

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated March 18, 2020 (“Letter of Offer”). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

The Company has dispatched a copy of this Abridged Letter of Offer along with the Entitlement Letter and the Common Application Form (“CAF”) to the Eligible Equity Shareholders at their Indian addresses registered with their depository. You may also download the Letter of Offer from the website of SEBI, BSE Limited (Designated Stock Exchange), National Stock Exchange of India Limited and the website of the Lead Manager to the Issue i.e. Vivro Financial Services Private Limited at www.sebi.gov.in, www.bseindia.com, www.nseindia.com and www.vivro.net respectively.

ARVIND FASHIONS

ARVIND FASHIONS LIMITED

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

Telephone: +91-79-30138000;

Corporate Office: 8th Floor, Du Parc Trinity, 17, M G Road, Bengaluru – 560 001, Karnataka, India;

Telephone: +91-80-41550650 **Email:** investor.relations@arvindbrands.co.in; **Website:** www.arvindfashions.com

Contact Person: B S Vijay Kumar, Company Secretary and Compliance Officer;

Email: investor.relations@arvindbrands.co.in **Corporate Identity Number:** L52399GJ2016PLC085595

PROMOTERS OF THE COMPANY

AURASECURITIES PRIVATE LIMITED, AURABUSINESS VENTURES LLP, SANJAYBHAI SHRENIKBHAI LALBHAI, JAYSHREEBEN SANJAYBHAI LALBHAI, PUNIT SANJAY LALBHAI, KULIN SANJAY LALBHAI, POORVA PUNIT LALBHAI, JAINA KULIN LALBHAI, ISHAAN PUNIT LALBHAI, ANANYAA KULIN LALBHAI AND RUHANI PUNIT LALBHAI

ISSUE DETAILS, LISTING AND PROCEDURE

ISSUE OF UP TO 1,99,75,953 EQUITY SHARES WITH A FACE VALUE OF ₹ 4 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 150 EACH INCLUDING A SHARE PREMIUM OF ₹ 146 PER RIGHTS EQUITY SHARE (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT UP TO ₹ 299.64 CRORES ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 16 RIGHTS EQUITY SHARES FOR EVERY 47 FULLY PAID-UP EQUITY SHARES HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON MARCH 18, 2020 (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 37.5 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 306 OF THE LETTER OF OFFER.

The existing Equity Shares of our Company are listed on the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (together, the “Stock Exchanges”). Our Company has received ‘in-principle’ approvals from the BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated January 16, 2020 and January 13, 2020, respectively. For the purpose of this Issue, the Designated Stock Exchange is BSE.

Procedure: If you wish to know about processes and procedures applicable to Rights Issues, you may refer section titled “Terms of the Issue” on page 306 of the Letter of Offer. You may also download the Letter of Offer from the websites of SEBI, BSE, NSE and the Lead Manager to the Issue i.e. Vivro Financial Services Private Limited at www.sebi.gov.in, www.bseindia.com, www.nseindia.com and www.vivro.net respectively. You can also request the Lead Manager to the Issue or BSE or NSE to provide a hard copy of Letter of Offer. Please note that in terms of Regulation 72(5) of SEBI ICDR Regulations, the Lead Manager and the Stock Exchanges may charge a reasonable amount for providing hard copy of the Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is eligible to undertake the Issue in terms of provisions of the Companies Act, 2013 and Chapter III of the SEBI ICDR Regulations and pursuant to Clause 3 (b) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part A of Schedule VI to the SEBI ICDR Regulations.

Whether the Company is compulsorily required to allot at least 75% of the net offer to public, qualified institutional buyer: Not Applicable, the Issue being a right issue

INDICATIVE TIMETABLE

Issue Opening Date	Monday, March 30, 2020	Finalisation of basis of allotment with the Designated Stock Exchange (on or about)	Thursday, April 23, 2020
Last Date for On Market Renunciation	Monday, April 13, 2020	Initiation of Refunds (on or about)	Friday, April 24, 2020
Last Date for Off Market Renunciation	Thursday, April 16, 2020	Credit of Rights Equity Shares to demat accounts of Allotees (on or about)	Friday, April 24, 2020
Issue Closing Date	Friday, April 17, 2020	Commencement of trading of Rights Equity Shares on the Stock Exchange (on or about)	Tuesday, April 28, 2020

The above time table is indicative and does not constitute any obligation on our Company or the Lead Manager.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the contents of the Letter of Offer. Specific attention of Investors is invited to the section titled “*Risk Factors*” beginning on page 22 of the Letter of Offer and “*Internal Risk Factors*” on page 6 of this Abridged Letter of Offer, before making an investment in this Issue.

