

**Dated 22<sup>nd</sup> October 2016**

**SHARE SALE AND PURCHASE AGREEMENT**

**BETWEEN**

**ARVIND BRANDS AND RETAIL LIMITED**

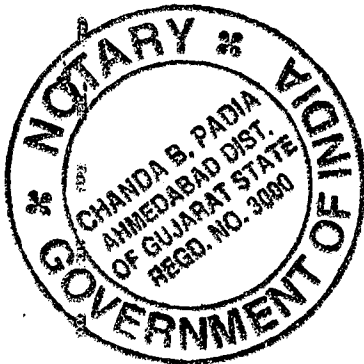
**AND**

**ARVIND FASHIONS LIMITED**



गुजरात गुजरात GUJARAT

D 937954



नं. 20640  
 तारीख 22/10/2016  
 नाम. Arvind Brands and Retail Limited - 511007  
 ठेका नं. 20640, 20641/9  
 SR. No. C-197/2016  
 CHANDA B. PADIA  
 NOTARY  
 GOVT. OF INDIA

SHARE SALE AND PURCHASE AGREEMENT

22 OCT 2016

This Share Sale and Purchase Agreement (the "Agreement") executed on this 22<sup>nd</sup> day of October, 2016 ("Execution Date"):

BETWEEN

1. **ARVIND BRANDS AND RETAIL LIMITED**, a company incorporated under the Companies Act, 2013, with company identification number U52609GJ2007PLC051974 and having its registered office at Arvind Mills premises, Railwaypura Post, Naroda Road, Ahmedabad 380 025 (hereinafter referred to as the "Vendor", which expression shall include its successors and permitted assigns);
2. **ARVIND FASHIONS LIMITED**, a company incorporated under the Companies Act, 2013, with company identification number U52399GJ2016PLC085595 and

For,  
Arvind Brands and Retail Limited

For,  
Arvind Fashions Limited

*[Handwritten signature]*

*[Handwritten signature]*

having its registered office at Arvind Mills premises, Railwaypura Post, Naroda Road, Ahmedabad 380 025 (hereinafter referred to as the "Purchaser", which expression shall include its successors and permitted assigns);

The Vendor and the Purchaser are referred to individually as a "Party" and collectively as the "Parties."

**WHEREAS:**

- (A) The Vendor is holding 4,10,63,670 (Four Crore Ten Lakhs Sixty Three Thousand Six Hundred and Seventy) number of Equity shares (hereinafter referred to as the said Equity shares") in **Arvind Lifestyle Brands Limited** having company identification number U64201GJ1995PLC024598 (hereinafter referred to as the "Company") and is desirous to sell the same to the Purchaser;
- (B) The Parties are desirous of entering into this Agreement in order to define their mutual rights and obligations and set out terms and conditions governing the sale and purchase of the said Equity shares certain other matters as set forth in this Agreement.

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements set forth herein and for other goods and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereto agree as follows:

**1. TERMS AND CONDITIONS**

- 1.1 The said Equity shares are sold today at a price of **Rs. 115/- (Rupees One hundred and Fifteen Only)** per Equity Share in total amounting to **Rs.4,72,23,22,050/- (Rupees Four Hundred Seventy Two Crores Twenty Three Lakhs Twenty Two Thousand Fifty Only)** (hereinafter referred to as "Consideration") and the said Equity share shall be transferred immediately (on the same day) from the Vendor to the Purchaser.
- 1.2 Consideration of **Rs.4,72,23,22,050/- (Rupees Four Hundred Seventy Two Crores Twenty Three Lakhs Twenty Two Thousand Fifty Only)** shall be payable as under;

For,  
Arvind Brands and Retail Limited

*Laya*



For,  
Arvind Fashions Limited

*Arvind*

- A. 5% being Rs.23,61,16,103- (Rupees Twenty Three Crores Sixty One Lakhs Sixteen Thousand One Hundred and Three Only) of the above to be paid at the time of execution of this agreement;
- B. Balance remaining 95% being Rs.4,48,62,05,947/- (Rupees Four Hundred Forty Eight Crores Sixty Two Lakhs Five Thousand Nine Hundred and Forty Seven Only) of the Consideration to be paid within 30 days from the date of this agreement. If the vendor fails to pay within the stipulated time, the same shall be payable with 12% Simple Interest calculated per annum from the 31<sup>st</sup> day on the amount remaining unpaid till the actual payment is made.

## 2. DISPUTE RESOLUTION

### 2.1 Amicable Resolution

In the case of any dispute or claim arising out of or in connection with or relating to this Agreement ("Dispute"), or a breach (where such breach has not been cured by the Party in breach within 30 (thirty) Business Days of a written notice thereof) or invalidity hereof, the Parties shall attempt to first resolve such dispute or claim through discussions amongst each other.

### 2.2 Arbitration

- (i) If the dispute is not resolved through such discussions within 30 (thirty) Business Days, then such dispute shall be referred, at the request in writing of any Party to the dispute to and finally resolved by arbitration.
- (ii) The arbitration panel shall consist of one arbitrator, to be jointly appointed by the Parties.
- (iii) The parties shall share the cost equally for arbitration, the language of arbitration shall be English. Place for arbitration shall be Ahmedabad, India.

## 3. GOVERNING LAW AND JURISDICTION OF COURT

This Agreement shall be governed by and construed and enforced in accordance with the laws of India, the Parties agree to submit to the exclusive jurisdiction of the courts in Ahmedabad, India.

## 4. ASSIGNMENT

Except to the extent provided in this Agreement, no Party will assign any of its right or obligation under the Agreement without the prior written consent of the other Party.

For,  
Arvind Brands and Retail Limited

*[Signature]*

For, *[Signature]*  
Arvind Fashions Limited





## 5. MISCELLANEOUS

### 5.1 Waiver

No waiver of any breach of any provision of this Agreement shall constitute a waiver of any prior, concurrent or subsequent breach of the same or any other provisions hereof, and no waiver shall be effective unless made in writing and signed by an authorised representative of the waiving Party.

### 5.2 Severability

Each and every obligation under this Agreement shall be treated as a separate obligation and shall be severally enforceable as such in the event of any obligation or obligations being or becoming unenforceable in whole or in part. To the extent that any provision or provisions of this Agreement are unenforceable they shall be deemed to be deleted from this Agreement and any such deletion shall not affect the enforceability of the remainder of this Agreement not so deleted provided the fundamental terms of this Agreement are not altered.

### 5.3 Amendment/Variation

No amendment or variation of this Agreement shall be binding on any Party unless such variation is in writing and duly signed by all the Parties.

### 5.4 Entire Agreement

This Agreement constitutes the whole agreement between the Parties relating to the subject matter hereof and supersedes any prior arrangements whether oral or written, relating to such subject matter. No Party has relied upon any representation or warranty in entering this Agreement other than those expressly contained herein.

