

## Avenue Supermarts Limited

Plot No. B-72 & B-72A, Wagle Industrial Estate, Thane (West), Maharashtra, India - 400 604

Tel. 91 22 33400500 • e-mail: info@dmartindia.com • Website: www.dmartindia.com

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14<sup>th</sup> August, 2025

To,

**BSE Limited**

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

**National Stock Exchange of India Limited**

Corporate Communications Department  
“Exchange Plaza”, 5<sup>th</sup> 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 the Regulation 44(3) of the 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 e-voting at the 25<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Tuesday, 12<sup>th</sup> August, 2025 at 12:00 Noon (IST) through video conferencing/ other audio visual means, in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

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**

<b>Date of the AGM/EGM</b>	<b>12.08.2025</b>
<b>Total number of shareholders on record date (i.e. August 05, 2025)</b>	<b>6,28,010</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>NIL</b>
Promoters and Promoter Group	NIL
Public	NIL
<b>No. of Shareholders attended the meeting through Video Conferencing :</b>	<b>81</b>
Promoters and Promoter Group	6
Public	75

<b>Resolution Required :Ordinary</b>			<b>1 - To receive, consider and adopt the Audited financial statements (Standalone &amp; Consolidated) of the Company for the financial year ended 31st March, 2025 together with Reports of the Board of Directors and Statutory Auditors thereon.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	485797156	485639156	99.97	485639156	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
	<b>Total</b>		<b>485639156</b>	<b>99.97</b>	<b>485639156</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	114729820	97644083	85.11	97611521	32562	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>97644083</b>	<b>85.11</b>	<b>97611521</b>	<b>32562</b>	<b>99.97</b>	<b>0.03</b>
Public Non Institutions	E-Voting	50206092	12958033	25.81	12957609	424	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
	<b>Total</b>		<b>12958033</b>	<b>25.81</b>	<b>12957609</b>	<b>424</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>650733068</b>	<b>596241272</b>	<b>91.63</b>	<b>596208286</b>	<b>32986</b>	<b>99.99</b>	<b>0.01</b>

Resolution Required :Ordinary			2 - To re-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	485797156	485639156	99.97	485639156	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
	<b>Total</b>		<b>485639156</b>	<b>99.97</b>	<b>485639156</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	114729820	100253548	87.38	96118059	4135489	95.88	4.13
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>100253548</b>	<b>87.38</b>	<b>96118059</b>	<b>4135489</b>	<b>95.87</b>	<b>4.13</b>
Public Non Institutions	E-Voting	50206092	12958041	25.81	12956824	1217	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12958041</b>	<b>25.81</b>	<b>12956824</b>	<b>1217</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>650733068</b>	<b>598850745</b>	<b>92.03</b>	<b>594714039</b>	<b>4136706</b>	<b>99.31</b>	<b>0.69</b>

Resolution Required :Ordinary			3 - To re-appoint a Director in place of Mr. Ramakant Baheti (DIN: 00246480), who retires by rotation and being eligible, offers himself 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	485797156	485639156	99.97	485639156	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
	<b>Total</b>		<b>485639156</b>	<b>99.97</b>	<b>485639156</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	114729820	100260048	87.39	99065358	1194690	98.81	1.19
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>100260048</b>	<b>87.39</b>	<b>99065358</b>	<b>1194690</b>	<b>98.81</b>	<b>1.19</b>
Public Non Institutions	E-Voting	50206092	12958040	25.81	12956811	1229	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12958040</b>	<b>25.81</b>	<b>12956811</b>	<b>1229</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>650733068</b>	<b>598857244</b>	<b>92.03</b>	<b>597661325</b>	<b>1195919</b>	<b>99.80</b>	<b>0.20</b>