PRICE INFORMATION OF THE LEAD MANAGER

Sr. No.	Issue Name	Name of the Merchant Banker	+/- % change in closing price, (+/- % change in closing benchmark) - 30th calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark) - 90th calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark) - 180th calendar days from listing
1.	Capacit'e Infraprojects Limited	Axis Capital Limited, IIFL Holdings Limited and Vivro Financial Services Private Limited	+36.30% (+3.39%)	+60.32% (+6.229%)	+18.08% (+1.27%)
2.	Ice Make Refrigeration Limited	Vivro Financial Services Private Limited	+107.98% (+19.28%)	+60.00% (+6.91%)	+58.60% (+5.28%)
3.	K.PI Global Infrastructure Limited	Vivro Financial Services Private Limited	-10.31% (-1.84%)	-14.31% (-2.21%)	-35.06% (-8.22%)

Name of Lead Manager and contact details	Vivro Financial Services Private Limited Vivro House, 11, Shashi Colony, Opp. Suvidha Shopping Center, Paldi, Ahmedabad - 380007, Gujarat, India. Telephone: +91-79-40404242; Email: afl@vivro.net ; Website: www.vivro.net Investor Grievance Email: investors@vivro.net Contact Person: Mili Khamar / Vatsal Shah SEBI Registration Number: INM000010122
Name of Registrar to the Issue and contact details	Link Intime India Private Limited C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India. Telephone: + 91-22-49186200; Email: afl.rights@linkintime.co.in Website: www.linkintime.co.in Investor Grievance Email: afl.rights@linkintime.co.in Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058
Name of Statutory Auditor	Sorab S. Engineer & Co., Chartered Accountants
Name of the Credit Rating Agency and the rating or grading obtained, if any	Not applicable, being a rights issue
Name of the Debenture Trustee, if any	Not applicable, being a rights issue
Banker to Issue & Refund Banker	Axis Bank Limited No. 9, Block A, MG Road, Bangalore – 560 001, India Telephone: +91 8095500092 Email: bangalore.operationshead@axisbank.com Website: www.axisbank.com Contact Person: T. B. Suchindran SEBI Registration No.: INBI00000017

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

Self-Certified Syndicate Banks and their Designated Branches	The list of banks and their Designated Branches is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Non Syndicate Registered Brokers	Not Applicable, being a rights issue
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock broker who can accept application from investors	Not Applicable, being a rights issue

