

## Notice

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of Arvind Fashions Limited will be held on Friday, August 09, 2019 at 10.00 a.m. at H T Parekh Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements [including consolidated financial statements] of the Company for the financial year ended March 31, 2019 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjaybhai Shrenikbhai Lalbhai (holding DIN 00008329), who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

#### 3. To regularize appointment of Ms. Nithya Easwaran (DIN: 03605392) as a Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Nithya Easwaran (DIN: 03605392), who was appointed as an Additional Director by the Board of Directors of the Company with effect from October 10, 2018 and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013, signifying its intention to propose Ms. Nithya Easwaran (DIN: 03605392), as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company and that her office as a Director shall be subject to retirement by rotation.”

#### 4. To regularize appointment of Mr. Punit Sanjay Lalbhai (DIN: 05125502) as a Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Punit Sanjay Lalbhai (DIN: 05125502), who was appointed as an Additional Director by the Board of Directors of the Company with effect from April 02, 2019 and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of

Section 160 of the Companies Act, 2013, signifying its intention to propose Punit Sanjay Lalbhai (DIN: 05125502), as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company and that his office as a Director shall be subject to retirement by rotation.”

#### 5. To Appoint Ms. Abanti Sankaranarayanan (DIN: 01788443) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Abanti Sankaranarayanan (DIN: 01788443), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto October 09, 2023 and that her office as an Independent Director shall not be subject to retirement by rotation.”

#### 6. To Appoint Mr. Achal Anil Bakeri (DIN: 00397573) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Achal Anil Bakeri (DIN: 00397573), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto October 09, 2023 and that his office as an Independent Director shall not be subject to retirement by rotation.”

#### 7. To Appoint Mr. Nagesh Dinkar Pinge (DIN: 00062900) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Nagesh Dinkar Pinge (DIN: 00062900), in respect of whom the Company has received a notice in writing from a

member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto October 09, 2023 and that his office as an Independent Director shall not be subject to retirement by rotation.”

**8. To Appoint Mr. Vallabh Roopchand Bhanshali (DIN: 00184775) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vallabh Roopchand Bhanshali (DIN: 00184775), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto October 09, 2023 and that his office as an Independent Director shall not be subject to retirement by rotation.”

**9. To Appoint Ms. Vani Kola (DIN: 01827653) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Vani Kola (DIN: 01827653), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto April 01, 2024 and that her office as Independent Director shall not be subject to retirement by rotation.”

**10. To ratify the Arvind Fashions Limited - Employee Stock Option Scheme – 2016 (“ESOS – 2016” or “The Scheme”).**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 42 and 62(1)(b) of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory

modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, including any modifications thereof or supplements thereto (“the SEBI ESOS Regulations”) as and when they become applicable to the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) as and when they become applicable to the Company, the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (which shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this Resolution) (hereinafter referred to as “the Board/Committee”), members do hereby ratify the Arvind Fashions Limited - Employee Stock Option Scheme 2016 (“ESOS - 2016” or “the Scheme”).

**RESOLVED FURTHER THAT** the Board/Committee, be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation/reference to the amendment of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board/Committee be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable.

**RESOLVED FURTHER THAT** the Board/Committee, be and is hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to this Resolution.”

**By Order of the Board**

Sd/-

**Vijay Kumar B S**

Company Secretary

Date: May 16, 2019

Place: Ahmedabad

**Registered Office:**

Arvind Limited Premises,

Naroda Road,

Ahmedabad-380025.

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item No. 10 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 3, 4, 5, 6, 7, 8 and 9 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.  
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of AGM. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 03, 2019 to Friday, August 09, 2019 (both days inclusive) for the purpose of AGM.
4. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. in case the shares are held by them in physical form.  
SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Pvt. Ltd.
6. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
7. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A

consolidated share certificate will be issued to such Members after making requisite changes.

8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the AGM.
10. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.arvindfashions.com
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/Link Intime India Pvt. Ltd.
12. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be open for inspection without any fee at the registered office of the Company during normal business hours on any working day upto and including the date of the AGM of the Company.
13. The route map showing directions to reach the venue of the 4th AGM is annexed.
14. Instructions for e-voting  
A separate sheet containing the complete details of the instructions for e-voting is being sent to all the shareholders along with the Annual Report for the year 2018-19, to enable them to cast their votes through e-voting.

**By Order of the Board**

Sd/-

**Vijay Kumar B S**

Company Secretary

Date: May 16, 2019

Place: Ahmedabad

**Registered Office:**

Arvind Limited Premises,  
Naroda Road,  
Ahmedabad-380025.

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 3-**

The Board of Directors ('Board'), has appointed Ms. Nithya Easwaran (DIN: 03605392) as an Additional Director (Non-Executive) of the Company with effect from October 10, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company, Ms. Nithya Easwaran, will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. In terms of section 160 of the Companies Act, 2013, the Company has received a notice in writing, from a member, proposing the candidature

of Ms. Nithya Easwaran for the office of Director. Ms. Nithya Easwaran once appointed will be liable to retire by rotation.

The Company has received from Ms. Nithya Easwaran (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Nithya Easwaran, to whom the resolution relates, is concerned or interested in the Resolution mentioned in Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

#### **Item No. 4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), appointed Mr. Punit Sanjay Lalbhai (DIN: 05125502), as an Additional Director (Non-Executive) of the Company with effect from April 02, 2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and of the Articles of Association of the Company, Mr. Punit Sanjay Lalbhai, will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. In terms of section 160 of the Companies Act, 2013, the Company has received a notice in writing, from a member, proposing the candidature of Mr. Punit Sanjay Lalbhai for the office of Director. Mr. Punit Sanjay Lalbhai once appointed will be liable to retire by rotation.

