

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

24th January, 2024

To,

BSE Limited

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

The National Stock Exchange of India Ltd.

Corporate Communications Department
Exchange Plaza, 5th Floor,
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051

BSE Scrip Code: 540376

NSE Scrip Symbol: DMART

Sub: Notice of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”), enclosed please find Postal Ballot Notice dated 13th January, 2024 together with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking approval of Members of the Company by remote e-voting process on the special resolution for appointment of Mr. Harishchandra M. Bharuka (DIN: 00306084) as an Independent Director of the Company for a period of five years commencing from 13th January, 2024.

The Notice is being sent to all the Members, whose name appears in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/ Depositories as on Friday, 19th January, 2024. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The remote e-voting period will commence from Thursday, 25th January, 2024 at 9.00 A.M. (IST) and will end on Friday, 23rd February, 2024 at 5.00 P.M. (IST).

Kindly take the same on your record and oblige.

Thanking you.

Yours faithfully,

For **Avenue Supermarts Limited**

Ashu Gupta

Company Secretary & Compliance Officer

Encl: As above



AVENUE SUPERMARTS LIMITED

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 and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the Special 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, 25th January, 2024, and ends at 5.00 P.M. (IST) on Friday, 23rd February, 2024.**

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.

After completion of scrutiny of the votes cast, 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, 27th February, 2024.

The said Result along with the Scrutinizer's Report shall be uploaded on the Company's website www.dmartindia.com and on the website of NSDL www.evoting.nsdl.com. The result 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.

RESOLUTION:

To approve the appointment of Mr. Harishchandra M. Bharuka (DIN: 00306084) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), Mr. Harishchandra M. Bharuka (DIN: 00306084), who has been appointed as an Additional Director of the Company in the capacity of an Independent Director with effect from 13th January, 2024 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years commencing from 13th January, 2024 upto 12th January, 2029, not liable to retire by rotation and upon such remuneration as may be determined by the Board of Directors of the Company from time to time within the overall limits specified under the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

By Order of the Board of Directors of
Avenue Supermarts Limited

Place: Thane

Date: 13th January, 2024

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, 19th January, 2024 (“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, Link Intime India Pvt Limited, C-101, 247 Park, 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. Resolution 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, 19th January, 2024. A person who is not a shareholder 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, 23rd February, 2024 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

In terms of SEBI circular dated 9th December, 2020 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.	<ol style="list-style-type: none"> <li data-bbox="553 722 1354 1104">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. <li data-bbox="553 1142 1354 1276">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="553 1314 1354 1768">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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. <li data-bbox="553 1806 1354 1904">4. Members/Member can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 use your existing my easi username & password. 2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting 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 vote during the remote e-Voting period. Additionally, link is also provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & select New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 will also be 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>	<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. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 on the website of NSDL/ CDSL.

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 and 022 - 2499 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 22 55 33

B) Login Method 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:

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***

5. Password details for members other than Individual members 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
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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 email 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 shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@dmartindia.com or to Link Intime (India) Private Limited at rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DP ID + CL ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@dmartindia.com or to Link Intime (India) Private Limited at rnt.helpdesk@linkintime.co.in. If you are an Individual shareholder 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, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 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 hsk@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 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President- NSDL at evoting@nsdl.com.

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

The Board of Directors of the Company at their meeting held on 13th January, 2024, and pursuant to the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Harishchandra M. Bharuka (DIN: 00306084) as an Additional Director in the capacity of an Independent Director of the Company, with effect from 13th January, 2024 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (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 to hold office for a period of 5 (five) consecutive years upto 12th January, 2029, not liable to retire by rotation.

The Company has received a declaration from Mr. Harishchandra M. Bharuka confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Bharuka to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing his candidature for the office of Director.

Mr. Harishchandra M. Bharuka has experience of more than two decades in leading MNC business in India with significant global exposure and possesses expertise in functions like Corporate Governance, Audit, Risk Management (ERM), Environmental, Social and Governance (ESG), Mergers & Acquisition, Investor Relations, Finance and Procurement.

Based on his skills, experience, expertise in specific functional areas which are beneficial to the Company, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Bharuka as an Independent Director pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Harishchandra M. Bharuka is eligible to be appointed as an Independent Director for a term of 5 (five) consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his appointment as an Independent Director of the Company and he is independent of the Management.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Harishchandra M. Bharuka has registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Accordingly, it is proposed to seek approval of members of the Company by way of a Special Resolution through Postal Ballot for appointment of Mr. Harishchandra M. Bharuka as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from 13th January, 2024 to 12th January, 2029, not liable to retire by rotation.

The letter of appointment of Mr. Bharuka setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investorrelations@dmartindia.com.

In line with the Company's remuneration policy for Independent Directors, Mr. Harishchandra M. Bharuka will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board/ Committee meetings and commission as approved by the Board and members on the recommendation of the Nomination and Remuneration Committee within the overall limits of remuneration payable under Companies Act, 2013.

Except Mr. Harishchandra M. Bharuka, and/ or 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.

The Board of Directors recommends the resolution as set out in this Notice for approval of the Members by way of a Special Resolution.

Details of Director Seeking Appointment

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

Mr. Harishchandra M. Bharuka

Age	63 years
Date of appointment on the Board	13 th January, 2024
Qualifications	Bachelor of Commerce and a member of Institute of Cost and Works Accountants of India.
Nature of expertise & experience	<p>Mr. Harishchandra M. Bharuka has a career spanning over 40 years with experience of more than two decades of leading MNC business in India with significant global exposure. He possesses demonstrated ability and expertise in management of the Board, various committees of the Board, Corporate Governance, Audit, Risk Management (ERM), Environmental, Social and Governance (ESG), M&A, Investor Relations, Finance and Procurement.</p> <p>Mr. Bharuka served as Managing Director of Kansai Nerolac Paints Limited from 2001 onwards for more than 20 years until he retired from this position in 2022.</p> <p>He holds a graduation degree in Commerce from University of Mumbai and is a member of Institute of Cost and Works Accountants of India.</p> <p>Mr. Bharuka has been honoured with numerous awards including Life-Time Achievement award from Indian Paint Association in 2023, Business Today - PWC list of India's top 100 CEOs from non-BFSI sectors ranked him No. 31 and he was declared winner in the Chemical & Plastics Industry at Asia Pacific Entrepreneurship Awards 2017 India amongst others.</p>
Relationship with other Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Terms and conditions of appointment/ re-appointment	It is proposed to appoint Mr. Harishchandra M. Bharuka as an Independent Director, for a period of 5 (five) years with effect from 13 th January, 2024 and as mentioned in resolution of the Postal Ballot Notice read along with Explanatory Statement thereto.
Remuneration last drawn	N.A.
Remuneration proposed to be paid	Mr. Bharuka, being an Independent Director, will be entitled to sitting fees for attending meetings of the Board & Committees thereof and commission as approved by the Members of the Company, from time to time.
Number of meetings of the Board attended during the financial year (2023-24)	N.A.

Listed entities from which the person has resigned in the past three years	Kansai Nerolac Paints Limited (Retired w.e.f. 31 st March, 2022)
Directorships held in other companies	Nil
Memberships / Chairmanships of committees of other companies	Nil
No. of shares held in the Company	Nil