PROMOTERS OF THE COMPANY

Sr. No.	Name of Promoters	Details of their experience
1	Aura Securities Private Limited	ASPL was incorporated as “ <i>Mayur Prakash Trading and Commercial Private Limited</i> ” a private limited company under the Companies Act, 1956 on November 14, 1985. The name of ASPL was changed to “ <i>Aura Securities Private Limited</i> ” pursuant to fresh certificate of incorporation consequent upon change of name dated January 15, 2017 issued by the RoC. The CIN of ASPL is U74110GJ1985PTC008269. The registered office of ASPL is located at 1st Floor, Akshay Building, 53, Shrimali Society, Behind Vadilal House, Navrangpura, Ahmedabad– 380 009, Gujarat, India. ASPL is, inter alia, engaged in the business of making investment in shares and securities and trading in paintings and steels.
2	Aura Business Ventures LLP	ABV-LLP was incorporated as a private limited company under the Companies Act, 1956 in the name of “ <i>Avadh Material and Equipment Suppliers Private Limited</i> ” on August 7, 1987. It was converted into a limited liability partnership under the Limited Liability Partnership Act, 2008 and the name was changed to “ <i>Avadh Material and Equipment Suppliers LLP</i> ” on January 25, 2017. Subsequently, the name “ <i>Avadh Material and Equipment Suppliers LLP</i> ” was changed to “ <i>Aura Business Ventures LLP</i> ” by order of Registrar of Companies, Gujarat dated April 5, 2017. The LLP identification number of ABV-LLP is AAI-3775. The registered office of ABV-LLP is situated at 1st Floor, Akshay Building, B/h Vadilal House, 53, Shrimali Society, Navrangpura, Ahmedabad– 380 009, Gujarat, India. ABV-LLP is inter alia, engaged in the business of dealing in work of art, archaeological, scientific or art collection, books, manuscripts, drawings, paintings including establishing and operating art gallery, museum, other institutions etc. and investment in shares and securities.
3	Sanjaybhai Shrenikbhai Lalbhai	Sanjaybhai Shrenikbhai Lalbhai, aged 65 years, is the Promoter, Chairman and Non-Executive Director of our Company. He has over 40 years of experience in textile sector. He had previously held directorships at Amol Minechem Limited, Torrent Pharmaceuticals Limited, Adani Ports and Special Economic Zone Limited, Gromax Agri Equipment Limited, Arvind Lifestyle Brands Limited and Center for Study of Science Technology and Policy.
4	Jayshreeben Sanjaybhai Lalbhai	Jayshreeben Sanjaybhai Lalbhai, aged 63 years, is the Promoter of our Company. She is not involved in the day to day management of our Company. She is involved in the philanthropy activities. She holds directorships in Avirat Investments Private Limited, Animesh Holdings Private Limited, Able Investments Private Limited, Anukul Investments Private Limited and acts as designated partner in Aura Business Ventures LLP and Sona Lank Investment and Trading LLP.
5	Punit Sanjay Lalbhai	Punit Sanjay Lalbhai, aged 38 years, is the Promoter and Non-Executive Director of our Company. He has over 10 years of experience in textile sector. He had previously held directorships at Arvind Transformational Solutions Private Limited, Arvind Internet Limited and Heartfulness Institute.
6	Kulin Sanjay Lalbhai	Kulin Sanjay Lalbhai, aged 34 years, is the Promoter and Non-Executive Director of our Company. He has over 7 years of experience in textile, apparel and accessories industries. In past, he has worked as business analyst at McKinsey & Company. He had previously held directorships at Kasturbhai Lalbhai Museum Limited.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

Sr. No.	Name of Promoters	Details of their experience
7	Poorva Punit Lalbhai	Poorva Punit Lalbhai, aged 36 years, is the Promoter of our Company. She is not involved in the day to day management of our Company. She is a designated partner in J P Trunkshow LLP, which deals with women's fashion.
8	Jaina Kulin Lalbhai	Jaina Kulin Lalbhai, aged 34 years, is the Promoter of our Company. She is a designated partner in Style Audit LLP and J P Trunkshow LLP, which deals with women's fashion and is not involved in the day to day management of our Company.
9	Ishaan Punit Lalbhai	Ishaan Punit Lalbhai, aged 8 years, is the Promoter of our Company. He is not involved in the management of our Company. Punit Sanjay Lalbhai (Father) and Poorva Punit Lalbhai (Mother) are guardians of Ishaan Punit Lalbhai.
10	Ananyaa Kulin Lalbhai	Ananyaa Kulin Lalbhai, aged 7 years, is the Promoter of our Company. She is not involved in the management of our Company. Kulin Sanjay Lalbhai (Father) and Jaina Kulin Lalbhai (Mother) are guardians of Ananyaa Kulin Lalbhai.
11	Ruhani Punit Lalbhai	Ruhani Punit Lalbhai, aged 4 years, is the Promoter of the Company. She is not involved in the management of our Company. Punit Sanjay Lalbhai (Father) and Poorva Punit Lalbhai (Mother) are guardians of Ruhani Punit Lalbhai.

For further details, see chapter titled 'Our Promoters and Promoter Group' on page 161 of the Letter of Offer.

BUSINESS OVERVIEW AND STRATEGY

We are engaged in the business of designing, sourcing, marketing and selling a wide portfolio of men's, women's and kids' branded readymade apparel, footwear and other accessories across multiple owned and licensed brands. We sell our products through a network of stores and distribution channel operated directly or through our Subsidiaries and Joint Ventures. Our portfolio of branded apparel and footwear spans across men's wear, women's wear and kids' wear, straddles across various pricing tiers and has presence across categories including but not limited to casual wear, formal wear, etc. We distribute and sell our products across India through multiple distribution channels such as Exclusive Brand Outlets ("EBOs"), Multi-Brand Outlets ("MBOs"), Large Format Stores ("LFS"), as well as e-commerce platforms, operated by us and operated by other e-commerce players. We are also engaged in the business of distributing and selling a select range of branded beauty products.