### 5.5 Counterparts

This Agreement may be executed in any number of originals or counterparts, each in the like form and all of which when taken together shall constitute one and the same document, and any Party may execute this Agreement by signing any one or more of such originals or counterparts. If the Parties are not located at one place on the date of the signing of this Agreement, the signature page of the counterpart signed by a Party may be transmitted to the other Party by fax or by e-mail or by courier and the same shall be deemed to be the signature to this Agreement of the said Party.

### 5.6 Costs

Each Party agrees that it shall bear by itself all costs and expenses incurred by it in connection with any discussions, negotiations and investigations undertaken in connection with the transaction contemplated by this Agreement, including without limitation costs and expenses associated with retention of financial, legal, tax and other professional advisers. All stamp duty costs relating to the execution of this Agreement shall be borne equally by the Purchaser.

For,  
Arvind Brands and Retail Limited

*[Handwritten Signature]*

For, *[Handwritten Signature]*  
Arvind Fashions Limited

The Copies of the following are hereby annexed to this Agreement for the sake of clarity;

- a. Spot Letter.
- b. Delivery Slip for the said Equity shares.
- c. Cheque of Rs.23,61,16,103/- for 5% of the Consideration.
- d. Resolutions of both the Parties for Purchase and Sale of the said Equity shares.

IN WITNESS WHEREOF, the Parties have entered into this Agreement the day and year first above written.

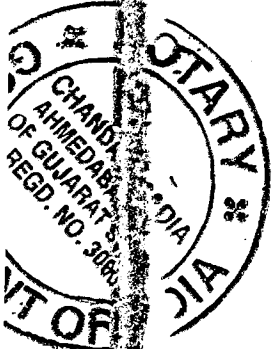
**ARVIND BRANDS AND RETAIL LIMITED**

Authorised Signatory  
Name: Jayesh K. Shah  
Designation: Director



In presence of  
Name: Vinit Shah  
Designation: Manager

*Vinit Shah*



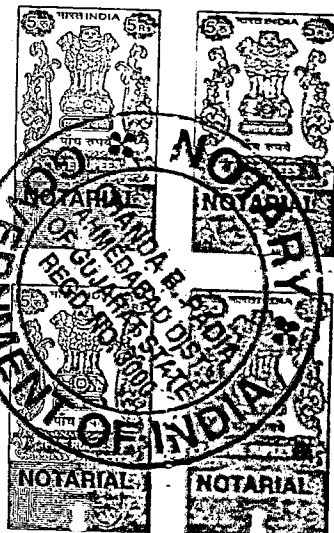
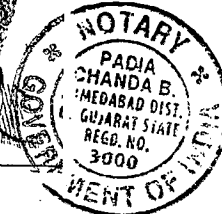
**ARVIND FASHION LIMITED**

Authorised Signatory  
Name: Jagdish Dalal  
Designation: Director



In presence of  
Name: Jayesh Thakkar  
Designation: Manager

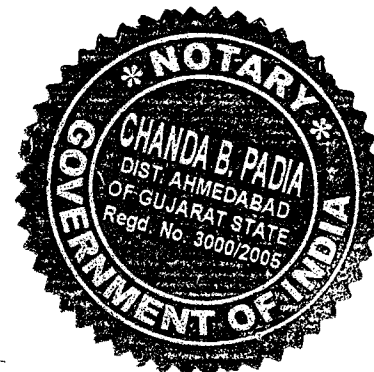
*Jayesh Thakkar*



SIGNED BEFORE ME

*Chanda B. Padia*  
**CHANDA B. PADIA**  
NOTARY  
GOVT. OF INDIA

22 OCT 2016



ated

For,  
Arvind Fashions Limited  
IDENTIFIED BY ME

ADVOCATE

5

# ARVIND BRANDS & RETAIL LIMITED

# ARVIND

Arvind Mills Premises,  
Naroda Road, Ahmedabad - 380 025, India.  
Phone : (079) 30138000 Fax : (079) 30138668

CIN - U52609GJ2007PLC051974

Date: 22.10.2016

Arvind Fashions Limited  
Arvind Mills Premises  
Naroda Road  
Ahmedabad - 380 025

Sub.: Sale of 4,10,63,670 Nos. Equity Shares of Arvind Lifestyle Brands Limited  
On Spot delivery contract basis.

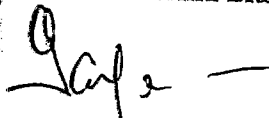
As per the discussions and subsequent agreement the undersigned had with you, we are agreeable to sell to you today the following security on spot delivery contract basis (Within the meaning of section 2 (I) of The Securities Contract Regulation Act. 1956.)

Name of the Company : Arvind Lifestyle Brands Limited.  
Nature of Securities : Equity  
No. of Equity Shares : 4,10,63,670  
Selling Rate : Rs.115/- per equity share  
Total Consideration : Rs. 472,23,22,050/-

The list of script delivered together with the relevant transfer deeds is enclosed herewith. You are requested to acknowledge the receipt thereof on the duplicate of this letter. Please also handover the Cheque/Demand Draft to sale consideration to the bearer of this letter.

Thanking You,

Yours faithfully,  
For Arvind Brands and Retail Limited



Authorised Signatory





H. O. COPY

**FORM 335 - COMBINED DELIVERY INSTRUCTIONS BY CLIENT**



Instructions: (1) Submit two copies of DIS - Participant's copy (to be retained by Participant) and Client's copy (for acknowledgment). (2) In case of joint holdings, all joint holders must sign. (3) Please strike off unused rows. (4) For Off market trades and inter-depository instructions, please mention reason code from the list given at reverse side of cover page. (5) Please write correct ISIN and Quantity (both in figures and words).

We hereby request you to debit my / our account as per following details:

Client ID: **IN302201**      Serial No: **32752492**      Date: **11/12/2004**

(Fill up the relevant box. Strike off whichever is not applicable)

<input checked="" type="checkbox"/> For Off-Market Trades (Receiver Details)		<input type="checkbox"/> Inter-Depository Instructions (Receiver Details)	
DP-ID	1	N	300982
DP Name	POOJAN RAJESH SH & STK		
Client ID	IL0813898	Reason / Purpose	Consideration (In Rs.)
Reason Code	OFF MARKET TRADE	Rate of Transaction no. 4	3868035810
Settlement details	For Inter-Depository Instructions		

<input type="checkbox"/> For Market Trades (Receiver Details)	
CM-BP-ID	IN
CM Name	
Market Type	
Settlement No.	

Sl. No.	ISIN	Security Name	Quantity (in figures)	Quantity (in words)	Instruction No. (to be filled by DP)
1	INE227L01018	AVIND LIFESTYLE BRANDS Ltd.	3383094	three crore thirty six lakh thirty five thousand nine hundred and ninety four only	
2	IN				
3	IN				
4	IN				

For Avind Brands & Retail Ltd.      For Avind Brands & Retail Ltd.