The Company has received from Mr. Punit Sanjay Lalbhai (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Punit Sanjay Lalbhai, to whom the resolution relates and Mr. Sanjay Lalbhai and Mr. Kulin Sanjay Lalbhai are Relatives of Mr. Punit Sanjay Lalbhai, hence they are concerned or interested in the Resolution mentioned in Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

#### **Item No. 5**

The Board of Directors ('Board'), has appointed Ms. Abanti Sankaranarayanan (DIN: 01788443) as a Non-Executive Independent Director of the Company with effect from October 10, 2018 for a term of 5 consecutive years upto October 09, 2023, subject to the approval of Members in the ensuing General Meeting. In terms of section 160 of the Companies Act, 2013, ("Act") the Company has received notices in writing from a member proposing the candidature of Ms. Abanti Sankaranarayanan, for appointment as an Independent Director as per the

provisions of sections 149 and 152 of the Companies Act, 2013.

Ms. Abanti Sankaranarayanan, has given declarations to the Board of Directors of the Company that she met the criteria of Independence, as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Ms. Abanti Sankaranarayanan, fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Director and she is independent of the management. Given Ms. Abanti's expertise, your Board is of the view that Ms. Abanti's appointment as an Independent Director would be of immense value to the Company.

As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Ms. Abanti Sankaranarayanan, as an Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Ms. Abanti Sankaranarayanan, shall be open for inspection by the members at the Registered Office during normal business hours (from 10:00 a.m. till 5:00 p.m.) on any working day (except Saturday) from the date of this Notice till the date of the AGM.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Abanti Sankaranarayanan, to whom the resolution relates, is concerned or interested in the Resolution mentioned in Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

#### **Item No. 6**

The Board of Directors ('Board'), has appointed Mr. Achal Anil Bakeri (DIN: 00397573), as a Non-Executive Independent Director of the Company with effect from October 10, 2018 for a term of 5 consecutive years upto October 09, 2023, subject to the approval of Members in the ensuing General Meeting. In terms of section 160 of the Companies Act, 2013, ("Act") the Company has received notices in writing from a member proposing the candidature of Mr. Achal Anil Bakeri, for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Mr. Achal Anil Bakeri, has given declarations to the Board of Directors of the Company that he met the criteria of Independence, as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Achal Anil Bakeri, fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Director and he is independent of the management. Given Mr. Achal's expertise, your Board is of the view that Mr. Achal's appointment as an Independent Director would be of immense value to the Company.

As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the



Company and is not liable to retire by rotation. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Mr. Achal Anil Bakeri, as an Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Achal Anil Bakeri, shall be open for inspection by the members at the Registered Office during normal business hours (from 10:00 a.m. till 5:00 p.m.) on any working day (except Saturday) from the date of this Notice till the date of the AGM.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Achal Anil Bakeri, to whom the resolution relates, is concerned or interested in the Resolution mentioned in Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

#### **Item. 7**

The Board of Directors ("Board"), has appointed Mr. Nagesh Dinkar Pinge (DIN: 00062900), as a Non-Executive Independent Director of the Company with effect from October 10, 2018 for a term of 5 consecutive years upto October 09, 2023, subject to the approval of Members in the ensuing General Meeting. In terms of section 160 of the Companies Act, 2013, ("Act") the Company has received notices in writing from a member proposing the candidature of Mr. Nagesh Dinkar Pinge, for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Mr. Nagesh Dinkar Pinge, has given declarations to the Board of Directors of the Company that he met the criteria of Independence, as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Nagesh Dinkar Pinge, fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Director and he is independent of the management. Given Mr. Nagesh's expertise, your Board is of the view that Mr. Nagesh's appointment as an Independent Director would be of immense value to the Company.

As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Mr. Nagesh Dinkar Pinge, as an Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Nagesh Dinkar Pinge, shall be open for inspection by the members at the Registered Office during normal business hours (from 10:00 a.m. till 5:00 p.m.) on any working day (except Saturday) from the date of this Notice till the date of the AGM.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Nagesh Dinkar Pinge, to whom the resolution relates, is concerned or interested in the Resolution mentioned

in Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members.

#### **Item. 8**

The Board of Directors ("Board"), has appointed Mr. Vallabh Roopchand Bhanshali (DIN: 00184775), as a Non-Executive Independent Director of the Company with effect from October 10, 2018 for a term of 5 consecutive years upto October 09, 2023, subject to the approval of Members in the ensuing General Meeting. In terms of section 160 of the Companies Act, 2013, ("Act") the Company has received notices in writing from a member proposing the candidature of Mr. Vallabh Roopchand Bhanshali, for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Mr. Vallabh Roopchand Bhanshali, has given declarations to the Board of Directors of the Company that he met the criteria of Independence, as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Vallabh Roopchand Bhanshali, fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Director and he is independent of the management. Given Mr. Vallabh Bhanshali's expertise, your Board is of the view that Mr. Vallabh Bhanshali's appointment as an Independent Director would be of immense value to the Company.