We have developed a large portfolio of brands and concepts across categories which include branded apparel, beauty products, footwear and accessories. We are a leading player and have a strong portfolio of owned and licensed international brands which includes U. S. Polo Assn., Arrow, Tommy Hilfiger, Flying Machine, Aeropostale, GAP, Calvin Klein, Unlimited and Hanes (*Source: Technopak Report*). We command a leadership position in the men's premium casual wear and denim categories and are a dominant player in premium kids' wear and innerwear categories (*Source: Technopak Report*). Our kids wear portfolio comprises of U. S. Polo Kids, Tommy Hilfiger Kids, GAP Kids and The Children's Place. Our innerwear portfolio comprises of brands like U. S. Polo Assn., Tommy Hilfiger, Calvin Klein and Hanes. We have forayed into the prestige beauty products market through the brand 'Sephora'. 'Unlimited', our value business brand outlet, provides fashion at value prices, under which we sell products under brands such as Anahi, Cherokee, Donuts, Excalibur, Elle Studio, Karigari, Ruggers, Sugr, Colt, Bronz and others. Our diversified portfolio of brands and variety of distribution channels allows us to maintain a balanced approach through which our operating results do not depend solely on the performance of any single brand, category or channel.

We serve our customers through a range of distribution channels which include about 1,300 EBOs, more than 14,000 MBOs and more than 3,500 LFS, spread across major states and union territories of India. Our stores are located in high streets, malls, mini malls at prominent locations in major metros, large cities and other Tier II and Tier III cities, which we believe give our stores better visibility and more footfalls. While our operations are focused in India, we have a small presence in international markets in the Middle East and South Asian countries which include UAE, Sri Lanka, Bangladesh, etc. for brands like Arrow and U. S. Polo Assn. through nominated distributors operating through EBOs as well LFS in these overseas markets. In addition, we operate an e-commerce platform www.nnnow.com and nnnow Android and iOS based apps, to market, distribute and sell our apparel, beauty products, footwear and accessories and are a strategic partner for all key e-commerce players in India.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

BOARD OF DIRECTORS			
Sr. No.	Name	Designation	Experience
1.	Sanjaybhai Shrenikbhai Lalbhai	Chairman and Non-Executive Director	He is chairman and managing director of Arvind Limited. He is also president of Ahmedabad Education Society, chairman of Centre for Environmental Planning & Technology (CEPT) Trust, chairman of governing body of CEPT University, chairman of Ahmedabad University and chairman of council of administration of Ahmedabad Textile Industry's Research Association. He has over 40 years of experience in textile sector.
2.	Suresh Jayaraman	Managing Director and CEO	He has over 20 years of experience in FMCG, lifestyle brands and retail industries. Prior to joining our Company, he has worked with MTR Foods Private Limited and Hindustan Unilever Limited.
3.	Kulin Sanjay Lalbhai	Non-Executive Director	He is an executive director of Arvind Limited. In past, he has worked as business analyst at McKinsey & Company. He has over 7 years of experience in textile, apparel and accessories industries.
4.	Punit Sanjay Lalbhai	Non-Executive Director	He is an executive director of Arvind Limited. He has over 10 years of experience in textile sector.
5.	Jayesh Kantilal Shah	Non-Executive Director	He is an executive director and chief financial officer of Arvind Limited. He has over 26 years of experience in the field of finance and accounts.
6.	Nithya Easwaran	Non-Executive Director	She has experience in financial services sector.
7.	Nilesh Dhirajlal Shah	Independent Director	He has years of experience in capital markets and market related investments. He is also a managing director of Kotak Mahindra Asset Management Company Limited. Prior to joining our Company, he was associated with ICICI Prudential AMC Limited, ICICI Bank Limited, ICICI Securities & Finance Company Limited and Axis Capital Limited.
8.	Nagesh Dinkar Pinge	Independent Director	He has years of experience in the field of internal audit. Prior to joining our Company, he has worked with Tata Motors Limited, Reliance Retail Limited and JSW Energy Limited.
9.	Vallabh Roopchand Bhanshali	Independent Director	He has years of experience in capital markets.
10.	Achal Anil Bakeri	Independent Director	He has years of experience in construction, manufacturing and design development. He is also a chairman and managing director of Symphony Limited.
11.	Abanti Sankaranarayanan	Independent Director	She has years of experience in the consumer products and luxury industry. She is managing director of Diageo India Private Limited.
12.	Vani Kola	Independent Director	She has over 14 years of experience in the field of management and financial services. Prior to joining our Company, she was associated with Certus Software and IndoUS Venture Partners.