*Jain*      *Ash*

1. \_\_\_\_\_      2. \_\_\_\_\_      3. \_\_\_\_\_

Director / Authorised Signatory      Director / Authorised Signatory

Date and Time of Receipt: \_\_\_\_\_      and \_\_\_\_\_

DP Stamp with Signature      DP Stamp with Signature

Maker      Checker      Additional Checker      Remarks (For High value transactions/Demand accounts if any)

This DIS is issued by Edelweiss Broking Ltd. IF found please return to Edelweiss Broking Ltd. at - Regd. Office : Unit No. 801-804, 8th Floor, Abhisree Avenue, Nehru Nagar, Ambawadi, Ahmedabad - 380 015. • CIN No.: U65100GJ2008PLC077482



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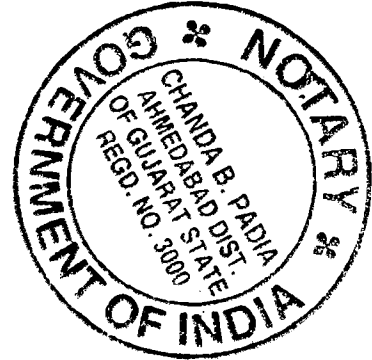


**ARVIND LIFESTYLE BRANDS LIMITED**  
Registered Office : Arvind Mills Premises, Naroda Road, Ahmedabad - 380025

**LETTER OF ALLOTMENT**

15<sup>th</sup> October 2016

Arvind Brands and Retail Limited  
Arvind Premises,  
Naroda road  
Ahmedabad -380 025



**Sub: Allotment of Shares**

Dear Sir,

We are pleased to allot you the number of shares given hereunder, upon the terms of issue as stipulated in the Preferential Issue of Equity Shares and subject to the Memorandum and Articles of Association of the Company.

Type of Share Allotted	Number of Shares	Issue Price per share (Rs.)	Total in (Rs.)
Equity Shares	74,28,570	Rs 105/	77,99,99,850/

We wish to inform you that the Company will deliver the Share Certificate within 15 days from the date of allotment in exchange of this letter of Allotment. The Company shall intimate the date on which the Share Certificate in exchange of the letter of allotment will be ready for delivery. This letter of Allotment should not be returned to the Company till such intimation is received.

Yours truly  
For Arvind Lifestyle Brands Limited

  
Director / Authorised Signatory

HDFC BANK

BRANCH: NEAR ARTHAKALI SIX ROADS,  
AHMEDABAD - 380009, GUJARAT

A/c Payee

2 2 1 0 2 0 1 6  
D D M M Y Y Y Y  
Valid for 3 months only

Arvind Brands & Retail Limited

Or Bearer  
या धारक को

Twenty Three Crore Sixty One Lakh Sixteen Thousand One Hundred

अदा करें

₹

\*\*23,61,16,103.00

00060310006904

C/A

(New Account)

For ARVIND J AND M LIMITED

Payable at par through clearing/transfer at all branches of HDFC BANK LTD

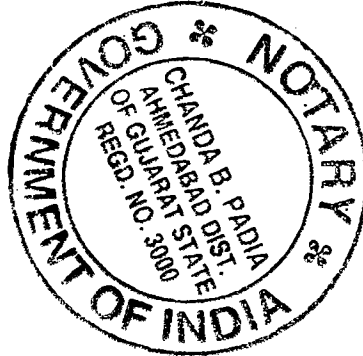
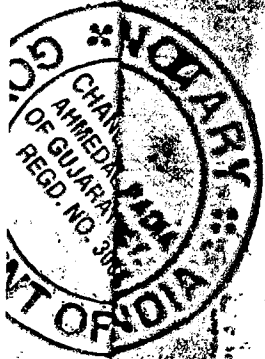
*V. N. Shah*

*B. B. Parman*

Authorised Signatories  
Please sign above / कृपया यहाँ हस्ताक्षर करें

VOID

⑈000013⑈ 380240002⑈ 905504⑈ 30



# ARVIND BRANDS & RETAIL LIMITED

# ARVIND

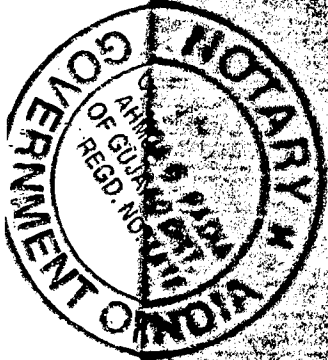
Arvind Mills Premises,  
Naroda Road, Ahmedabad - 380 025, India.  
Phone : (079) 30138000 Fax : (079) 30138668

CIN - U52609GJ2007PLC051974

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE  
BOARD OF DIRECTORS OF THE COMPANY AT THEIR  
MEETING HELD ON 20<sup>th</sup> OCTOBER, 2016

RESOLVED THAT the consent of the board of directors be and is hereby  
accorded to dispose of 4,10,63,670 equity shares of Rs.10/- each of Arvind  
Lifestyle Brands Limited (ALBL) to Arvind Fashion Limited at a price of  
Rs.115/- per share and unanimous approval of the Board be and is hereby  
accorded to the same.

RESOLVED FURTHER THAT any one Director of the Company and  
Mr. Jagdish Dalal and Mr. R. V. Bhimani, Authorised Officers of the Company  
be and are hereby severally authorised on behalf of the Company to receive  
consideration for the aforesaid sale and to sign the application forms, transfer  
forms and such other forms and documents as may be required in relation to  
the aforesaid disposal and furnish receipts and to do everything necessary  
therefor and incidental thereto.



CERTIFIED BY

Jayesh K. Shah  
Director  
DIN : 00008349

Arvind Fashions Limited

LALBHAI GROUP

Main Building, Arvind Limited Premises,  
Naroda Road, Ahmedabad, Gujarat, India, 380025  
T +91 79 30138000 W www.arvind.com

CIN - U52399GJ2016PLC085595

ARVIND

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ARVIND FASHIONS LIMITED (FORMERLY KNOWN AS ARVIND J&M LIMITED) AT THEIR MEETING HELD ON 20<sup>TH</sup> OCTOBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY.**

RESOLVED THAT pursuant to the provisions of Section 179(3)(e), 186 and other applicable provisions, if any, of the Companies Act, 2013, the Company do purchase 4,10,63,670 equity shares of Rs.10/- each of Arvind Lifestyle Brands Limited (ALBL) from Arvind Brands & Retail Limited (ABRL) at a price of Rs.115/- per share and unanimous approval of the Board be and is hereby accorded to the same.

RESOLVED FURTHER THAT any one Directors of the Company and Mr. Jagdish Dalal and Mr. R. V. Bhimani, Authorised Officers of the Company be and are hereby severally authorised on behalf of the Company to make arrangement for payment of consideration for the aforesaid investment and to sign the application forms, transfer forms and such other forms and documents as may be required in relation to the aforesaid investment and to do everything necessary therefor and incidental thereto.