Resolution Required :Special			4 - To appoint Ms. Rita Teotia (DIN: 02876666) as an Independent Director of the Company, for a period of 3 (three) years commencing from 20th June, 2025 to 19th June, 2028					
Whether promoter/ promoter group are interested			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	485797156	485639156	99.97	485639156	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
	<b>Total</b>		<b>485639156</b>	<b>99.97</b>	<b>485639156</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	114729820	100260048	87.39	100256516	3532	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
	<b>Total</b>		<b>100260048</b>	<b>87.39</b>	<b>100256516</b>	<b>3532</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	50206092	12958034	25.81	12957039	995	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12958034</b>	<b>25.81</b>	<b>12957039</b>	<b>995</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>650733068</b>	<b>598857238</b>	<b>92.03</b>	<b>598852711</b>	<b>4527</b>	<b>100.00</b>	<b>0.00</b>

Resolution Required :Ordinary			5 - To appoint Rathi and Associates, a firm of Practising Company Secretaries as Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 till 31st March, 2030					
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	485797156	485639156	99.97	485639156	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
	<b>Total</b>		<b>485639156</b>	<b>99.97</b>	<b>485639156</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	114729820	100257624	87.39	100257624	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
	<b>Total</b>		<b>100257624</b>	<b>87.39</b>	<b>100257624</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	50206092	12957978	25.81	12957284	694	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12957978</b>	<b>25.81</b>	<b>12957284</b>	<b>694</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>650733068</b>	<b>598854758</b>	<b>92.03</b>	<b>598854064</b>	<b>694</b>	<b>100.00</b>	<b>0.00</b>

Resolution Required :Ordinary			6 - To approve material related party transactions for sale of goods to Avenue E-Commerce Limited, Subsidiary Company for the period from date of this meeting till the date of next Annual General Meeting, up to a maximum aggregate value of Rs. 35,000,000,000 (Rupees Three Thousand Five Hundred crores only) plus applicable taxes.					
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	485797156	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	114729820	100260048	87.39	100260048	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
	<b>Total</b>		<b>100260048</b>	<b>87.39</b>	<b>100260048</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	50206092	293425	0.58	282919	10506	96.42	3.58
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>293425</b>	<b>0.58</b>	<b>282919</b>	<b>10506</b>	<b>96.42</b>	<b>3.58</b>
<b>Total</b>		<b>650733068</b>	<b>100553473</b>	<b>15.45</b>	<b>100542967</b>	<b>10506</b>	<b>99.99</b>	<b>0.01</b>

Resolution Required :Ordinary			7 - To approve material related party transactions for sale of assets to Avenue E-Commerce Limited, Subsidiary Company for the period from date of this meeting till the date of next Annual General Meeting, up to a maximum aggregate value of Rs. 5,00,00,000 (Rupees Five crore only) plus applicable taxes.					
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	485797156	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	114729820	100260048	87.39	100260048	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
	<b>Total</b>		<b>100260048</b>	<b>87.39</b>	<b>100260048</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	50206092	293417	0.58	282892	10525	96.41	3.59
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>293417</b>	<b>0.58</b>	<b>282892</b>	<b>10525</b>	<b>96.41</b>	<b>3.59</b>
<b>Total</b>		<b>650733068</b>	<b>100553465</b>	<b>15.45</b>	<b>100542940</b>	<b>10525</b>	<b>99.99</b>	<b>0.01</b>

Resolution Required :Ordinary			8 - To approve material related party transactions for purchase of assets from Avenue E-Commerce Limited, Subsidiary Company for the period from date of this meeting till the date of next Annual General Meeting, up to a maximum aggregate value of Rs. 5,00,00,000 (Rupees Five crore only) plus applicable taxes					
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	485797156	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	114729820	100260048	87.39	100260048	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
	<b>Total</b>		<b>100260048</b>	<b>87.39</b>	<b>100260048</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	50206092	293289	0.58	282789	10500	96.42	3.58
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>293289</b>	<b>0.58</b>	<b>282789</b>	<b>10500</b>	<b>96.42</b>	<b>3.58</b>
<b>Total</b>		<b>650733068</b>	<b>100553337</b>	<b>15.45</b>	<b>100542837</b>	<b>10500</b>	<b>99.99</b>	<b>0.01</b>