For more details, see the chapter titled “*Our Management*” on page 144 of the Letter of Offer.

OBJECTS OF THE ISSUE

Our Company intends to utilize the proceeds of the Issue, after deducting Issue related expenses (“**Net Proceeds**”) towards the following objects:

- a. Prepayment and/ or repayment, in full or in part, of certain borrowings availed by our Company (including interest);
- b. Investment in Arvind Lifestyle Brands Limited, our wholly owned subsidiary (“**ALBL**”) for repayment/pre-payment, in full or in part, of certain borrowings availed by ALBL (including interest); and
- c. General corporate purposes.

The details of the Issue Proceeds are summarised in the table below:

(₹ in Crores)

Sr. No.	Description	Estimated Amount
1.	Gross Proceeds of the Issue	299.64
2.	(Less) Issue related expenses	2.98
	Net Proceeds of the Issue	296.66

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

Proposed utilization of Net Proceeds of the Issue:

(₹ in Crores)

Sr. No.	Particulars of Object	Amount to be funded from the Net Proceeds	Estimated schedule of deployment of Net Proceeds in Fiscal 2021 [^]
1.	Prepayment and/ or repayment, in full or in part, of certain borrowings availed by our Company (including interest)	50.00	50.00
2.	Investment in ALBL, our wholly owned subsidiary for repayment/ pre-payment, in full or in part, of certain borrowings availed by ALBL (including interest)	200.00	200.00
3.	General corporate purposes	46.66	46.66
	Total	296.66	296.66

[^]Any portion of the Net Proceeds not deployed for the stated Objects in Fiscal 2021 will be deployed in Fiscal 2022.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years: Not Applicable

Name of monitoring agency – Axis Bank Limited

Terms of Issuance of Convertible Security - Not Applicable, the Issue being an issue of Right Equity Shares.

SHAREHOLDING PATTERN AS ON DECEMBER 31, 2019

Sr. No.	Particulars	Pre Issue number of Equity Shares	% holding of pre issue Equity Shares
1.	Promoter & Promoter Group	2,08,78,965	35.58
2.	Public	3,78,00,399	64.42
	Total	5,86,79,364	100.00

Number/ amount of Equity Shares proposed to be sold by selling shareholders, if any – Not Applicable, being a rights issue.

RESTATED CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Crores, except for share data, percentage or as stated))

Particulars	Six months ended September 30, 2019	Fiscal		
		2019	2018	2017
Total income from operations (net)	2,020.39	4,642.56	4,219.83	1,416.65
Net Profit / (Loss) before tax and extraordinary items	(199.25)	(4.44)	(36.52)	(16.40)
Net Profit / (Loss) after tax and extraordinary items	(133.19)	13.57	(20.81)	4.91
Equity share capital	23.47	23.20	23.17	21.74
Other equity	831.33	965.09	901.64	532.20
Equity attributable to Equity holders	854.80	988.29	924.81	553.94
Basic earnings per share (₹)	(23.30)	1.81	(3.04)	1.95
Diluted earnings per share (₹)	(23.10)	1.77	(2.96)	1.84
Return on net worth (%)	(15.97)*	1.06	(1.87)	0.89
Net Asset Value per share (₹)	145.67	170.41	79.83	50.96

*not annualized

For further details, see the chapter titled “Financial Information” on page 179 of the Letter of Offer.

INTERNAL RISK FACTORS

The below mentioned are top 5 risk factors as per the Letter of Offer:

1. Our inability to promptly identify and respond to changing customer preferences or evolving fashion trends may decrease the demand for our products among our customers, which may adversely affect our business;
2. The international brands distributed by us are not owned and are sold pursuant to long term agreements with brand owners. These agreements with brand owners, inter alia, contain certain performance obligations and are also capable of being terminated. The termination or non-renewal of any of these agreements may have a material adverse effect on our business and the result of operations;
3. A significant portion of our revenues is derived from the sale of our products under our brand ‘U.S. Polo Assn.’, “Arrow”, Flying Machine”, “Tommy Hilfiger”, represented as our power brands and any reduction in sales under these power brands may adversely affect our revenues, business, results of operations and prospects;