CERTIFIED TRUE COPY  
FOR ARVIND FASHIONS LIMITED

  
JAGDISH DALAL  
DIRECTOR  
DIN : 00009785



Form No. SH-1

## SHARE CERTIFICATE

[Pursuant to sub-section (3) of Section 46 of the Companies Act, 2013 and rule 5(2) of the Companies (Share Capital and Debentures) Rules 2014]

Arvind Lifestyle Brands Limited  
CIN: U64201GJ1995PLC024598  
(Incorporated under the Companies Act, 1956)

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

SPLIT SHARE CERTIFICATE ISSUED IN LIEU OF ORIGINAL SHARE CERTIFICATE NO. 1 FOR 10 EQUITY SHARES.  
DUPLICATE SHARE CERTIFICATE ISSUED IN LIEU OF SHARE CERTIFICATE NO. 21

This is to Certify that the person(s) named in this certificate is/are the Registered Holder(s) of the within mentioned share(s) bearing the distinctive number(s) herein specified in the above named Company subject to the Memorandum and Articles of Association of the Company and the amount endorsed herein has been paid up on each such share.

EQUITY SHARES EACH OF RUPEES 10/- (TEN ONLY)

AMOUNT PAID-UP PER SHARE RUPEES 10/- (TEN ONLY)

Register Folio No.: 44

Certificate No.: 42

Name(s) of the Holder(s): **RAMNIK V. BHIMANI**  
(Nominee of Arvind Brands & Retail Limited)

No. of shares held : 1 (One Only)

Distinctive No.(s): 6 to 6

Given under the common seal of the Company on 15<sup>th</sup> day of October, 2016

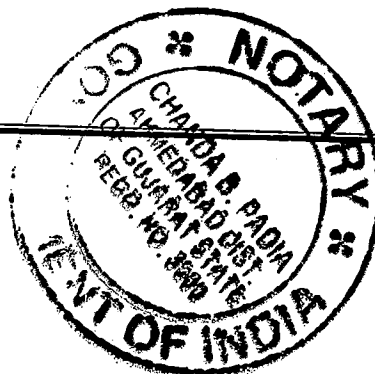
DIRECTOR

DIRECTOR

*Jalal*

SECRETARY/ANY OTHER AUTHORIZED PERSON

Note: No transfer of the Share(s) comprised in the Certificate can be registered unless accompanied by this Certificate.



MEMORANDUM OF TRANSFERS OF SHARE (S) MENTIONED OVERLEAF

DATE	TRANSFER NO.	REGISTER FOLIO	NAME (S) OF TRANSFEREE (S)	INITIALS	AUTHORISED SIGNATORY

GOVERNMENT  
NOTARY

NOTARY  
CHANDA B. PADIA  
AHMEDABAD DIST.  
OF GUJARAT STATE  
REGD. NO. 3000  
GOVERNMENT OF INDIA

**Form No. SH-4  
SECURITIES TRANSFER FORM**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule  
(1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: U64201GJ1995PLC024598

Name of the company (in full): Arvind Lifestyle Brands Limited

Name of the Stock Exchange where the company is listed, if any: \_\_\_\_\_

**DESCRIPTION OF SECURITIES**

Kind/Class of Securities (1)	Nominal Value of each unit of security (2)	Amount called up per unit of security (3)	Amount Paid up per unit of security (4)
Equity Share	10/-	10/-	10/-

No. of securities being transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures
1	One	One Hundred Fifteen Only	115/-
Distinctive number	From	6	
	To	6	
Corresponding Certificate Nos.		42	

**Transferor's Particulars**

Registered Folio Number: 44

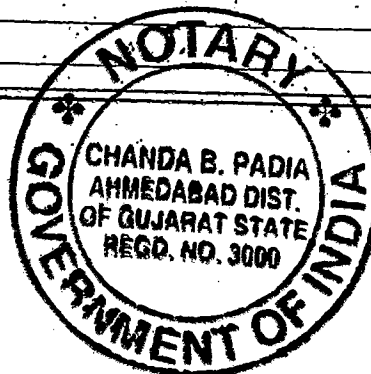
S. No.	Name(s) in full	Signature(s)
1.	Ramnik V. Bhimani (Nominee of	<u>[Signature]</u>
2.	Arvind Brands & Retail Limited)	
3.		

I, hereby confirm that the Transferor has signed before me.

Signature of Witness \_\_\_\_\_

Name & Address \_\_\_\_\_

P.T.O.



**Transferee's Particulars**

Name in full <small>Remark V.</small>	Father's/ mother's/ Spouse Name	Address & E-mail id	Occupation	Existing folio No., if any.	Signature
	(2)	(3)	(4)	(5)	(6)
Arvind Fashions Limited	-	Arvind Limited Premises Naroda Road, A'bad-25.	Company		<i>Arvind</i>

Folio No. Transferee

Specimen Signature of Transferee

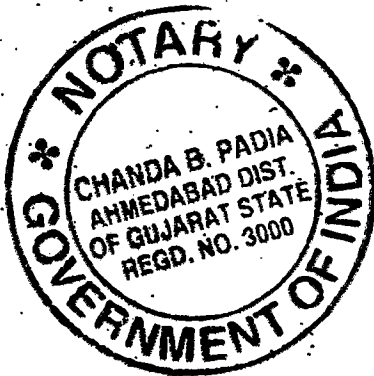
*Arvind*

Value of stamp affixed:..... (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

Stamps



For office use only

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on..... vide Transfer No.....

Approval Date.....

Power of attorney / Probate /Death Certificate / Letter of Administration

Registered on..... at No.....

**On the reverse page of the certificate**

Name of the Transferor	Name of the Transferee	No. of shares	Date of Transfer
.....	.....	.....	.....

Signature of the authorized signatory



Form No. SH-1

## SHARE CERTIFICATE

[Pursuant to sub-section (3) of Section 46 of the Companies Act, 2013 and rule 5(2) of the Companies (Share Capital and Debentures) Rules 2014]

**Arvind Lifestyle Brands Limited**  
**CIN: U64201GJ1995PLC024598**  
(Incorporated under the Companies Act, 1956)

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

SPLIT SHARE CERTIFICATE ISSUED IN LIEU OF ORIGINAL SHARE CERTIFICATE NO. 1 FOR 10 EQUITY SHARES.  
DUPLICATE SHARE CERTIFICATE ISSUED IN LIEU OF SHARE CERTIFICATE NO. 20

This is to Certify that the person(s) named in this certificate is/are the Registered Holder(s) of the within mentioned share(s) bearing the distinctive number(s) herein specified in the above named Company subject to the Memorandum and Articles of Association of the Company and the amount endorsed herein has been paid up on each such share.