Resolution Required :Ordinary			9 - To approve material related party transactions for further investment in the share capital of Avenue E-Commerce Limited, Subsidiary Company for the period from date of this meeting till the date of next Annual General Meeting, up to a maximum aggregate value of Rs. 5,000,000,000 (Rupees 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	485797156	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	114729820	100260048	87.39	100260048	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
	<b>Total</b>		<b>100260048</b>	<b>87.39</b>	<b>100260048</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	50206092	293450	0.58	282956	10494	96.42	3.58
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>293450</b>	<b>0.58</b>	<b>282956</b>	<b>10494</b>	<b>96.42</b>	<b>3.58</b>
<b>Total</b>		<b>650733068</b>	<b>100553498</b>	<b>15.45</b>	<b>100543004</b>	<b>10494</b>	<b>99.99</b>	<b>0.01</b>

# 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

August 13, 2025

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 prior to and e-voting during 25<sup>th</sup> Annual General Meeting of the Members of Avenue Supermarts Limited ("the Company") held on August 12 2025.

The Company vide Resolution passed by its Board of Directors at their meeting held on 3<sup>rd</sup> May, 2025, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting during the 25<sup>th</sup> Annual General Meeting ("AGM") on the resolutions contained in the Notice dated 20<sup>th</sup> June, 2025 for the AGM, 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 the 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 AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance Circular Nos. 20/2020 dated 5<sup>th</sup> May, 2020 read with subsequent circulars issued from time to time and General Circular no. 9/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs. The Company had provided e-voting facility during the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

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 prior to the AGM and e-voting during the

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AGM on the resolutions as contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the AGM and e-voting during the AGM 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 prior to AGM and e-voting system during the AGM as per the facility provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide the said e-voting facilities.

The MCA vide circulars mentioned above has permitted the holding of Annual General Meeting through VC/OAVM, without physical presence of the Members at a common venue. As required under Section 101 of the Act, a Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars issued by the MCA and the Securities and Exchange Board of India ("SEBI") Circulars dated October 03, 2024 bearing Ref. No.: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, October 07, 2023 bearing Ref. No.: SEBI/HO/CFD/-PoD-2/P/CIR/2023/167, January 05, 2023 bearing Ref. No.: SEBI/HO/CFD/PoD-2/P/CIR/ 2023/4 and May 13, 2022 bearing Ref. No: SEBI/HO/CFD/CMD2/CIR/P/2022/62. In compliance with the provisions of MCA's Circulars, the AGM of the Company was held through VC/OAVM. Following resolutions were proposed for approval by remote e-voting prior to the AGM and e-voting during the AGM by the Members of the Company:

1. **Resolution No. 1** as an Ordinary Resolution for adoption of Audited financial statements (Standalone & Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with Reports of the Board of Directors and Statutory Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Ms. Manjri Chandak (DIN: 03503615) who retired by rotation at the 25<sup>th</sup> Annual General Meeting and being eligible, had offered herself for re-appointment, as Director of the Company;
3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of Mr. Ramakant Baheti (DIN: 00246480) who retired by rotation at the 25<sup>th</sup> Annual General Meeting and being eligible, had offered himself for re-appointment, as Director of the Company;
4. **Resolution No. 4** as a Special Resolution for appointment of Ms. Rita Teatota (DIN: 02876666) as an Independent Director of the Company for a period of 3 (three) years commencing from 20<sup>th</sup> June, 2025 upto 19<sup>th</sup> June, 2028, not liable to retire by rotation;