As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Mr. Vallabh Roopchand Bhanshali, as an Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Vallabh Roopchand Bhanshali, shall be open for inspection by the members at the Registered Office during normal business hours (from 10:00 a.m. till 5:00 p.m.) on any working day (except Saturday) from the date of this Notice till the date of the AGM.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Vallabh Roopchand Bhanshali, to whom the resolution relates, is concerned or interested in the Resolution mentioned in Item No. 8 of the Notice.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members.

#### **Item. 9**

The Board of Directors ("Board"), has appointed Ms. Vani Kola (DIN: 01827653), as a Non-Executive Independent Director of the Company with effect from April 02, 2019 for a term of 5 consecutive years upto April 01, 2024, subject to the approval of Members in the ensuing General Meeting. In terms of section 160 of the Companies Act, 2013, ("Act") the Company has received notices in writing from a member proposing the candidature of Ms. Vani Kola, for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Ms. Vani Kola, has given declarations to the Board of Directors of the Company that she met the criteria of Independence, as provided in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, Ms. Vani Kola, fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Director and she is independent of the management. Given Ms. Vani’s expertise, your Board is of the view that Ms. Vani’s appointment as an Independent Director would be of immense value to the Company.

As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Ms. Vani Kola, as an Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Ms. Vani Kola, shall be open for inspection by the members at the Registered Office during normal business hours (from 10:00 a.m. till 5:00 p.m.) on any working day (except Saturday) from the date of this Notice till the date of the AGM.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Vani Kola, to whom the resolution relates, is concerned or interested in the Resolution mentioned in Item No. 9 of the Notice.

The Board recommends the resolution set forth in Item No. 9 for the approval of the Members.

#### Item. 10

Arvind Fashions Limited (hereinafter referred as “**the Company**”) has introduced the AFL - Employee Stock Option Scheme 2016 (hereinafter referred as “**ESOS – 2016**” or “**the Scheme**”), with effect from 15th October 2016. The Scheme was amended by the shareholders vide their resolution dated 16th July 2018. The Scheme is administered through the Board of Directors of the Company (which shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this Resolution) (hereinafter referred to as “**the Board/Committee**”). The objective of the Scheme is to create wealth, retention of critical employees, attract and increase the performance of Employees by offering Equity Shares of the Company to Eligible Employees of the Company, its Holding Company and Subsidiary Companies.

Further, as per the SEBI (Share Based Employee Benefits) Regulations, 2014 (“**the regulations**”), no Company shall make any fresh grant which involves allotment and transfer of shares to its employees under any schemes formulated prior to the listing of its equity shares (pre-IPO scheme) unless (i) Such pre-IPO scheme is in conformity with these regulations; and (ii) Such pre-IPO scheme is ratified by its shareholders subsequent to the listing.

AFL - ESOS 2016, as it stands today, is consistent with and conforms to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The salient features of the AFL - ESOS 2016 are as under:

#### a) Brief description of the Scheme

The Company recognizes and appreciates the critical role played by the employees and directors of the Company and its Holding and subsidiary Companies in bringing about growth of the organization. It strongly feels that the value created by them should be shared with them. To promote the culture of employee ownership in the Company and reward and retain the best talent, approval of the Members is being sought for introduction of the shares based employee benefit scheme, namely “Arvind Fashions Limited - Employee Stock Option Scheme 2016” (hereinafter referred as “ESOS - 2016” or “the Scheme”) and issue of stock options to the eligible employees of the Company, its holding and subsidiaries under the ESOS - 2016. The purpose of ESOS - 2016 is:

- Creation of wealth
- Retention of critical Employees
- Increase the performance of Employees

The ESOS - 2016 shall be administered by the Board/Committee.

#### b) The total number of options to be granted

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches up to 75,00,000 equity shares of Rs. 2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

##### Corporate Actions since 15th October 2016:

1. 4th September 2017 - The Company issued 2.3 Bonus Shares for every 100 Shares.

Adjusted Scheme Size - 76,72,500 equity shares of ₹ 2/- each.

2. 30th November 2018 - The Composite Scheme of Arrangement under Sections 230 to 232 read with Section 66 and other applicable provisions of The Companies Act, 2013 amongst Arvind Limited and Arvind Fashions Limited and The Anup Engineering Limited (Formerly Known as Anveshan Heavy Engineering Limited) and The Anup Engineering Limited and their respective shareholders and creditors became effective pursuant to order of The Hon’ble National Company Law Tribunal, Ahmedabad Bench at Ahmedabad dated 26th October 2018. As per Clause 31 of the Composite Scheme, 2 (two) equity shares of INR 2 each of the Company have been consolidated into 1 (one) fully paid up equity share of INR 4 each.

Adjusted Scheme Size - 38,36,250 equity shares of ₹ 4/- each.

The Employees are not required to pay any amount at the time of grants made to them.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option Grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed/cancelled options as per the provisions of ESOS - 2016.

The Board/Committee shall in accordance with the Applicable Laws determine the procedure for making a fair and reasonable adjustment to the ESOPs entitlement of an Option Grantee in case of a stock split, stock consolidation, rights issue, bonus issue, merger, demerger, amalgamation, sale of division and any other form of

corporate restructuring, if any.

If the Company issues bonus or rights shares, the Option Grantee will not be eligible for the bonus or rights shares in the capacity of an Option Grantee, except that the entitlement to the number of options and the Exercise Price will be adjusted, as determined by the Board/Committee. Only if the employee stock options are vested and exercised and the Option Grantee is a valid holder of the shares of the Company, the Option Grantee would be entitled for bonus or rights options as Option holder of the Company. Accordingly, if any additional options/shares are issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the above ceiling of 38,36,250 (Thirty-Eight Lakhs Thirty-Six Thousand Two hundred and Fifty) shall be deemed to be increased to the extent of such additional options/shares issued.