EQUITY SHARES EACH OF RUPEES 10/- (TEN ONLY)

AMOUNT PAID-UP PER SHARE RUPEES 10/- (TEN ONLY)

Register Folio No.: 43

Certificate No.: 41

Name(s) of the Holder(s): **DEVANSHU S. DESAI**  
(Nominee of Arvind Brands & Retail Limited)

No. of shares held : 1 (One Only)

Distinctive No.(s): 5 to 5

Given under the common seal of the Company on 15<sup>th</sup> day of October, 2016

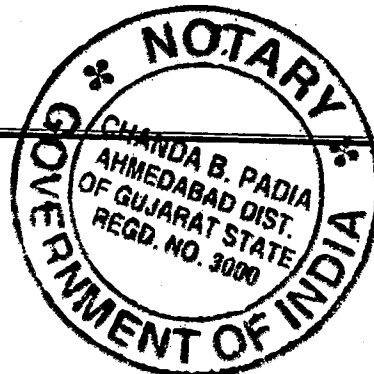
DIRECTOR

DIRECTOR

*Jalokar*

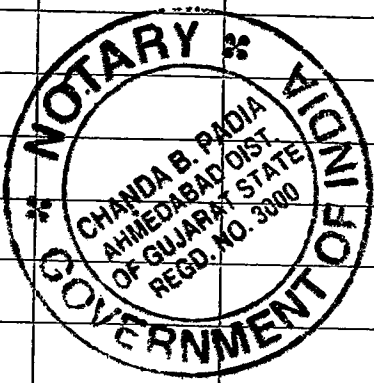
SECRETARY/ANY OTHER AUTHORIZED PERSON

Note: No transfer of the Share(s) comprised in the Certificate can be registered unless accompanied by this Certificate.



MEMORANDUM OF TRANSFERS OF SHARE (S) MENTIONED OVERLEAF

DATE	TRANSFER NO.	REGISTER FOLIO	NAME (S) OF TRANSFEREE (S)	INITIALS	AUTHORISED SIGNATORY



**Form No. SH-4  
SECURITIES TRANSFER FORM**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: U64201GJ1995PLC024598

Name of the company (in full): Anvind Lifestyle Brands Limited

Name of the Stock Exchange where the company is listed, if any: \_\_\_\_\_

**DESCRIPTION OF SECURITIES**

Kind/Class of Securities (1)	Nominal Value of each unit of security (2)	Amount called up per unit of security (3)	Amount Paid up per unit of security (4)
Equity share	10/-	10/-	10/-

No. of securities being transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures
1	One	one Hundred fifteen Only	115/-
Distinctive number	From	5	
	To	5	
Corresponding Certificate Nos.		41	

**Transferor's Particulars**

Registered Folio Number: 43

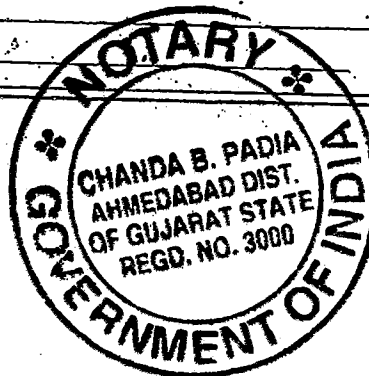
S. No.	Name(s) in full	Signature(s)
1.	Devanshu S. Desai (Nominee of	
2.	Anvind Brands & Retail Limited)	
3.		

I, hereby confirm that the Transferor has signed before me.

Signature of Witness \_\_\_\_\_

Name & Address \_\_\_\_\_

P.T.O.



**Transferee's Particulars**

Name in full	Father's/ mother's/ Spouse Name	Address & E-mail id	Occupation	Existing folio No., if any.	Signature
Devanshu S. Dhanraj of	(2)	(3)	(4)	(5)	(6)
Anind Fashions Limited	—	Anind Limited Promises Navada Road, Albad-25.	Company		<i>[Signature]</i>

Folio No. Transferee

Specimen Signature of Transferee

*[Signature]*

Value of stamp affixed:..... (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

Stamps



For office use only

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on..... vide Transfer No.....

Approval Date.....

Power of attorney / Probate /Death Certificate / Letter of Administration

Registered on..... at No.....

On the reverse page of the certificate

Name of the Transferor

Name of the Transferee

No. of shares

Date of  
Transfer

.....

Signature of the authorized signatory



Form No. SH-1

SHARE CERTIFICATE

[Pursuant to sub-section (3) of Section 46 of the Companies Act, 2013 and rule 5(2) of the Companies (Share Capital and Debentures) Rules 2014]

Arvind Lifestyle Brands Limited  
CIN: U64201GJ1995PLC024598  
(Incorporated under the Companies Act, 1956)

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

SPLIT SHARE CERTIFICATE ISSUED IN LIEU OF ORIGINAL SHARE CERTIFICATE NO. 1 FOR 10 EQUITY SHARES.  
DUPLICATE SHARE CERTIFICATE ISSUED IN LIEU OF SHARE CERTIFICATE NO. 23

This is to Certify that the person(s) named in this certificate is/are the Registered Holder(s) of the within mentioned share(s) bearing the distinctive number(s) herein specified in the above named Company subject to the Memorandum and Articles of Association of the Company and the amount endorsed herein has been paid up on each such share.

EQUITY SHARES EACH OF RUPEES 10/- (TEN ONLY)

AMOUNT PAID-UP PER SHARE RUPEES 10/- (TEN ONLY)

Register Folio No.: 46

Certificate No.: 44

Name(s) of the Holder(s): HEMEN H. JOSHI  
(Nominee of Arvind Brands & Retail Limited)

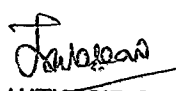
No. of shares held : 1 (One Only)

Distinctive No.(s): 8 to 8

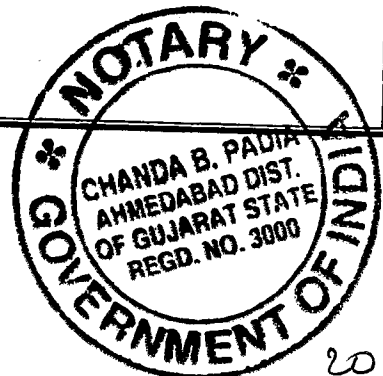
Given under the common seal of the Company on 15<sup>th</sup> day of October, 2016

DIRECTOR

DIRECTOR

  
SECRETARY/ANY OTHER AUTHORIZED PERSON

Note: No transfer of the Share(s) comprised in the Certificate can be registered unless accompanied by this Certificate.



