0.01
Total		62,40,84,486	56,34,22,169	90.28	54,53,81,933	1,80,40,236	96.80	3.20



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

21st August, 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 the remote e-voting and physical voting through ballots at 19th Annual General Meeting of the members of Avenue Supermarts Limited**

Avenue Supermarts Limited ("the Company") at their Board meeting held on 11th May, 2019 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated 10th June, 2019 of the 19th Annual General Meeting of the Company held on 20th August, 2019 as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical voting through ballots on the resolutions as contained in the aforesaid Notice of the 19th Annual General Meeting of the Members of the Company. My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide remote e-voting facility and physical voting through ballots as provided by Link Intime India Private Limited.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 19th Annual General Meeting was sent to the Members by permitted means, for seeking approval of members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution;
 - a. To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended 31st March, 2019 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, 2019 together with the Report of Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mrs. Manjri Chandak (DIN: 03503615), who retired by rotation at 19th Annual General Meeting and being eligible, had offered herself for re-appointment;
3. **Resolution No. 3** as a Special Resolution for authorizing the Board of Directors to offer, issue and allot secured, rated, cumulative, redeemable, non-convertible debentures aggregating to Rs. 15,000,000,000/- (Rupees One Thousand and Five Hundred Crore only) in one or more tranches by way of private placement;
4. **Resolution No. 4** as a Special Resolution for authorizing the Board of Directors to create, offer, issue and allot up to 25,000,000 (Two Crore and Fifty Lacs) Equity Shares through Qualified Institutions Placement route for achieving the minimum public shareholding requirements as prescribed by SEBI;
5. **Resolution No. 5** as a Special Resolution for ratification of the Avenue Supermarts Limited Employee Stock Option Scheme 2016 (the "ESOP Scheme"), which was approved by the Board of Directors and Members, through their resolutions dated 23rd July, 2016 and 16th September, 2016, respectively;
6. **Resolution No. 6** as a Special Resolution for ratification of Employee Stock Options granted to the employees of the Subsidiary Company(ies) under Avenue Supermarts Limited Employee Stock Option Scheme 2016, which was approved by the Board of Directors and Members, through their resolutions dated 23rd July, 2016 and 16th September, 2016, respectively;

The Company provided the remote e-voting facility offered by National Securities Depository Limited to cast votes on aforesaid resolutions to the members of the Company. The Company had also made available the physical ballots at the 19th Annual General Meeting to enable the members to cast their votes on the aforesaid resolutions.



Remote e-voting facility was made available to Shareholders of the Company to exercise their voting rights from 9.00 a.m. of Saturday, 17th August, 2019 up to 5.00 p.m. of Monday, 19th August, 2019. Accordingly, e-votes casted up to 5.00 p.m. of Monday, 19th August, 2019 have been considered for my scrutiny.


After the conclusion of the 19th Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Kalpesh Sawant and Mr. Khodidas Nile and thereafter remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Vishal Adhav and Ms. Shweta Mohite. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 19th Annual General Meeting with their pattern of voting is as per Annexure enclosed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 19th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030**



ANNEXURE

The summary of the votes cast through remote e-voting and physical ballots received for each of the resolutions is given below:

Resolution No. 1 as an Ordinary Resolution;

- a. To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended 31st March, 2019 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, 2019 together with the Report of Auditors thereon.

Sr. No.	Particulars	Resolution No. 1	
		No. of Physical ballots / Remote e-voting Confirmations	No. of Shares voted
a.	Votes cast through physical ballots	53	1,75,14,863
b.	Remote e-voting confirmations received	559	54,61,71,355
	Total	612	56,36,86,218
c.	Less: Invalid Ballots / Remote e-voting confirmations	4	67
d.	Net Valid Physical Ballot Forms / Remote e-voting confirmations	608	56,36,86,151
	(i) Physical Ballot Forms / Remote e-voting confirmations with assent for the Resolution	603	56,36,85,900
% of Assent			*100
	(ii) Physical Ballot Forms / Remote e-voting confirmations with dissent for the Resolution	5	251
% of Dissent			-

*Rounded off to nearest number



Resolution No. 2 as an Ordinary Resolution for re-appointment of Mrs. Manjri Chandak (DIN: 03503615), who retired by rotation at 19th Annual General Meeting and being eligible, had offered herself for re-appointment.