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

4. A significant portion of our revenues are derived from sales at multi-brand outlets, large format stores and through online retailers. Any failure to maintain relationships with such third parties could adversely affect our business, results of operations and financial condition;
 5. We are dependent on maintaining and enhancing awareness of our brands and we may not succeed in that to the extent desired.
- For further details, see the section titled “*Risk Factor*” on page 22 of the Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against our Company and amount involved

Nature of Cases	Number of Cases	Amount Involved* (₹ crores)
Proceedings against our Company		
Criminal	Nil	-
Tax	Nil	-
Other pending litigation	Nil	-

**To the extent quantifiable*

- B. Brief details of top 5 material outstanding litigations against the Company and amount involved: Nil
- C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any: Nil
- D. Brief details of outstanding criminal proceedings against Promoters:

- I. Two criminal complaints being 3 of 2001 and 4 of 2001 (together as “**Criminal Complaints**”) were filed by the Inspector, Bazar Samiti, Kalol (“**Inspector**”) before the Ld. Magistrate, Kalol (“**Magistrate**”), in the year 2001, against the then chairman and managing director of Arvind Mills, Arvind Lalbhai, for violation of the provisions of the Gujarat Agricultural Produce Market Act, 1963 and Gujarat Agricultural Market Rules, 1965. Arvind Lalbhai challenged the Criminal Complaints and prayed for deletion of his name before the Gujarat High Court (“**Court**”). The Court *vide* order dated October 18, 2005 was pleased to allow the impleadment of persons who were in charge and responsible for the conduct of the business of Arvind Mills in place of Arvind Lalbhai and the respondent also agreed for the same. Further the Court ordered to move before the Magistrate for getting the name of Arvind Lalbhai deleted since the complaints were pending. Subsequently, the application for impleadment was also made. However, without looking into the facts of the matter, the Ld. trial court issued arrest warrants against the present Chairman/Managing Director of the Company *vide* order dated January 1, 2016. Since Arvind Lalbhai, the then Chairman had passed away on August 30, 2007, Sanjaybhai Shrenikbhai Lalbhai, the present Chairman and Managing Director challenged the arrest warrants in SCRA No. 7766 of 2016 and 7768 of 2016 before the Court. The Court *vide* its orders dated October 14, 2016 stayed the execution, implementation and issuance of the arrest warrant. The petitions are pending. Further the Criminal Complaints filed by the Inspector before the Magistrate, were also challenged under the provisions of Section 482 of CrPC before the Court in Special Criminal Application No 9432 of 2016 and 9435 of 2016 on the ground that the demand notices, which formed the basis of the aforesaid Criminal Complaints, had already been set aside by the Court *vide* order dated July 17, 2007 passed in Special Civil Application No. 10245 of 2007. The Court *vide* order dated December 19, 2016 has stayed further proceedings in both the criminal complaint matters.

For more details, see the chapter titled “*Outstanding Litigation and Material Developments*” on page 276 of the Letter of Offer.

OTHER INFORMATION

Please note that pursuant to provisions of Regulation 76 of the SEBI ICDR Regulations and the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“SEBI - Rights Issue Circular”), all the Applicants including Renounees must mandatorily invest through the ASBA process only.

Further, In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI - Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Accordingly, the Eligible Equity Shareholders who are holding the Equity Shares in physical form and are desirous of subscribing to the Issue are advised to furnish the details of their demat account to the Registrar not later than two working days prior to the Issue Closing Date. For more details, see “Application by the Physical Shareholders” on page 315 of the Letter of Offer.

Procedure for Application

The Investors can subscribe to the Issue by submitting a common application form (“CAF”) to the Designated Branch of the SCSB. **The CAF can be used by the Eligible Equity Shareholders as well as by Renounees.**

The Registrar will dispatch a CAF along with the Abridged Letter of Offer and an Entitlement Letter to all Eligible Equity Shareholders as per their Rights Entitlements on the Record Date for the Issue. The Renounees and Eligible Equity Shareholders who have not received the CAF can download the same from the website of the Registrar (www.linkintime.co.in) or can obtain printed CAF from our Company, the Lead Manager or the Registrar.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

The Investors shall, on or before the Issue Closing Date, submit the CAF to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the Application in their respective ASBA accounts. Application in electronic mode will only be available with such SCSBs who provide such facility.

The Investors shall submit only one CAF for the Rights Entitlements available in a particular demat account. The Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts; the Investors are required to submit the CAF separately from each demat account.

