

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

21st January, 2026

To,

BSE Limited

Corporate Relationship Department

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

BSE Scrip Code: 540376

The National Stock Exchange of India Ltd.

Corporate Communications Department

Exchange Plaza, 5th Floor,

Bandra – Kurla Complex, Bandra (East),

Mumbai – 400 051

NSE Scrip Symbol: DMART

Sub: Notice of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 10th January, 2026 together with the Explanatory Statement, seeking approval of Members for appointment of Mr. Anshul Asawa (DIN: 11400809) as Managing Director of the Company to hold office for the period of 3 (three) years from 1st April, 2026 till 31st March, 2029, by remote e-voting process ("e-voting").

The Postal Ballot Notice is being sent through electronic mode only to those Members whose names appear in the Register of Members/ list of Beneficial Owners and whose e-mail addresses are registered with the Company/ Depositories as on cut-off date i.e. Friday, 16th January, 2026.

The Company has engaged the services of National Securities Depository Limited for providing remote e-voting facility to the Members. The remote e-voting period will commence on Thursday, 22nd January, 2026 from 9.00 A.M. (IST) and will end on Friday, 20th February, 2026 at 5.00 P.M. (IST).

Kindly take the above information on record.

Thanking you.

Yours faithfully,

For **Avenue Supermarts Limited**

Ashu Gupta

Company Secretary & Compliance Officer

Encl: As above



AVENUE SUPERMARTS LIMITED

CIN: L51900MH2000PLC126473

Registered Office: Anjaneya CHS Limited, Orchard Avenue, Opp. Hiranandani Foundation School,
Powai, Mumbai - 400 076.

Corporate Office: B-72/72A, Wagle Industrial Estate, Road No. 33, Kamgar Hospital Road,
Thane - 400 604.

Email id: investorrelations@dmartindia.com **Website:** www.dmartindia.com

Tel No.: 022-3340 0500, 022-7123 0500

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and in accordance with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Ordinary Resolution as set out in this Notice is proposed for approval of members of the Company through Postal Ballot by remote e-voting process ("e-voting").

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, members can vote only through remote e-voting process. Accordingly, the Company has availed electronic voting platform of National Securities Depository Limited (NSDL) for facilitating e-voting. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot Notice.

The remote e-voting period commences from **9.00 A.M. (IST) on Thursday, 22nd January, 2026 and ends at 5.00 P.M. (IST) on Friday, 20th February, 2026.**

The Company has appointed Mr. Himanshu S. Kamdar (Membership No.: FCS:5171) or failing him, Mr. Jayesh M. Shah (FCS:5637), Partners of M/s. Rathi & Associates, Practicing Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and result of the voting by Postal Ballot will be announced on or before Tuesday, 24th February, 2026.

The voting results of the Postal Ballot along with the Scrutinizer's Report shall be uploaded on the Company's website at www.dmartindia.com and on the website of NSDL at www.evoting.nsdl.com. The results will also be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.

SPECIAL BUSINESS:

To approve the appointment of Mr. Anshul Asawa (DIN: 11400809) as Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for appointment of Mr. Anshul Asawa (DIN: 11400809) as a Director of the Company with effect from 1st April, 2026 and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Anshul Asawa (DIN: 11400809) as Managing Director, designated as Chief Executive Officer of the Company, not liable to retire by rotation, to hold office for a period of 3 (three) years from 1st April, 2026 till 31st March, 2029 on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/ or remuneration on recommendation of Nomination and Remuneration Committee, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Act including any statutory modification(s) or re-enactment thereof for the time being in force), without further reference to members of the Company.