**c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

The following classes of employees of the Company, Holding Company and the Company's Subsidiaries, depending upon the eligibility criteria determined by the Board, are entitled to participate in ESOS-2016 (the "Eligible Employees"):

- 1) A permanent employee of the Company, whether working in India or outside India; or
- 2) A director of the Company, whether a whole time director or not, but excluding an independent director; or
- 3) An employee as defined in sub-clause (1) or (2) above, of a Holding and subsidiaries of the Company, whether in India or outside India; but does not include
  - a) An employee who is a promoter or a person belonging to the promoter group of the Company; or
  - b) A director, who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

**d) Requirements of vesting and period of vesting**

The options granted under ESOS - 2016 shall vest so long as the employee continues to be in the employment of the Company or its Holding or its subsidiary, as the case may be, as per applicable laws. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest and the detailed terms and conditions relating to such performance based vesting and the proportion in which options granted would vest (subject to the minimum and maximum vesting periods specified below).

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOS-2016.

The options which are vested may be cancelled in the following events:

- i. Expiry of exercise period
- ii. Resignation/Termination due to misconduct / breach of company policies, etc. and
- iii. Abandonment/Long Leave.

**e) Maximum period within which the options shall be vested**

The maximum vesting period may extend up to 5 (five) years from the date of grant of options.

**f) Exercise price or pricing formula**

Exercise Price means the price, if any, payable by the Employee for exercising the Vested Option granted to him in pursuance of the Scheme.

The Exercise Price shall be as decided by the Board/Committee at its own discretion. Provided that after listing of the equity shares of the Company on any recognized stock exchange in India, the exercise price shall be the Market Price of the share. However, it can be such other price as may be decided by the Board/Committee for grant of options not exceeding 0.5% of the paid-up equity shares as on 31st March 2018 i.e. not exceeding 5,79,257 shares or such other price as may be required to be arrived in accordance with the applicable laws.

Further, Board/Committee shall grant such options not exceeding 0.5% of paid up capital as mentioned above to employees in lieu of cash compensation based on achievement of key performance indicators and such options shall not exceed 0.15% of the paid-up capital i.e. not exceeding 1,73,777 shares to any one employee.

Explanation - Market Price means the latest available closing price on a recognised stock exchange on which the shares of the Company are listed on the date immediately prior to the relevant date and if such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

**g) Exercise period and process of exercise**

- (a) Employees shall be entitled to exercise options within such period as may be prescribed by the Board, which period shall not be less than one year from the date of grant and shall not exceed a period of five years from the date of respective vesting of options.
- (b) Employees can exercise the vested options in one or multiple tranches.
- (c) In the event of an Employee being transferred between the Company, its Subsidiaries or its Holding Company, and at instance of or with consent of the Company, the Option Grantee will continue to hold all the Vested Options and can Exercise them anytime within the Exercise Period. All Unvested Options shall vest as per the Vesting Schedule.

The process and conditions subject to which options can be exercised shall be laid down by the Board of the Company.

**h) Appraisal Process for determining the eligibility of Employees to the Scheme**

The appraisal process for determining the eligibility of the employees will be specified by the Board/Committee and will be based on criteria such as criticality of the role, designation, length of service, past performance record, future potential of the employee and / or such other criteria that may be determined by the Board, at its sole discretion.

**i) Maximum number of options to be issued per Employee and in the aggregate**

The number of Options that may be granted to any specific employee under ESOS-2016 shall not exceed the number of Shares equivalent

to 1% of the Issued Share Capital of the Company in aggregate in any one year unless prior specific approval from members of the Company through a special resolution to this effect is obtained.

The Company has proposed to grant to Mr. Suresh Jayaraman, Director of the Company, such number of options, in one year, which is equal to or exceeding 1% of the issued and paid up capital (excluding outstanding warrants and conversions) of the Company as on the date of the grant. Such determination shall be made by the Board, depending on the criteria and parameters it may decide.

**j) Maximum Quantum of benefits to be provided per employee**

The maximum quantum of benefits underlying the options issued to an Eligible Employee shall depend upon the market price of the equity shares of the Company, as on the date of sale of such equity shares.

**k) Whether the scheme is to be implemented and administered directly by the Company or through a trust**

The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.

**l) Whether scheme involves new issue of shares by the Company or secondary acquisition by the trust**

The Scheme will involve only new issue of shares by the Company.

**m) The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.**

Since the Scheme is not implemented through trust route, the said clause is not applicable.

**n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)**

Since the Scheme is not implemented through trust route, the said clause is not applicable.

**o) Disclosure and accounting policies**

The Company shall comply with the disclosures and the accounting policies prescribed as per the Companies Act, 2013 and the guidelines issued by the Institute of Chartered Accountants of India.

**p) Method of Valuation**

To calculate the employee compensation cost, the Company shall use Intrinsic Value Method or applicable accounting guidelines for valuation of the options granted. The difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value of the options, shall be disclosed in the Directors' Report and also, the impact of this

difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

**q) Certificate from auditors**

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the Scheme has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

**r) Other terms**

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOS - 2016, subject to compliance with the Applicable Laws and Regulations.