Application on Plain Paper

An Investor who has neither received the original CAF nor is in a position to obtain the CAF may make an application to subscribe to the Issue on plain paper. The Investors shall submit the plain paper application to a Designated Branch of an SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the bank account maintained with such SCSB. Application on plain paper will not be accepted from any address outside India.

The Application on plain paper, duly signed by the Investors including joint holders, in the same order and as per specimen recorded with our Company or the Depositories, must reach the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1) Name of our Company, being Arvind Fashions Limited; 2) Name and Indian address of the Investor including joint holders; 3) DP and Client ID No.; 4) Number of Equity Shares held as on Record Date; 5) Allotment option – only dematerialised form; 6) Number of Rights Equity Shares entitled to; 7) Number of Rights Equity Shares applied for within the Rights Entitlement; 8) Number of additional Rights Equity Shares applied for, if any; 9) Total number of Rights Equity Shares applied for; 10) Total amount paid at the rate of ₹ 150 per Rights Equity Share; 11) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB; 12) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Investor and for each Investor in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue; 13) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; and n) Signature of the Applicant (in case of joint holders, to appear in the same sequence and order as they appear in the records of our Company or the Depositories).

All Applicants in the United States shall include the following:

“I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the chapter of the Letter of Offer titled “*Other Regulatory and Statutory Disclosures - Transfer Restrictions - Persons in the United States*,” and

All Applicants outside the United States shall include the following:

“I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the chapter of the Letter of Offer titled “*Other Regulatory and Statutory Disclosures - Transfer Restrictions - Persons outside the United States*”.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 16 Rights Equity Shares for every 47 Equity Shares held on the Record Date.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 16 Rights Equity Shares for every 47 Equity Shares held on the Record Date. For Rights Entitlements under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 47 Equity Shares or not in the multiple of 47, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlements.

For example, if an Eligible Equity Shareholder holds 50 Equity Shares, such Shareholder will be entitled to 17 Rights Equity Shares on a rights basis and will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if the Shareholder has applied for additional Rights Equity Shares.

Also, those Equity Shareholders holding less than or equal to 2 Equity Shares and therefore entitled to ‘Zero’ Rights Equity Share under this Issue shall be dispatched an Entitlement Letter with ‘Zero’ entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of 1 (One) Additional Rights Equity Share, if such Equity Shareholders have applied for the Additional Rights Equity Shares.

Option available to the Eligible Equity Shareholders

The Entitlement Letter will clearly indicate the number of Rights Entitlements that the Eligible Equity Shareholder is entitled to. If the Eligible Equity Shareholder applies for an investment in Rights Equity Shares, then such shareholder can:

- Apply for his/her Rights Entitlements in full;
- Apply for his/her Rights Entitlements in full and apply for Additional Rights Equity Shares;
- Apply for his/her Rights Entitlements in part without renouncing the other part of the Rights Entitlements;

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

- Apply for his/her Rights Entitlements in part and renounce the other part of the Rights Entitlements; and
- Renounce his/her Rights Entitlements in full.

Credit of Rights Entitlements in the demat accounts

Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI – Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.

In this connection, our Company has made necessary arrangements with NSDL and CDSL for credit of the Rights Entitlements in dematerialized form in the demat accounts of the Eligible Equity Shareholders. The ISIN of the Rights Entitlements is INE955V20013. The said ISIN shall remain frozen till the Issue Opening Date and shall be active for renunciation or transfer during the Renunciation Period. The said ISIN shall be suspended by Depositories for transfer from the Issue Closing Date.

The Eligible Equity Shareholders holding the Equity Shares in the physical form as on Record Date (“**Physical Shareholders**”) are requested to furnish the details of their demat account to the Registrar not later than two working days prior to the Issue Closing Date (i.e., on or before April 15, 2020) to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. For more details, see “*Procedure for Application by the Physical Shareholders*” on page 315 of the Letter of Offer.

Listing and trading of the Rights Entitlements on Stock Exchanges

Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI – Rights Issue Circular, the Rights Entitlements credited in demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN - INE955V20013 subject to necessary approvals. The trading in Rights Entitlements shall take place electronically on secondary market platform of the Stock Exchanges on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlement.

The trading in Rights Entitlements shall commence from the Issue Opening Date and shall close on April 13, 2020 (both days inclusive) or such other extended date as may be determined by our Board from time to time. No assurance can be given regarding the active or sustained trading in the Rights Entitlements or the price at which the Rights Entitlements will trade.