5. **Resolution No. 5** as an Ordinary Resolution for appointment of M/s. Rathi and Associates, a firm of Practising Company Secretaries (Firm Registration No. P1988MH011900) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from 1<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030;
6. **Resolution No. 6** as an Ordinary Resolution for approval of material related party transactions by executing and/or renewing contracts/transactions or continuing the obligations under previous contracts/ agreements for sale of goods to Avenue E-Commerce Limited, a subsidiary Company, for the period from date of 25<sup>th</sup> Annual General Meeting till the date of 26<sup>th</sup> Annual General Meeting, upto a maximum aggregate value of Rs. 3,500,00,00,000/- (Rupees Three Thousand Five Hundred crore only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis;
7. **Resolution No. 7** as an Ordinary Resolution for approval of material related party transaction by executing and/or renewing contracts/ transactions or continuing the obligations under previous contracts/agreements for sale of assets to Avenue E-Commerce Limited, a subsidiary Company, for the period from date of 25<sup>th</sup> Annual General Meeting till the date of 26<sup>th</sup> Annual General Meeting, upto a maximum aggregate value of Rs. 5,00,00,000/- (Rupees Five crore only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis;
8. **Resolution No. 8** as an Ordinary Resolution for approval of material related party transaction by executing and/or renewing contracts/ transactions or continuing the obligations under previous contracts/ agreements for purchase of assets from Avenue E-Commerce Limited, a subsidiary Company, for the period from date of 25<sup>th</sup> Annual General Meeting till the date of 26<sup>th</sup> Annual General Meeting, upto a maximum aggregate value of Rs. 5,00,00,000/- (Rupees Five crore only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis;
9. **Resolution No. 9** as an Ordinary Resolution for approval of material related party transaction by further investment in the share capital of Avenue E-Commerce Limited, a subsidiary Company, for the period from date of 25<sup>th</sup> Annual General Meeting till the date of 26<sup>th</sup> Annual General Meeting, upto a maximum aggregate value of Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), in the ordinary course of business of the Company;



The Company provided the remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility during the AGM to those members who did not cast their votes through e-voting facility, to enable them 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 Thursday, 07<sup>th</sup> August, 2025 up to 5.00 p.m. of Monday, 11<sup>th</sup> August, 2025. Accordingly, votes cast through remote e-voting upto 5:00 p.m. of Monday, 11<sup>th</sup> August, 2025 have been considered for my scrutiny.

After conclusion of 25<sup>th</sup> Annual General Meeting, the voting through remote e-voting prior to the AGM and e-voting during the AGM was unlocked. In case of shareholders who cast votes through remote e-voting prior to the AGM as well as through e-voting during the AGM, the voting through remote e-voting of such shareholders prior to the AGM was treated as valid. A summary of the votes cast by shareholders through remote e-voting prior to the AGM and e-voting during the AGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting prior to the AGM and e-voting during the AGM 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**

**MEM. NO. FCS5171**

**COP NO. 3030**

**UDIN: F005171G001004334**

**PEER REVIEW CER. NO.:6391/2025**



**ANNEXURE**

Summary of the votes cast through remote e-voting prior to and e-voting during the 25<sup>th</sup> AGM for each of the resolutions is given below:

1. **Resolution No. 1** as an Ordinary Resolution for adoption of Audited financial statements (Standalone & Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with Reports of the Board of Directors and Statutory Auditors thereon;

Sr. No.	Particulars	Resolution No. 1	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting during AGM	9	13,124
b.	Votes cast through remote e-voting prior to AGM	1,606	60,04,59,586
	<b>Total</b>	<b>1,615</b>	<b>60,04,72,710</b>
c.	Less: Invalid voting	27	42,31,438
d.	<b>Net valid voting</b>	<b>1,588</b>	<b>59,62,41,272</b>
	(i) Voting with assent for the Resolution	1,563	59,62,08,286
	<b>% of Assent</b>		<b>*100</b>
	(ii) Voting with dissent for the Resolution	25	32,986
	<b>% of Dissent</b>		<b>-</b>

*\*Rounded off to nearest decimal*



2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Ms. Manjri Chandak (DIN: 03503615) who retired by rotation at the 25<sup>th</sup> Annual General Meeting and being eligible, had offered herself for re-appointment, as Director of the Company;