As per the regulations, in order to make fresh grant which involves allotment and transfer of Shares to the employees, the pre-IPO ESOS Scheme needs to be ratified by the members subsequent to the listing of shares of the Company. Hence, the above resolution is proposed for approval of the members.

Post ratification by the members, the Company shall obtain all necessary approvals, as required, in relation to the Scheme.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of the stock options that may be granted to them, if any, under ESOS plan.

The Board recommends the resolution set forth in Item No. 10 for the approval of the Members.

**By Order of the Board**

Sd/-

**Vijay Kumar B S**

Company Secretary

Date: May 16, 2019

Place: Ahmedabad

**Registered Office:**

Arvind Limited Premises,  
Naroda Road,  
Ahmedabad-380025.



**Details of Directors seeking Appointment / Re-appointment at the Fourth Annual General Meeting**

[Pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and SS-2 – Secretarial Standards on General Meetings

| Name of the Director                   | Mr. Sanjaybhai Shrenikbhai Lalbhai   | Ms. Nithya Easwaran  | Mr. Punit Sanjay Lalbhai  | Ms. Abanti Sankaranarayanan  |
|--|--|--|---|--|
| Director Identification Number (DIN)   | 00008329   | 03605392   | 05125502  | 01788443   |
| Brief Profile                          | <p><b>Mr. Sanjay Lalbhai</b> is the Chairman and Managing Director of Arvind Ltd, a 13 Billion Dollar Indian conglomerate. Over last four decades he has led the transformation of Arvind from a traditional textile mill into one of the world's leading manufacturers of denims, fine woven fabrics, and apparel solutions. He laid the foundations for the branded apparel business by bringing India's initial brands – Flying Machine and Arrow, and opening Exclusive Brand Outlets. Sanjay Lalbhai serves on the Board of Adani Ports &amp; Special Economic Zone Ltd. He is the president of Ahmedabad Education Society, Ahmedabad University and CEPT University, and the Chairman of Council of Administration of Ahmedabad Textile Industry Research Association (ATIRA). Mr. Lalbhai believes that addressing societal concerns and creating long lasting benefit to society is integral to the business strategy and a duty of every business leader. He provides strategic leadership SHARDA Trust, the CSR arm of Arvind. Mr. Lalbhai is an MBA from Jammalal Bajaj Institute.</p> | <p><b>Ms. Nithya Easwaran</b> has over 20 years of rich experience in financial services. She is Managing Director of Multiples Alternate Asset Management, a private equity platform with over US\$1 billion of assets under management. Prior to joining Multiples Alternate Asset Management, she headed the Structured Finance Team of Citibank in India and before that she was a part of the structured finance business of ICICI Ltd.</p> | <p><b>Mr. Punit Lalbhai</b> is Executive Director of Arvind Limited and leads Arvind's Advanced Materials, Engineering, and Agribusinesses. He also spearheads initiatives in sustainability, CSR, and Innovation at Arvind. He has an MBA from INSEAD and a Masters of Environmental Science from Yale University.</p> | <p><b>Ms. Abanti Sankaranarayanan</b> leads the Strategy and Corporate Affairs functions at Diageo India. She is an accomplished business leader with over two decades experience across general management, marketing, public policy, corporate reputation and sustainability in the consumer products and luxury industry. A considerable part of her career was spent with the Tata Group, as part of the elite Tata Administrative Services (TAS). In June 2010, since joining Diageo India Private Ltd, she went on to take the mantle of Managing Director responsible for its business, brands and people in India. She also serves on the CII National Committee on FMCG, Vice Chairperson of ASCI and member of the board of ISWAI (industry body for domestic alcohol beverage producers in India) and the Chairman of Four Seasons Wines Ltd. Her contribution to the business has been recognized by Fortune India, India Today and Fast Company, New York. Abanti is an Economics Graduate from St. Stephen's College, Delhi and an MBA from Indian Institute of Management (IIM), Ahmedabad.</p> |
| Age                                    | 65 Years   | 45 Years   | 37 Years  | 49 Years   |
| Date of first appointment on the Board | February 07, 2017  | February 07, 2017  | April 02, 2019  | October 10, 2018   |
| Date of Birth                          | April 10, 1954   | August 19, 1973  | March 13, 1982  | August 14, 1969  |