Renunciation

The Issue includes a right exercisable by you to renounce the Rights Entitlements credited in your demat account either in full or in part in favor of any other person or persons in India only. The Renunciation from non-resident Equity Shareholder(s) to resident Indian(s) shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Procedure for Renunciation of Rights Entitlements

The Investors holding Rights Entitlements in dematerialized form in their demat account can renounce the same either in full or in part in favour of any other person or persons in India only either a) by using the secondary market platform of the Stock Exchanges (“**On Market Renunciation**”) or b) through off market transfer (“**Off Market Renunciation**”) during the Renunciation Period.

a) On Market Renunciation

The Investors holding Rights Entitlements in dematerialized form in their demat account can renounce the same by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company are being traded.

In this connection, in terms of provisions of the SEBI ICDR Regulations and the SEBI – Rights Issue Circular, the Rights Entitlements credited in demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN - INE955V20013. The details for trading in Rights Entitlements will be as specified by BSE and NSE from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlement.

The trading in Rights Entitlements on the Stock Exchanges shall commence from the Issue Opening Date and shall close on April 13, 2020 (both days inclusive) or such other extended date as may be determined by our Board from time to time.

The Investors holding the Rights Entitlements in their demat account who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN - INE955V20013 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The order for trading of the Rights Entitlements can be placed during the normal trading hours of the Stock Exchanges and only during the Renunciation Period.

The trading in Rights Entitlements shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

The Investors who intend to trade in the Rights Entitlements should consult their respective stock brokers for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the stock brokers for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage) levied by the stock brokers, and such costs will be incurred solely by the Investors.

b) Off Market Renunciation

The Investors holding Rights Entitlements in dematerialized form in their demat account can renounce the same through off market transfer through a depository participant in the same manner as the existing Equity Shares of our Company can be transferred.

The Rights Entitlements can be transferred in dematerialized form only.

The Rights Entitlements can be renounced through off market transfer from the Issue Opening Date till April 16, 2020 (both days inclusive) or such other extended date as may be determined by our Board from time to time.

The Investors holding the Rights Entitlements in their demat account who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN - INE955V20013, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless he has already given a standing receipt instruction) has to issue a receipt instruction slip to his depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants and only during the Renunciation Period.

The transfer shall take on the execution date mentioned in the instruction slip and the settlement shall be carried out through depository transfer mechanism in the same manner as done for all other type of securities.

The detailed rules for transfer of Rights Entitlements through off market transfer shall be as specified by the NSDL and CDSL from time to time.

Additional Rights Equity Shares

You are eligible to apply for Additional Rights Equity Shares over and above your Rights Entitlements, provided that you are eligible to apply for Rights Equity Shares under applicable law and you have applied for all the Rights Equity Shares offered without renouncing them in whole or in part in favour of any other person(s). Applications for Additional Rights Equity Shares shall be considered and Allotment shall be made at the sole discretion of the Board, in consultation with the Designated Stock Exchange and in the manner prescribed under this chapter. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

Withdrawal of Application

An Investor who has applied in the Issue may withdraw his/her Application at any time during Issue Period by approaching the SCSB where the CAF is submitted. **However, the Application cannot be withdrawn after the Issue Closing Date.**

Subscription by Promoters and Promoter Group

Pursuant to letter dated December 3, 2019, Aura Securities Private Limited, one of our Corporate Promoters, have confirmed that they, along with the Promoters and the members forming part of the Promoter Group of the Company, intend to subscribe to the full extent of their Rights Entitlement in the Rights Issue and may apply for Additional Rights Equity Shares, in addition to their Rights Entitlement so as to ensure subscription to the extent of at least 90% of the Issue is achieved, subject to aggregate shareholding of the Promoters and Promoter Group not exceeding 75% of the post Issue capital of our Company. Such acquisition by our Promoters and Promoter Group shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations and shall be exempt in terms of Regulation 10(4)(b) of the SEBI Takeover Regulations.

Ex-rights Price: The ex-rights price per Equity Share as per Regulation 10(4)(b)(ii) of the SEBI Takeover Regulations is ₹314.68.

Offer Document of last Issue: Not applicable.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act and the guidelines/ regulations issued by the Government of India or the guidelines/ regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the disclosures and statements in the Letter of Offer are true and correct.

Place: Ahmedabad

Date: March 18, 2020

THIS PAGE IS INTENTIONALLY KEPT BLANK

THIS PAGE IS INTENTIONALLY KEPT BLANK