Sr. No.	Particulars	Resolution No. 2	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting during AGM	9	13,124
b.	Votes cast through remote e-voting prior to AGM	1,617	60,30,69,059
	<b>Total</b>	<b>1,626</b>	<b>60,30,82,183</b>
c.	Less: Invalid voting	27	42,31,438
d.	<b>Net valid voting</b>	<b>1,599</b>	<b>59,88,50,745</b>
	(i) Voting with assent for the Resolution	1,439	59,47,14,039
<b>% of Assent</b>			<b>*99.31</b>
	(ii) Voting with dissent for the Resolution	160	41,36,706
<b>% of Dissent</b>			<b>0.69</b>

*\*Rounded off to nearest decimal*



3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of Mr. Ramakant Baheti (DIN: 00246480) who retired by rotation at the 25<sup>th</sup> Annual General Meeting and being eligible, had offered himself for re-appointment, as Director of the Company;

Sr. No.	Particulars	Resolution No. 3	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting during AGM	9	13,124
b.	Votes cast through remote e-voting prior to AGM	1,614	60,30,75,558
	<b>Total</b>	<b>1,623</b>	<b>60,30,88,682</b>
c.	Less: Invalid voting	27	42,31,438
d.	<b>Net valid voting</b>	<b>1,596</b>	<b>59,88,57,244</b>
	(i) Voting with assent for the Resolution	1,508	59,76,61,325
	<b>% of Assent</b>		<b>99.80</b>
	(ii) Voting with dissent for the Resolution	88	11,95,919
	<b>% of Dissent</b>		<b>*0.20</b>

*\*Rounded off to nearest decimal*



4. **Resolution No. 4** as a Special Resolution for appointment of Ms. Rita Teatota (DIN: 02876666) as an Independent Director of the Company for a period of 3 (three) years commencing from 20<sup>th</sup> June, 2025 upto 19<sup>th</sup> June, 2028, not liable to retire by rotation.

Sr. No.	Particulars	Resolution No. 4	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting during AGM	9	13,124
b.	Votes cast through remote e-voting prior to AGM	1,607	60,30,75,552
	<b>Total</b>	<b>1,616</b>	<b>60,30,88,676</b>
c.	Less: Invalid voting	27	42,31,438
d.	<b>Net valid voting</b>	<b>1,589</b>	<b>59,88,57,238</b>
	(i) Voting with assent for the Resolution	1,543	59,88,52,711
<b>% of Assent</b>			<b>*100</b>
	(ii) Voting with dissent for the Resolution	46	4,527
<b>% of Dissent</b>			<b>-</b>

*\*Rounded off to nearest decimal*



5. **Resolution No. 5** as an Ordinary Resolution for appointment of M/s. Rathi and Associates, a firm of Practising Company Secretaries (Firm registration no. P1988MH011900) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from 1<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030.

Sr. No.	Particulars	Resolution No. 5	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting during AGM	9	13,124
b.	Votes cast through remote e-voting prior to AGM	1,601	60,30,73,072
	<b>Total</b>	<b>1,610</b>	<b>60,30,86,196</b>
c.	Less: Invalid voting	27	42,31,438
d.	<b>Net valid voting</b>	<b>1,583</b>	<b>59,88,54,758</b>
	(i) Voting with assent for the Resolution	1,547	59,88,54,064
<b>% of Assent</b>			<b>*100</b>
	(ii) Voting with dissent for the Resolution	36	694
<b>% of Dissent</b>			<b>-</b>

*\*Rounded off to nearest decimal*



6. **Resolution No. 6** as an Ordinary Resolution for approval of material related party transactions by executing and/or renewing contracts/transactions or continuing the obligations under previous contracts/ agreements for sale of goods to Avenue E-Commerce Limited, a subsidiary Company, for the period from date of 25<sup>th</sup> Annual General Meeting till the date of 26<sup>th</sup> Annual General Meeting, upto a maximum aggregate value of Rs. 3,500,00,00,000/- (Rupees Three Thousand Five Hundred crore only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis;