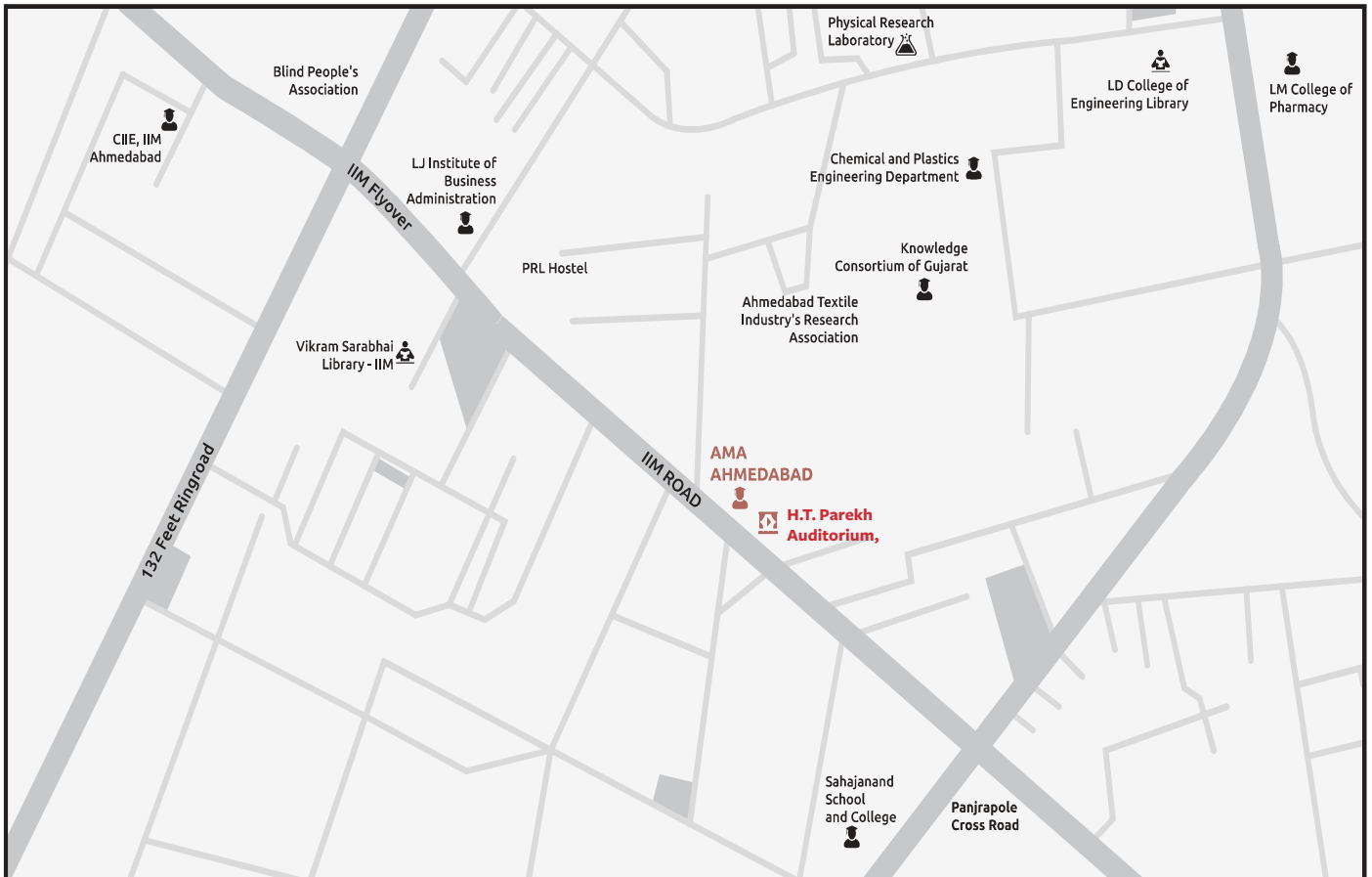
| Name of the Director  | Mr. Sanjaybhai Shrenikbhai Lalbhai   | Ms. Nithya Easwaran   | Mr. Punit Sanjay Lalbhai   | Ms. Abanti Sankaranarayanan  |
|---|--|---|--|--|
| Qualifications  | B.Sc., MMS   | MBA from IIM Lucknow.   | MBA from INSEAD and a Masters of Environmental Science from Yale University.   | MBA from IIM, Ahmedabad.   |
| Expertise in specific functional area   | Industrialist, Apparel & Textile Industry domain, Entrepreneur, Board Service & Governance   | Financial Services, Asset Management, Capital Markets, Wealth Management, Private Equity. | Industrialist, Apparel & Textile Industry domain, Entrepreneur, Sustainability Expert  | General management, marketing, public policy, corporate reputation and sustainability. |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies)                                | 1. Arvind Limited<br>2. Arvind SmartSpaces Limited<br>3. Adani Ports and Special Economic Zone Limited.<br>4. The Anup Engineering Limited | 1. Axis Securities Limited  | 1. Arvind Limited<br>2. Arvind Smart Textiles Limited<br>3. Arvind Envisol Limited<br>4. The Anup Engineering Limited                      | Nil  |
| Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholder Relationship Committee) | <b>Stakeholder Relationship Committee</b><br>1. Arvind Limited -Member<br>2. Arvind SmartSpaces Limited - Chairman                         | Nil   | <b>Stakeholder Relationship Committee</b><br>1. The Anup Engineering Limited - Member  | Nil  |
| Inter-se relationship with other Directors and Key Managerial Personnel   | Mr. Sanjay Lalbhai is the father of Mr. Punit Sanjay Lalbhai and Mr. Kulin Sanjay Lalbhai, Directors of the Company.                       | Nil   | Mr. Punit Lalbhai is son of Mr. Sanjay Lalbhai, Chairman & Director and elder brother of Mr. Kulin Sanjay Lalbhai, Director of the Company | Nil  |
| Number of shares held in the Company  | 311  | 3450  | 742  | Nil  |
| The number of Meetings of the Board attended during the year  | 2  | 4   | NA   | 2  |