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 in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

By Order of the Board of Directors of
Avenue Supermarts Limited

Place: Thane
Date: 10th January, 2026

Ashu Gupta
Company Secretary & Compliance Officer
Membership No: F10736

Registered office:

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

Notes:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot Notice, and the relevant details of the Director as required by Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those members whose e-mail addresses are registered with the Company/ Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Friday, 16th January, 2026** ("Cut-off date").
3. Members may note that this Postal Ballot notice will also be available on the website of the Company at www.dmartindia.com, website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt Limited, C-101, 247 Embassy, LBS Marg, Vikhroli (West), Mumbai – 400 083.
5. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
6. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on **Friday, 16th January, 2026**. A person who is not a member on the relevant date should treat this notice for information purposes only.
8. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 20th February, 2026** i.e., the last date specified for receipt of votes through the e-voting process.
9. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investorrelations@dmartindia.com.
10. The details of the process and manner for remote e-voting are explained herein below:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual members holding securities in demat mode

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants in order to increase the efficiency of the voting process.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL	<p>For OTP based login you can click on the link https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Members holding securities in demat mode with CDSL	<p>Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option.</p> <p>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP 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 Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:
- 5.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. 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, please follow steps mentioned below in process for those members whose email ids are not registered.
7. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those members whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of member, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to investorrelations@dmartindia.com or to MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufig.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investorrelations@dmartindia.com or to MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufig.com. If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual members holding securities in demat mode.
3. Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI Master Circular dated 11th November, 2024 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for members

1. 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 hsr@rathiandassociates.com with a copy marked to evoting@nsdl.com. Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. 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 : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President- NSDL at evoting@nsdl.com.

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

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 11th January 2025, approved the appointment of Mr. Anshul Asawa as Chief Executive Officer Designate and Senior Managerial Personnel of the Company with effect from 15th March, 2025. The appointment of Mr. Asawa was part of leadership transition plan to succeed Mr. Ignatius Navil Noronha, after completion of his tenure on 31st January, 2026 as Managing Director & CEO of the Company.

The Board of the Company at its meeting held on 10th January, 2026 have approved the appointment of Mr. Anshul Asawa as Chief Executive Officer and Key Managerial Personnel of the Company with effect from 1st February, 2026, pursuant to provisions of section 203 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulation, 2015).

Further, in accordance with Sections 152, 196, 197, 198 and 203, Schedule V and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the SEBI Listing Regulation 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of the Company at its meeting held on 10th January, 2026, have approved the appointment of Mr. Anshul Asawa (DIN: 11400809), as Managing Director, designated as Chief Executive Officer of the Company, for a period of 3 (three) years from 1st April, 2026 till 31st March, 2029. The said appointment is subject to approval of the members of the Company.

Mr. Anshul Asawa, an IIT Roorkee and IIM Lucknow alumnus, joined DMart after a 30-year long stint at Unilever where he had leadership roles overseeing the growth of product categories and developing impactful functions in India, Asia, and Europe. He served as Country Head of Unilever in Thailand and General Manager for the Home Care business unit in Greater Asia. During his tenure of over 19 years in India, he held key leadership positions in sales, marketing and distribution. Mr. Asawa led the digitization efforts at HUL and was also at the forefront of leading product innovations for homecare categories and sales & distribution transformations in urban and rural markets within India. He is known for his consumer-centricity, commercial discipline, and execution focus.

The Company has received notice under Section 160 of the Companies Act, 2013 from a Member proposing his candidature as Director of the Company. Mr. Asawa has confirmed that he is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director in terms of section 152 of the Act. He has also confirmed that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

The Board is of the opinion that Mr. Asawa's knowledge and experience will be of immense value to the Company and will contribute significantly to the Company's growth. The remuneration proposed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, is considered appropriate and commensurate with the responsibilities of the position of Managing Director and is necessary to attract and retain a competent professional.

The terms and conditions of the appointment are broadly stated as below:

1. **Fixed remuneration:** The fixed remuneration shall be in the range of Rs. 16,00,00,000 (Rupees Sixteen Crore) to Rs. 24,00,00,000 (Rupees Twenty-four Crore) per annum. It shall include basic salary and fixed allowances, as per the policy of the Company.
2. **Variable remuneration:** He shall be entitled to performance-based incentive pay in the range of Rs. 4,00,00,000 (Rupees Four Crore) to Rs. 6,00,00,000 (Rupees Six Crore) per annum in accordance with the Company's Policy, as may be amended from time to time.
3. **Benefits, Perquisites & other Allowances:**
 - a) Leave encashment on cessation of service, as per the Company's Policy.
 - b) Medical Insurance, Car loan benefit, Mobile handset reimbursement, Club/ resort benefits as per the Company's Policy.
 - c) Reimbursement of travel and other expenses incurred by him towards the business of the Company at actuals.
 - d) Other benefits, schemes, privileges and amenities as per the Company's policy.
4. **Other Terms:**
 - a) Mr. Anshul Asawa shall not be liable to retire by rotation.
 - b) He shall devote such time in the performance of his duties as Managing Director & CEO of the Company as it is considered necessary and expedient.
 - c) Mr. Asawa shall exercise and perform such powers and duties as are additionally entrusted to him by the Board of Directors and/ or by the Chairperson.
 - d) He shall have the power of general conduct and management of the affairs of the Company, except such powers/ acts/ things which can be exercised or done by the Company in General Meeting or by the Board of Directors at its meeting, subject to the supervision of the Board of Directors and subject to the provisions of the Act.
 - e) Either of the parties can terminate the said arrangement upon giving six months' notice in writing to the other party.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act as amended from time to time.

The Board of Directors of the Company in consultation with the Nomination and Remuneration Committee shall be authorised to give annual increments, as may be deemed appropriate, which shall be performance 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 specified under section 197, read with Schedule V of the Act including any statutory modification(s) or re-enactment thereof for the time being in force).

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Anshul Asawa under Section 190 of the Companies Act, 2013. A brief profile of Mr. Anshul Asawa, including nature of his expertise, and the relevant details relating to his appointment as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are provided as "Annexure A" to this Notice.

The Board of Directors of the Company recommends appointment of Mr. Anshul Asawa (DIN: 11400809) as Managing Director, designated as Chief Executive Officer of the Company, for a period of 3 (three) years w.e.f. 1st April, 2026 to the members for their approval by way of an Ordinary Resolution as set out in this Notice.

Except Mr. Anshul Asawa and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

By Order of the Board of Directors of
Avenue Supermarts Limited

Place: Thane
Date: 10th January, 2026

Ashu Gupta
Company Secretary & Compliance Officer
Membership No: F10736

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

Details of Director Seeking Appointment

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

Mr. Anshul Asawa	
Age	54 years
DIN	11400809
Date of appointment on the Board	1 st April, 2026
Qualifications, nature of expertise & experience	<p>Mr. Anshul Asawa, an IIT Roorkee and IIM Lucknow alumnus, joined DMart from 17th March, 2025 after a 30-year long stint at Unilever where he had leadership roles overseeing the growth of product categories and developing impactful functions in India, Asia, and Europe. He served as Country Head of Unilever in Thailand and General Manager for the Home Care business unit in Greater Asia. During his tenure of over 19 years in India, he held key leadership positions in sales, marketing and distribution.</p> <p>Mr. Asawa led the digitization efforts at HUL and was also at the forefront of leading product innovations for homecare categories and sales & distribution transformations in urban and rural markets within India. He is known for his consumer-centricity, commercial discipline, and execution focus.</p>
Relationship with other Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Terms and conditions of appointment	As set out in Resolution and the Explanatory Statement
Remuneration last drawn	Remuneration of Rs. 11,67,02,400/- (Rupees Eleven Crore Sixty-Seven Lakh Two Thousand and Four Hundred) was paid to Mr. Anshul Asawa as CEO Designate of the Company for the period from 1 st April, 2025 to 31 st December, 2025. Additionally, one-time bonus of Rs. 3,86,00,000/- (Rupees Three Crore Eighty-Six Lakh) was paid to him.
Remuneration proposed to be paid	As set out in Resolution and the Explanatory Statement
Number of meetings of the Board attended during the financial year	It is proposed to appoint Mr. Anshul Asawa as Managing Director, designated as CEO, and hence this detail is not applicable
Listed entities from which the person has resigned in the past three years	Nil
Directorships held in other companies	Nil
Memberships/ Chairmanships of committees of other companies	Nil
No. of shares held in the Company	Nil