Sr. No.	Particulars	Resolution No. 6	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting during AGM	9	13,124
b.	Votes cast through remote e-voting prior to AGM	1,584	10,47,71,787
	<b>Total</b>	<b>1,593</b>	<b>10,47,84,911</b>
c.	Less: Invalid voting	27	42,31,438
d.	<b>Net valid voting</b>	<b>1,566</b>	<b>10,05,53,473</b>
	(i) Voting with assent for the Resolution	1,529	10,05,42,967
<b>% of Assent</b>			<b>*99.99</b>
	(ii) Voting with dissent for the Resolution	37	10,506
<b>% of Dissent</b>			<b>0.01</b>

*\*Rounded off to nearest decimal*



7. **Resolution No. 7** as an Ordinary Resolution for approval of material related party transaction by executing and/or renewing contracts/ transactions or continuing the obligations under previous contracts/agreements for sale of assets to Avenue E-Commerce Limited, a subsidiary Company, for the period from date of 25<sup>th</sup> Annual General Meeting till the date of 26<sup>th</sup> Annual General Meeting, upto a maximum aggregate value of Rs. 5,00,00,000/- (Rupees Five crore only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis;

Sr. No.	Particulars	Resolution No. 7	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting during AGM	9	13,124
b.	Votes cast through remote e-voting prior to AGM	1,584	10,47,71,779
	<b>Total</b>	<b>1,593</b>	<b>10,47,84,903</b>
c.	Less: Invalid voting	27	42,31,438
d.	<b>Net valid voting</b>	<b>1,566</b>	<b>10,05,53,465</b>
	(i) Voting with assent for the Resolution	1,528	10,05,42,940
<b>% of Assent</b>			<b>*99.99</b>
	(ii) Voting with dissent for the Resolution	38	10,525
<b>% of Dissent</b>			<b>0.01</b>

*\*Rounded off to nearest decimal*



8. **Resolution No. 8** as an Ordinary Resolution for approval of material related party transaction by executing and/or renewing contracts/ transactions or continuing the obligations under previous contracts/ agreements for purchase of assets from Avenue E-Commerce Limited, a subsidiary Company, for the period from date of 25<sup>th</sup> Annual General Meeting till the date of 26<sup>th</sup> Annual General Meeting, upto a maximum aggregate value of Rs. 5,00,00,000/- (Rupees Five crore only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis;

Sr. No.	Particulars	Resolution No. 8	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting during AGM	9	13,124
b.	Votes cast through remote e-voting prior to AGM	1,583	10,47,71,651
	<b>Total</b>	<b>1,592</b>	<b>10,47,84,775</b>
c.	Less: Invalid voting	27	42,31,438
d.	<b>Net valid voting</b>	<b>1,565</b>	<b>10,05,53,337</b>
	(i) Voting with assent for the Resolution	1,528	10,05,42,837
<b>% of Assent</b>			<b>*99.99</b>
	(ii) Voting with dissent for the Resolution	37	10,500
<b>% of Dissent</b>			<b>0.01</b>

\*Rounded off to nearest decimal



9. **Resolution No. 9** as an Ordinary Resolution for approval of material related party transaction by further investment in the share capital of Avenue E-Commerce Limited, a subsidiary Company, for the period from date of 25<sup>th</sup> Annual General Meeting till the date of 26<sup>th</sup> Annual General Meeting, upto a maximum aggregate value of Rs. 500,00,00,000/- (Rupees Five Hundred Crore only), in the ordinary course of business of the Company;

Sr. No.	Particulars	Resolution No. 9	
		No. of members who voted	No. of Votes
a.	Votes cast through e-voting during AGM	9	13,124
b.	Votes cast through remote e-voting prior to AGM	1,586	10,47,71,812
	<b>Total</b>	<b>1,595</b>	<b>10,47,84,936</b>
c.	Less: Invalid voting	27	42,31,438
d.	<b>Net valid voting</b>	<b>1,568</b>	<b>10,05,53,498</b>
	(i) Voting with assent for the Resolution	1,532	10,05,43,004
<b>% of Assent</b>			<b>*99.99</b>
	(ii) Voting with dissent for the Resolution	36	10,494
<b>% of Dissent</b>			<b>0.01</b>

*\*Rounded off to nearest decimal*