| Name of the Director                   | Mr. Achal Anil Bakeri   | Mr. Nagesh Dinkar Pinge   | Mr. Vallabh Roopchand Bhanshali  | Ms. Vani Kola  |
|--|---|---|--|--|
| Director Identification Number (DIN)   | 00397573  | 00062900  | 00184775   | 01827653   |
| Brief Profile                          | <p><b>Mr. Achal Bakeri</b> is the Chairman and Managing Director of Symphony Limited. He leads the management of critical organizational functions such as corporate strategy, international growth opportunities and people development. He is an Architect and has studied Master of Business Administration from University of Southern California. Mr. Bakeri has 32 years of experience in varied fields, including construction, exports, manufacturing and design development. Under his guidance and leadership, Symphony has established its position as the largest manufacturer of air coolers in the world.</p> | <p><b>Mr. Nagesh Pinge</b> is an Expert in Ethics, Corporate Governance, Risk Management and Internal Audit. He is a Chartered Accountant and Law Graduate from India. He has also completed Executive Education Program from The Stephen M Ross School of Business of the University of Michigan, USA. In a career spanning 35 year, he has worked with many organizations of repute like Tata Motors as "Chief-Internal Audit, Risk Management and Ethics". Prior to that he has also served Reliance Retail Ltd, JSW Steel Ltd. and ICICI Bank and its Group Companies. He is an Independent Director in many reputed Companies. He is a past President of the Institute of Internal Auditors, India</p> | <p><b>Mr. Vallabh Bhanshali</b> is a well-known thought leader and investment banker. He is the Co-founder of ENAM group, a reputed home-grown investment banking and long-term investor groups of the country. He has keen interest in several subjects outside his core activity such as behavioral science, economic and national development and scientific spirituality. He is widely recognized across business, media, social and spiritual circles for his work, talks, interviews and innovative ideas. Amongst his many honors, he is a doctorate from Teerthankar Mahavir University. He is a Chartered Accountant and has a degree in law. He has recently accepted the position of President at FJIEI (Federation of Jain Educational Institutes). He is a trustee and former chairman of the Global Vipassana Foundation. He was a Trustee of the Bombay Stock Exchange. He is the founder and chief mentor of Desh Apnaye Sahayog Foundation and the founder Director of FLAME University - India's innovative Liberal Arts University.</p> | <p><b>Ms. Vani</b> is an idea lover and a trend spotter. After being a successful serial entrepreneur in the Silicon Valley, she moved back to India to get involved in the start-up ecosystem, when the entrepreneurial landscape was still in its infancy.</p> <p>Vani is also on the Board of several companies and has nurtured successful startups like Dream11, Snapdeal and Urban Ladder which are redefining the landscape of Indian business. Vani received the 2015 Economic Times Midas Touch award for her record in spotting entrepreneurs and disruptive ideas that scale to become large and successful businesses.</p> |
| Age                                    | 59 Years  | 60 Years  | 68 Years   | 55 Years   |
| Date of first appointment on the Board | October 10, 2018  | October 10, 2018  | October 10, 2018   | April 02, 2019   |
| Date of Birth                          | January 09, 1960  | October 01, 1958  | March 04, 1951   | January 23, 1964   |
| Qualifications                         | MBA from University of Southern California  | Chartered Accountant and Law Graduate   | Chartered Accountant and Law Graduate  | B.Tech from Osmania University   |

| Name of the Director  | Mr. Achal Anil Bakeri   | Mr. Nagesh Dinkar Pinge   | Mr. Vallabh Roopchand Bhanshali  | Ms. Vani Kola   |
|---|---|---|--|---|
| Expertise in specific functional area   | Industrialist, Entrepreneur, corporate strategy, and people development | Ethics, Corporate Governance, Risk Management, Internal Audit, Finance, Accounts and corporate laws.  | Finance, Investment Banker, Asset Management, Capital Markets, Wealth Management | Asset Management, Capital Markets, Wealth Management overall Business management. |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies)                                | 1. Symphony Limited   | 1. Inventia Healthcare Limited<br>2. Multi Commodity Exchange Clearing corporation Limited<br>3. Arvind Lifestyle Brands Limited<br>4. Goa Carbon Limited     | 1. Arvind Limited  | Nil   |
| Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholder Relationship Committee) | Nil   | Audit Committee<br>1. Inventia Healthcare Limited-Member<br>2. Multi Commodity Exchange Clearing corporation Limited-Chairman<br>3. Goa Carbon Limited-Member | Nil  | Nil   |
| Inter-se relationship with other Directors and Key Managerial Personnel   | Nil   | Nil   | Nil  | Nil   |
| Number of shares held in the Company  | Nil   | Nil   | Nil  | 40  |
| The number of Meetings of the Board attended during the year  | 2   | 2   | 2  | NA  |



**Route Map for the venue of the meeting H.T. Parekh Auditorium,  
Ahmedabad Management Association (AMA), Ahmedabad**



**ARVIND FASHIONS LIMITED**

(Incorporated under the Companies Act, 2013)  
(CIN: L52399GJ2016PLC085595)

**Registered Office:** Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad - 380 025, Gujarat, India.

Website: [www.arvindfashions.com](http://www.arvindfashions.com)

Phone No.: 079 - 68268000, Fax No. : 079 - 68268668

Name and Registered Address of Shareholder: (in block letters)

Sr. No.

|                                       |                     |
|---------------------------------------|---------------------|
| Registered Folio No./DP ID/Client ID: | No. of shares held: |
|                                       |                     |

Dear Member,

**Subject: Process and manner for availing e-Voting facility**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e- voting") will be provided by National Securities Depository Limited (NSDL).

The e-voting facility is available at the link <https://www.evoting.nsdl.com/>

The electronic voting particulars are set out below:

| EVEN (e-Voting Event Number) | USER ID | PASSWORD / PIN |
|------------------------------|---------|----------------|
| 110944                       |         |                |

The remote e-voting facility will be available during the following voting period:

|                                 |  |
|---------------------------------|--|
| <b>Commencement of e-voting</b> | <b>August 05, 2019 at 09:00 a.m. IST</b> |
| <b>End of e-voting</b>          | <b>August 08, 2019 at 5:00 p.m. IST</b>  |

Please read the instructions printed below before exercising your vote.