Sr. No.	Particulars	Resolution No. 2	
		No. of Physical ballots / Remote e-voting Confirmations	No. of Shares voted
a.	Votes cast through physical ballots	53	1,75,14,863
b.	Remote e-voting confirmations received	562	54,63,93,695
	Total	615	56,39,08,558
c.	Less: Invalid Ballots / Remote e-Voting confirmations	4	67
d.	Net Valid Physical Ballot Forms / Remote e-voting confirmations	611	56,39,08,491
	(i) Physical Ballot Forms / Remote e-voting confirmations with assent for the Resolution	579	56,20,91,962
% of Assent			*99.68
	(ii) Physical Ballot Forms / Remote e-voting confirmations with dissent for the Resolution	32	18,16,529
% of Dissent			0.32

*Rounded off to nearest number



Resolution No. 3 as a Special Resolution for authorizing the Board of Directors to offer, issue and allot secured, rated, cumulative, redeemable, non-convertible debentures aggregating to Rs. 15,000,000,000/- (Rupees One Thousand and Five Hundred Crore only) in one or more tranches by way of private placement.

Sr. No.	Particulars	Resolution No. 3	
		No. of Physical ballots / Remote e-voting Confirmations	No. of Shares voted
a.	Votes cast through physical ballots	53	1,75,14,863
b.	Remote e-voting confirmations received	563	54,63,93,735
	Total	616	56,39,08,598
c.	Less: Invalid Ballots / Remote e-voting confirmations	4	67
d.	Net Valid Physical Ballot Forms / Remote e-voting confirmations	612	56,39,08,531
	(i) Physical Ballot Forms / Remote e-voting confirmations with assent for the Resolution	596	56,39,07,816
% of Assent			*100
	(ii) Physical Ballot Forms / Remote e-voting confirmations with dissent for the Resolution	16	715
% of Dissent			-

*Rounded off to nearest number



Resolution No. 4 as a Special Resolution for authorizing the Board of Directors to create, offer, issue and allot up to 25,000,000 (Two Crore and Fifty Lacs) Equity Shares through Qualified Institutions Placement route for achieving the minimum public shareholding requirements as prescribed by SEBI.

Sr. No.	Particulars	Resolution No. 4	
		No. of Physical ballots / Remote e-voting Confirmations	No. of Shares voted
a.	Votes cast through physical ballots	53	1,75,14,863
b.	Remote e-voting Confirmations received	561	54,63,93,694
	Total	614	56,39,08,557
c.	Less: Invalid Ballots / Remote e-voting confirmations	4	67
d.	Net Valid Physical Ballot Forms / Remote e-voting confirmations	610	56,39,08,490
	(i) Physical Ballot Forms / Remote e-voting confirmations with assent for the Resolution	592	56,39,07,815
% of Assent			*100
	(ii) Physical Ballot Forms / Remote e-voting confirmations with dissent for the Resolution	18	675
% of Dissent			-

*Rounded off to nearest number



Resolution No. 5 as a Special Resolution for ratification of the Avenue Supermarts Limited Employee Stock Option Scheme 2016 (the "ESOP Scheme"), which was approved by the Board of Directors and Members, through their resolutions dated 23rd July, 2016 and 16th September, 2016, respectively.

Sr. No.	Particulars	Resolution No. 5	
		No. of Physical ballots / Remote e-voting Confirmations	No. of Shares voted
a.	Votes cast through physical ballots	52	172,05,069
b.	Remote e-voting Confirmations received	561	54,62,17,339
	Total	613	56,34,22,408
c.	Less: Invalid Ballots / Remote e-voting confirmations	4	67
d.	Net Valid Physical Ballot Forms / Remote e-voting confirmations	609	56,34,22,341
	(i) Physical Ballot Forms / Remote e-voting confirmations with assent for the Resolution	378	54,53,76,690
% of Assent			*96.80
	(ii) Physical Ballot Forms / Remote e-voting confirmations with dissent for the Resolution	231	1,80,45,651
% of Dissent			3.20

*Rounded off to nearest number



Resolution No. 6 as a Special Resolution for ratification of Employee Stock Options granted to the employees of the Subsidiary Company(ies) under Avenue Supermarts Limited Employee Stock Option Scheme 2016, which was approved by the Board of Directors and Members, through their resolutions dated 23rd July, 2016 and 16th September, 2016, respectively.

Sr. No.	Particulars	Resolution No. 6	
		No. of Physical ballots / Remote e-voting Confirmations	No. of Shares voted
a.	Votes cast through physical ballots	52	1,72,05,069
b.	Remote e-voting Confirmations received	561	54,62,17,167
	Total	613	56,34,22,236
c.	Less: Invalid Ballots / Remote e-voting confirmations	4	67
d.	Net Valid Physical Ballot Forms / Remote e-voting confirmations	609	56,34,22,169
	(i) Physical Ballot Forms / Remote e-voting confirmations with assent for the Resolution	376	54,53,81,933
% of Assent			*96.80
	(ii) Physical Ballot Forms / Remote e-voting confirmations with dissent for the Resolution	233	1,80,40,236
% of Dissent			3.20

*Rounded off to nearest number