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MEMORANDUM OF TRANSFERS OF SHARE (S) MENTIONED OVERLEAF

DATE	TRANSFER NO.	REGISTER FOLIO	NAME (S) OF TRANSFEREE (S)	INITIALS	AUTHORISED SIGNATORY

**NOTARY**  
\* CHANDA B. PADIA \*  
AHMEDABAD DIST.  
OF GUJARAT STATE  
REGD. NO. 3000  
**GOVERNMENT OF INDIA**

**NOTARY**  
CHANDA B. PADIA  
AHMEDABAD DIST.  
OF GUJARAT STATE  
REGD. NO. 3000  
**GOVERNMENT OF INDIA**

**Form No. SH-4  
SECURITIES TRANSFER FORM**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule  
(1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

**FOR THE CONSIDERATION** stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: U64201WJ1995PLC024598

Name of the company (in full): Arvind Lifestyle Brands Limited

Name of the Stock Exchange where the company is listed, if any: \_\_\_\_\_

**DESCRIPTION OF SECURITIES**

Kind/Class of Securities (1)	Nominal Value of each unit of security (2)	Amount called up per unit of security (3)	Amount Paid up per unit of security (4)
Equity Share	10/-	10/-	10/-
No. of securities being transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures
1	One	One Hundred Fifteen Only	115/-
Distinctive number	From	8	
	To	8	
Corresponding Certificate Nos.	44		

**Transferor's Particulars**

Registered Folio Number: 46

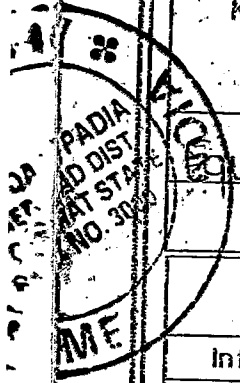
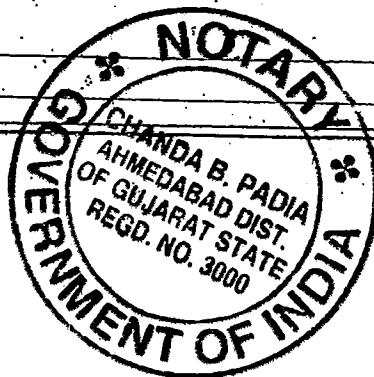
S. No.	Name(s) in full	Signature(s)
1.	Hemem H. Joshi (Nominee of Arvind Brands & Retail Limited)	<i>[Signature]</i>
2.		
3.		

I, hereby confirm that the Transferor has signed before me.

Signature of Witness \_\_\_\_\_

Name & Address \_\_\_\_\_

P.T.O.



**Transferee's Particulars**

Name in full Memon H.	Father's/ mother's/ Spouse Name	Address & E-mail id	Occupation	Existing folio No., if any.	Signature
Joshi (Not a name of Anvland	(2)	(3)	(4)	(5)	(6)
Fashions Limited]	-	Anvland Limited Premises, Navoda Road, Albad-25.	Company		H.H. Joshi

Folio No. Transferee

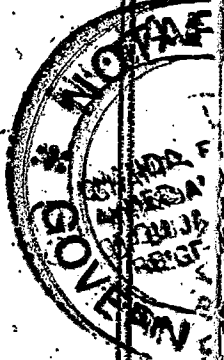
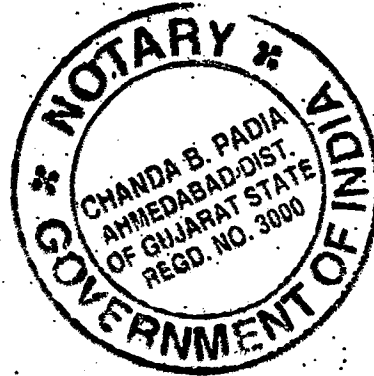
Specimen Signature of Transferee

Value of stamp affixed:..... (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

Stamps



For office use only

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on..... vide Transfer No.....

Approval Date.....

Power of attorney / Probate /Death Certificate / Letter of Administration

Registered on..... at No.....

**On the reverse page of the certificate**

Name of the Transferor

Name of the Transferee

No. of shares

Date of  
Transfer

.....

Signature of the authorized signatory



Form No. SH-1

## SHARE CERTIFICATE

[Pursuant to sub-section (3) of Section 46 of the Companies Act, 2013 and rule 5(2) of the Companies (Share Capital and Debentures) Rules 2014]

Arvind Lifestyle Brands Limited  
CIN: U64201GJ1995PLC024598  
(Incorporated under the Companies Act, 1956)

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

SPLIT SHARE CERTIFICATE ISSUED IN LIEU OF ORIGINAL SHARE CERTIFICATE NO. 1 FOR 10 EQUITY SHARES.  
DUPLICATE SHARE CERTIFICATE ISSUED IN LIEU OF SHARE CERTIFICATE NO. 24

This is to Certify that the person(s) named in this certificate is/are the Registered Holder(s) of the within mentioned share(s) bearing the distinctive number(s) herein specified in the above named Company subject to the Memorandum and Articles of Association of the Company and the amount endorsed herein has been paid up on each such share.

EQUITY SHARES EACH OF RUPEES 10/- (TEN ONLY)

AMOUNT PAID-UP PER SHARE RUPEES 10/- (TEN ONLY)

Register Folio No.: 47

Certificate No.: 45

Name(s) of the Holder(s): ROHIT S. JANI  
(Nominee of Arvind Brands & Retail Limited)

No. of shares held : 1 (One Only)

Distinctive No.(s): 9 to 9

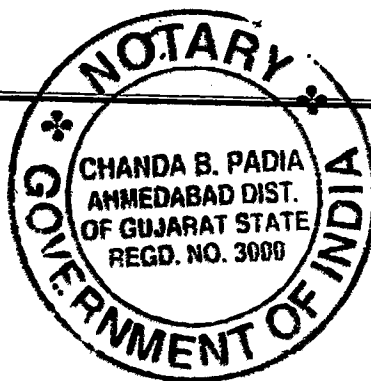
Given under the common seal of the Company on 15<sup>th</sup> day of October, 2016

DIRECTOR

DIRECTOR

SECRETARY/ANY OTHER AUTHORIZED PERSON

Note: No transfer of the Share(s) comprised in the Certificate can be registered unless accompanied by this Certificate.





**Form No. SH-4  
SECURITIES TRANSFER FORM**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule  
(1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

**FOR THE CONSIDERATION** stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

U64201GJ1995PLC024598  
 Name of the company (in full): Arvind Lifestyle Brands Limited  
 Name of the Stock Exchange where the company is listed, if any: \_\_\_\_\_

**DESCRIPTION OF SECURITIES**

Kind/Class of Securities (1)	Nominal Value of each unit of security (2)	Amount called up per unit of security (3)	Amount Paid up per unit of security (4)
Equity Share	10/-	10/-	10/-
No. of securities being transferred		Consideration received (Rs.)	
In figures		In words	
1		One Hundred Fifteen Only	
Distinctive number	From	9	
	To	9	
Corresponding Certificate Nos.	45		

**Transferor's Particulars**

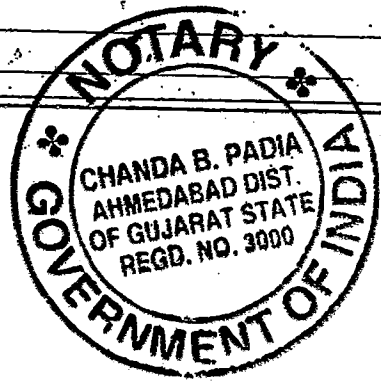
Registered Folio Number: 47

S. No.	Name(s) in full	Signature(s)
1	Rohit S. Jami (Nominee of Arvind Brands & Retail Limited)	
2		
3		

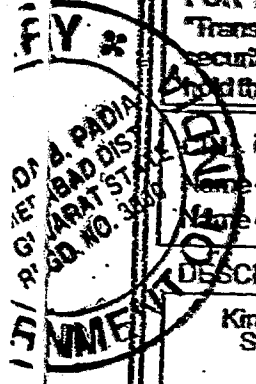
I, hereby confirm that the Transferor has signed before me.