These details and instructions form integral part of the Notice for the 4<sup>th</sup> Annual General Meeting to be held on August 09, 2019.

**INSTRUCTIONS FOR E-VOTING**

**Members are requested to follow the below instructions to cast their vote through e-voting:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2:** Cast your vote electronically on NSDL e-Voting system. Details on Step 1 are mentioned below:

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

- 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 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password 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.
- 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 EVEN number is 101456 and folio number is 001*** then user ID is 101456001*** |

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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](http://www.evoting.nsdl.com)
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your DEMAT account number/folio number, your PAN, your name and your registered address.
  - 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.

**Details on Step 2 are given below:**

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

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

**General Guidelines for shareholders:**

1. Institutional shareholders (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 [pcs.buchassociates@gmail.com](mailto:pcs.buchassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Other Instructions:**

- I. The e-voting period commences on Monday, August 05, 2019 (9.00 a.m. IST) and ends on Thursday, August 08, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 02, 2019, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- II. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) or [investor.relations@arvindbrands.co.in](mailto:investor.relations@arvindbrands.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- IV. The facility for voting, either through electronic voting system or poll paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- V. A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VI. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- VII. Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145/ COP 8195) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- IX. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.arvindfashions.com](http://www.arvindfashions.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

**Registered Office:**

Arvind Fashions Limited  
Main Building,  
Arvind Limited Premises,  
Naroda Road, Ahmedabad - 380025,  
Date: May 16, 2019

By order of the Board

**Vijay Kumar B S**  
Company Secretary

## Arvind Fashions Limited

CIN: L52399GJ2016PLCo85595

Registered Office: Arvind Limited Premises, Naroda Road, Ahmedabad-380025, Gujarat, India.

Email: investor.relations@arvindbrands.co.in Website: www.arvindfashions.com

Phone: 079-30138000 Fax: 079-30138668

### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slip at the venue of the meeting.

LEDGER FOLIO or DP/CLIENT ID no.- \_\_\_\_\_

NUMBER OF SHARES HELD - \_\_\_\_\_

NAME OF THE MEMBER/PROXY - \_\_\_\_\_

ADDRESS OF THE MEMBER/PROXY \_\_\_\_\_

I hereby record my presence at the 4th Annual General Meeting of the Company held on Friday, August 09, 2019 at 10.00 a.m. at H T Parekh Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 India.

\* Strike out whichever is not applicable.

Signature of the Member/Proxy/Representative\*

## Arvind Fashions Limited

CIN: L52399GJ2016PLCo85595

Registered Office: Arvind Limited Premises, Naroda Road, Ahmedabad-380025, Gujarat, India.

Email: investor.relations@arvindbrands.co.in Website: www.arvindfashions.com

Phone: 079-30138000 Fax: 079-30138668

### PROXY FORM

#### Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Ledger Folio No. /DP/Client ID:

I/We, being the member (s) of above named Company, hold \_\_\_\_\_ shares hereby appoint

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/Our proxy to attend and vote (on a poll) for me and on my behalf at the 4th Annual General Meeting of the Company, to be held on Friday, August 09, 2019 at 10.00 a.m. at H T Parekh Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 India and at any adjournment thereof in respect of such resolutions as indicated below

| Resolution No. | RESOLUTIONS   | Optional * |         |
|----------------|---|------------|---------|
|                |   | For        | Against |
| 1              | Ordinary Resolution for adoption of Audited Financial Statements including Consolidated Financial Statements for the financial year ended 31st March, 2019 and Reports of Directors and Auditors thereon. |            |         |
| 2.             | Ordinary Resolution for re-appointment of Mr. Sanjay Lalbhai as Director of the Company, liable to retire by rotation.  |            |         |



| Resolution No.          | RESOLUTIONS   | Optional* |         |
|-------------------------|---|-----------|---------|
|                         |   | For       | Against |
| <b>Special Business</b> |   |           |         |
| 3                       | Ordinary Resolution to regularize appointment of Ms. Nithya Easwaran (DIN: 03605392) as a Director of the Company               |           |         |
| 4                       | Ordinary Resolution to regularize appointment of Mr. Punit Sanjay Lalbhai (DIN: 05125502) as a Director of the Company          |           |         |
| 5                       | Ordinary Resolution to Appoint Ms. Abanti Sankaranarayanan (DIN: 01788443) as an Independent Director of the Company.           |           |         |
| 6                       | Ordinary Resolution to Appoint Mr. Achal Anil Bakeri (DIN: 00397573) as an Independent Director of the Company                  |           |         |
| 7                       | Ordinary Resolution to Appoint Mr. Nagesh Dinkar Pinge (DIN: 00062900) as an Independent Director of the Company.               |           |         |
| 8                       | Ordinary Resolution to Appoint Mr. Vallabh Roopchand Bhanshali (DIN: 00184775) as an Independent Director of the Company.       |           |         |
| 9                       | Ordinary Resolution to Appoint Ms. Vani Kola (DIN: 01827653) as an Independent Director of the Company                          |           |         |
| 10                      | Special Resolution to ratify the Arvind Fashions Limited - Employee Stock Option Scheme – 2016 (“ESOS – 2016” or “The Scheme”). |           |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 4th Annual General Meeting.
- \* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.