Signature of Witness \_\_\_\_\_

Name & Address \_\_\_\_\_



P.T.O.



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**Transferee's Particulars**

Name in full Number of	Father's/ mother's/ Spouse Name (2)	Address & E-mail id (3)	Occupation (4)	Existing folio No., if any. (5)	Signature (6)
Rohit S. Jari Arvind Fashions Limited	-	Arvind Limited Premises, Naroda Road, Abad-25.	Company		<i>[Signature]</i>

Folio No. Transferee

Specimen Signature of Transferee

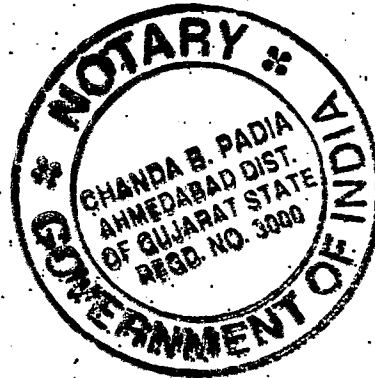
*[Signature]*

Value of stamp affixed:..... (Rs.)

**Enclosures:**

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

**Stamps**



For office use only

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on..... vide Transfer No.....

Approval Date.....

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered on..... at No.....

**On the reverse page of the certificate**

Name of the Transferor	Name of the Transferee	No. of shares	Date of Transfer
.....	.....	.....	.....

Signature of the authorized signatory

Form No. SH-1

SHARE CERTIFICATE

[Pursuant to sub-section (3) of Section 46 of the Companies Act, 2013 and rule 5(2) of the Companies (Share Capital and Debentures) Rules 2014]

Arvind Lifestyle Brands Limited  
CIN: U64201GJ1995PLC024598  
(Incorporated under the Companies Act, 1956)

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

SPLIT SHARE CERTIFICATE ISSUED IN LIEU OF ORIGINAL SHARE CERTIFICATE NO. 1 FOR 10 EQUITY SHARES.  
DUPLICATE SHARE CERTIFICATE ISSUED IN LIEU OF SHARE CERTIFICATE NO. 25

This is to Certify that the person(s) named in this certificate is/are the Registered Holder(s) of the within mentioned share(s) bearing the distinctive number(s) herein specified in the above named Company subject to the Memorandum and Articles of Association of the Company and the amount endorsed herein has been paid up on each such share.

EQUITY SHARES EACH OF RUPEES 10/- (TEN ONLY)

AMOUNT PAID-UP PER SHARE RUPEES 10/- (TEN ONLY)

Register Folio No.: 48

Certificate No.: 46

Name(s) of the Holder(s): BHARAT P. PATEL  
(Nominee of Arvind Brands & Retail Limited)

No. of shares held : 1 (One Only)

Distinctive No.(s): 10 to 10

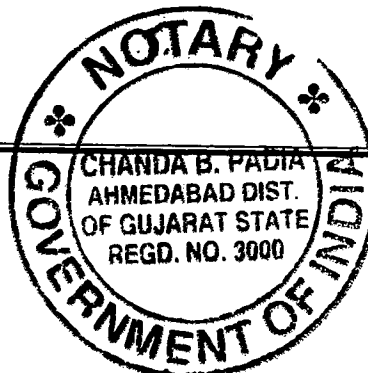
Given under the common seal of the Company on 15<sup>th</sup> day of October, 2016

DIRECTOR

DIRECTOR

*Jalparan*  
SECRETARY/ANY OTHER AUTHORIZED PERSON

Note: No transfer of the Share(s) comprised in the Certificate can be registered unless accompanied by this Certificate.



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MEMORANDUM OF TRANSFERS OF SHARE (S) MENTIONED OVERLEAF

DATE	TRANSFER NO.	REGISTER FOLIO	NAME (S) OF TRANSFEREE (S)	INITIALS	AUTHORISED SIGNATORY



**Form No. SH-4  
SECURITIES TRANSFER FORM**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

**FOR THE CONSIDERATION** stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: U64201GJ1995PLC024598

Name of the company (in full): Arvind Lifestyle Brands Limited

Name of the Stock Exchange where the company is listed, if any: —

**DESCRIPTION OF SECURITIES**

Kind/Class of Securities (1)	Nominal Value of each unit of security (2)	Amount called up per unit of security (3)	Amount Paid up per unit of security (4)
Equity Share	10/-	10/-	10/-
No. of securities being transferred		Consideration received (Rs.)	
In figures		In words	
1		One Hundred Fifteen Only	
Distinctive number	From	10	
	To	10	
Corresponding Certificate Nos.		46	

**Transferor's Particulars**

Registered Folio Number: 48

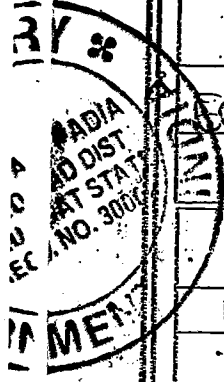
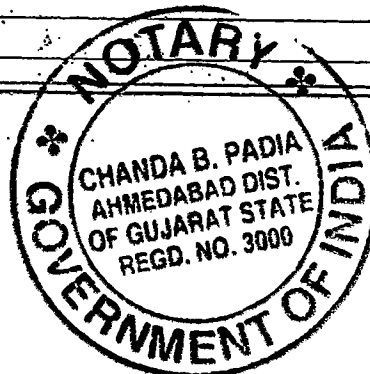
S. No.	Name(s) in full	Signature(s)
1.	Bharat P. Patel (Nominee of Arvind Brands & Retail Limited)	Bharat P. Patel
2.		
3.		

I, hereby confirm that the Transferor has signed before me.

Signature of Witness \_\_\_\_\_

Name & Address \_\_\_\_\_

P.T.O.



**Transferee's Particulars**

Name in full	Father's/ mother's/ Spouse Name	Address & E-mail id	Occupation	Existing folio No., if any.	Signature
(1)	(2)	(3)	(4)	(5)	(6)
Bhurat P. Cousin of					
Arvind Fashions Limited	-	Arvind Limited Company Premises, Naroda Road, A'bad-25.			Bhurat P. Patel

Folio No. Transferee

Specimen Signature of Transferee

Bhurat P. Patel

Value of stamp affixed:..... (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

Stamps

For office use only

Checked by.....

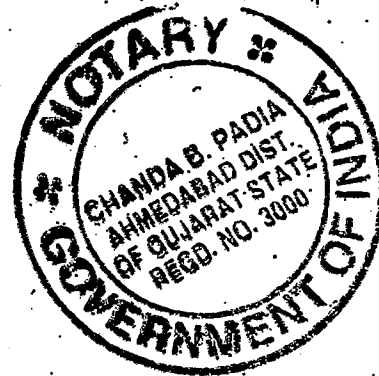
Signature tallied by.....

Entered in the Register of Transfer on..... vide Transfer No.....

Approval Date.....

Power of attorney / Probate /Death Certificate / Letter of Administration

Registered on..... at No.....



**On the reverse page of the certificate**

Name of the Transferor

Name of the Transferee

No. of shares

Date of Transfer

.....

Signature of the authorized signatory



Form No. SH-1

## SHARE CERTIFICATE

[Pursuant to sub-section (3) of Section 46 of the Companies Act, 2013 and rule 5(2) of the Companies (Share Capital and Debentures) Rules 2014]

**Arvind Lifestyle Brands Limited**  
CIN: U64201GJ1995PLC024598  
(Incorporated under the Companies Act, 1956)

**Registered Office :** Arvind Mills Premises, Naroda Road, Ahmedabad -380025, Gujarat.

SPLIT SHARE CERTIFICATE ISSUED IN LIEU OF ORIGINAL SHARE CERTIFICATE NO. 1 FOR 10 EQUITY SHARES.  
DUPLICATE SHARE CERTIFICATE ISSUED IN LIEU OF SHARE CERTIFICATE NO. 22

This is to Certify that the person(s) named in this certificate is/are the Registered Holder(s) of the within mentioned share(s) bearing the distinctive number(s) herein specified in the above named Company subject to the Memorandum and Articles of Association of the Company and the amount endorsed herein has been paid up on each such share.

EQUITY SHARES EACH OF RUPEES 10/- (TEN ONLY)

AMOUNT PAID-UP PER SHARE RUPEES 10/- (TEN ONLY)

Register Folio No.: 45

Certificate No.: 43

Name(s) of the Holder(s): **JAYESH N. THAKKAR**  
(Nominee of Arvind Brands & Retail Limited)

No. of shares held : 1 (One Only)

Distinctive No.(s): 7 to 7

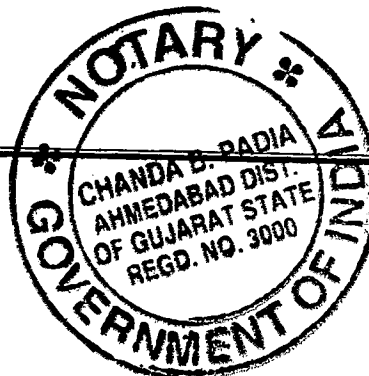
Given under the common seal of the Company on 15<sup>th</sup> day of October, 2016

DIRECTOR

DIRECTOR

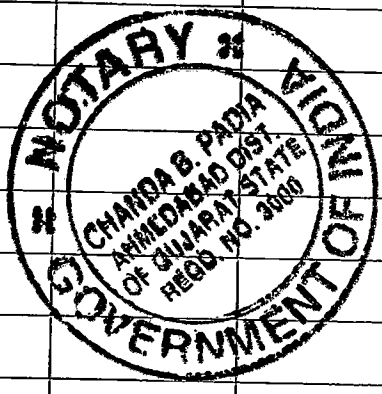
*[Signature]*  
SECRETARY/ANY OTHER AUTHORIZED PERSON

**Note:** No transfer of the Share(s) comprised in the Certificate can be registered unless accompanied by this Certificate.



**MEMORANDUM OF TRANSFERS OF SHARE (S) MENTIONED OVERLEAF**

DATE	TRANSFER NO.	REGISTER FOLIO	NAME (S) OF TRANSFEREE (S)	INITIALS	AUTHORISED SIGNATORY



**Form No. SH-4  
SECURITIES TRANSFER FORM**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule  
(1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

**FOR THE CONSIDERATION** stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: U64201CWJ1995PLC024598

Name of the company (in full): Arvind Lifestyle Brands Limited

Name of the Stock Exchange where the company is listed, if any: \_\_\_\_\_

**DESCRIPTION OF SECURITIES**

Kind/Class of Securities (1)	Nominal Value of each unit of security (2)	Amount called up per unit of security (3)	Amount Paid up per unit of security (4)
Equity Share	10/-	10/-	10/-

No. of securities being transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures
1	One	one Hundred Fifteen Only	115/-

Distinctive Number	From	To	Corresponding Certificate Nos.
	7		

Transferor's Particulars	
Registered Folio Number:	45

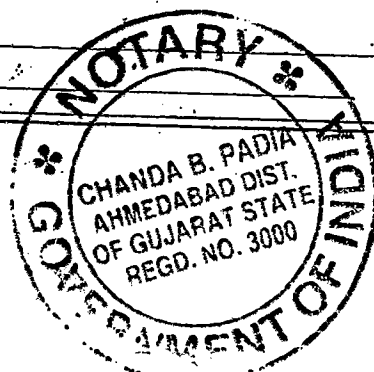
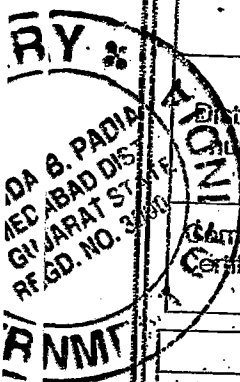
S. No.	Name(s) in full	Signature(s)
1	Jayesh N. Thakkar (Nominee of	<u>Jayesh</u>
2	Arvind Brands & Retail Limited)	
3		

I, hereby confirm that the Transferor has signed before me.

Signature of Witness \_\_\_\_\_

Name & Address \_\_\_\_\_

P.T.O.



**Transferee's Particulars**

Name in full	Father's/ mother's/ Spouse Name	Address & E-mail id	Occupation	Existing folio No., if any.	Signature
Jayesh N. <i>Thakkar</i>	(2)	(3)	(4)	(5)	(6)
Arvind Fashions Limited	-	Arvind Limited Company Premises, Naroda Road, Albad-25.			<i>Jayesh</i>

Folio No. Transferee

Specimen Signature of Transferee

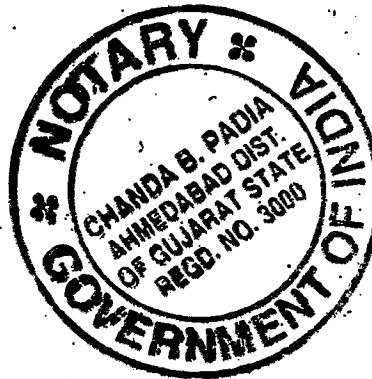
*Jayesh*

Value of stamp affixed:..... (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

Stamps



For office use only

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on..... vide Transfer No.....

Approval Date.....

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered on..... at No.....

**On the reverse page of the certificate**

Name of the Transferor	Name of the Transferee	No. of shares	Date of Transfer
.....	.....	.....	.....

Signature of the authorized signatory