

This addendum to the Letter of Offer (“**Addendum**”) is for information purposes only and does not constitute an offer or an invitation or a recommendation to purchase, to hold, to subscribe or sell either entitlements or securities. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated March 18, 2020 (the “**Letter of Offer**”) filed with the stock exchanges, namely BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**” and together with BSE, “**Stock Exchanges**”) and the Securities and Exchange Board of India (“**SEBI**”).



## **ARVIND FASHIONS LIMITED**

Our Company was incorporated as ‘*Arvind J&M Limited*’ on January 5, 2016, as a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the Registrar of Companies, at Ahmedabad, Gujarat (the “**RoC**”). Pursuant to a resolution of our Shareholders dated September 26, 2016, the name of our Company was changed to ‘*Arvind Fashions Limited*’ and a fresh certificate of incorporation was issued by the RoC on October 14, 2016. For details, including reasons for changes in the name and registered office of our Company, see “*History and Certain Corporate Matters*” on page 133 of the Letter of Offer.

**Registered Office:** Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad – 380 025, Gujarat, India; **Telephone:** +91-79-30138000;

**Corporate Office:** 8<sup>th</sup> Floor, Du Parc Trinity, 17, M G Road, Bengaluru – 560 001, Karnataka, India; **Telephone:** +91-80-41550650

**Contact Person:** B S Vijay Kumar, Company Secretary and Compliance Officer  
**Email:** investor.relations@arvindbrands.co.in; **Website:** www.arvindfashions.com  
**Corporate Identity Number:** L52399GJ2016PLC085595

### **PROMOTERS OF OUR COMPANY**

**AURA SECURITIES PRIVATE LIMITED, AURA BUSINESS 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 OF UP TO 3,99,79,347 EQUITY SHARES WITH A FACE VALUE OF ₹4 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹100 EACH INCLUDING A SHARE PREMIUM OF ₹96 PER RIGHTS EQUITY SHARE (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT UP TO ₹399.79 CRORES ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 62 RIGHTS EQUITY SHARES FOR EVERY 91 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 25 TIMES THE FACE VALUE OF THE EQUITY SHARES.**

### **NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS**

**This Notice is with reference to the letter of offer dated March 18, 2020 (“Letter of Offer”) filed with the Stock Exchanges, namely BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with BSE, “Stock Exchanges”) and the Securities and Exchange Board of India (“SEBI”) in relation to the Rights Issue of Equity Shares of Arvind Fashions Limited (“Company”). The Eligible Equity Shareholders of our Company are requested to note the following developments in connection with the Rights Issue post filing of the Letter of Offer.**

This is to inform to the Eligible Equity Shareholders of the Company that subsequent to the deferment of the Issue announced vide public announcement published on March 27, 2020, our Company had made an application dated April 02, 2020 under Regulation 300 of the SEBI ICDR Regulations to the SEBI praying relaxation from the strict enforcement of provisions of Regulation 70(5), Paragraph 11(I)(A)(i) of Part A of Schedule VI and other applicable provisions of the SEBI ICDR Regulations and certain other relaxations mentioned therein (“**Relaxation Application**”).

The SEBI has, in consideration of the Relaxation Application and for the limited purpose of undertaking the

proposed rights issue, vide its letter bearing reference number SEBI/ HO/ CFD/ DILII/ ADM/ RP/ OW/ 2020/ 10767 dated June 5, 2020 (“**SEBI Relaxation Letter**”), acceded the requests of the Company subject to conditions specified therein.

Further, the SEBI has, in view of the impact of the novel coronavirus (“**COVID-19**”) pandemic, vide its circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/66 dated April 21, 2020, circular bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 06, 2020 (“**SEBI Rights Issue Circulars**”), granted several relaxations to the issuer companies in connection with the rights issue subject to conditions and for the period specified therein.

Accordingly, pursuant to the relaxations provided by SEBI *vide* SEBI Relaxation Letter and SEBI Rights Issue Circulars in connection with the Right Issue, the Board of Directors of the Company has, at its meeting held on June 21, 2020, *inter alia*, approved the followings:

- a. Revised size of the Rights Issue from up to ₹ 299.64 crores to up to ₹ 399.79 crores;
- b. Offer, issue and allotment of up to 3,99,79,347 Equity Shares of ₹4 each (“**Rights Equity Shares**”) at a price of ₹ 100 per Equity Share (including premium of ₹ 96 per Equity Share) (“**Issue Price**”) aggregating up to ₹ 399.79 crore to the Eligible Equity Shareholders in the proportion of 62 (Sixty Two) Rights Equity Shares of ₹ 4 each for every existing 91 (Ninety One) Equity Shares of ₹ 4 each held by the Eligible Equity Shareholders on the Record Date, i.e., March 18, 2020;
- c. Revised schedule for the Rights Issue as -

Issue Opening Date	Monday, June 29, 2020
Last date for On Market Renunciation of Rights Entitlement	Monday, July 13, 2020
Last date for Off Market Renunciation of Rights Entitlement	Thursday, July 16, 2020
Issue Closing Date	Friday, July 17, 2020

Pursuant to aforementioned revision in the Issue Size and Issue Price and consequent revision of the Rights Entitlements, the Eligible Equity Shareholders of the Company shall be entitled to and get credit of the Rights Entitlements as per the revised Rights Entitlement Ratio. The Rights Entitlements of the Eligible Equity Shareholders have been credited on March 23, 2020 in their respective demat account under the ISIN - INE955V20013 in terms of the Letter of Offer and the incremental Rights Entitlements as per revised Rights Entitlement Ratio will be credited in respective demat accounts of the Eligible Equity Shareholders under the said ISIN.

In accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 and the General Circular No. 21/2020 dated May 11, 2020 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circular**”), our Company is dispatching the revised Entitlement Letter along with CAF and the Addendum to the Letter of Offer through email only to Eligible Equity Shareholders holding Equity Shares as on the Record Date, who have provided an address in India.

Consequent to the aforementioned revision and pursuant to the SEBI Relaxation Letter and the SEBI Rights Issue Circulars, the Eligible Equity Shareholders should note the changes and modification in the Letter of Offer and Abridged Letter of Offer including the changes in the procedure for making an Application in the Issue as set forth hereunder.

## ADDENDUM TO THE LETTER OF OFFER

The Eligible Equity Shareholders should read the Letter of Offer and the Abridged Letter of Offer with following material modifications, updates and changes:

### 1. Issue Details

The details of the Issue including the Issue Size, Issue Price and Rights Entitlement Ratio wherever mentioned in the Letter of Offer and the Abridged Letter of Offer shall be read as follows:

**ISSUE OF UP TO 3,99,79,347 EQUITY SHARES WITH A FACE VALUE OF ₹4 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹100 EACH INCLUDING A SHARE PREMIUM OF ₹96 PER RIGHTS EQUITY SHARE (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT UP TO ₹399.79 CRORES ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 62 RIGHTS EQUITY SHARES FOR EVERY 91 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 25 TIMES THE FACE VALUE OF THE EQUITY SHARES.**

#### Fractional Entitlement

For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 91 Equity Shares or is not in multiples of 91, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.

Also, those Equity Shareholders holding 1 (One) Equity Share 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) Rights Equity Share, if such Equity Shareholders have applied for the Additional Rights Equity Shares.

#### Post Issue Capital Structure

The issued, subscribed and paid-up share capital after the Issue (assuming full subscription for and allotment of the Rights Entitlements) will be ₹ 39,46,34,844 (Rupees Thirty Nine Crore Forty Six Lakh Thirty Four Thousand Eight Hundred and Forty Four Only) divided into 9,86,58,711 Equity Shares of ₹4 each.

### 2. Issue Schedule

The Issue Schedule wherever mentioned in the Letter of Offer and the Abridged Letter of Offer shall be read as follows:

Issue Opening Date	Monday, June 29, 2020
Last date for On Market Renunciation of Rights Entitlement	Monday, July 13, 2020
Last date for Off Market Renunciation of Rights Entitlement <sup>#</sup>	Thursday, July 16, 2020
Issue Closing Date*	Friday, July 17, 2020
Date of Allotment (on or about)	Friday, July 24, 2020
Date of credit (on or about)	Monday, July 27, 2020
Date of listing (on or about)	Wednesday, July 29, 2020

<sup>#</sup>Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

\*The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.

### 3. Financial Results for the nine months ended December 31, 2019

The unaudited limited review consolidated financial results and unaudited limited review standalone financial results for the quarter and nine months ended December 31, 2019 is set forth below:

#### **INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL RESULTS OF ARVIND FASHIONS LIMITED PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

#### **TO THE BOARD OF DIRECTORS OF ARVIND FASHIONS LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Arvind Fashions Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the quarter and nine months ended December 31, 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Attention is drawn to the fact that the consolidated figures for the corresponding quarter and nine months ended December 31, 2018 as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:

#### **Parent Company**

Arvind Fashions Limited

#### **Subsidiary Companies**

Arvind Lifestyle Brands Limited

Arvind Beauty Brands Retail Private Limited

Calvin Klein Arvind Fashion Private Limited

Tommy Hilfiger Arvind Fashion Private Limited

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim financial results of one subsidiary included in the consolidated unaudited financial results, whose interim financial results reflect total revenues of Rs. 803.85 Crores and Rs.2141.62 Crores, total net loss after tax of Rs.57.56 Crores and Rs.167.73 Crores and total comprehensive loss of Rs.57.63 Crores and Rs. 168.38 Crores, for the quarter and nine months ended December 31, 2019, respectively, as considered in the Statement. This interim financial result has been reviewed by other auditors whose report has been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matters.

7. The consolidated unaudited financial results includes the interim financial results of two subsidiaries which have not been reviewed by the auditors, whose interim financial results reflect total revenue of Rs. 180.01 Crores and Rs. 540.94 Crores, total net profit after tax of Rs. 2.94 Crores and Rs. 10.49 Crores and total comprehensive income of Rs. 5.13 Crores and Rs. 12.79 Crores for the quarter and nine months ended December 31, 2019, respectively, as considered in the Statement. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matters.

For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration No. 110417W

Sd/-

**CA. Chokshi Shreyas B.**  
Partner  
Membership No.100892  
UDIN: 20100892AAAADF5048

Ahmedabad

February 11, 2020

**STATEMENT OF UNAUDITED LIMITED REVIEW CONSOLIDATED FINANCIAL RESULTS  
FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2019**

*₹ in Crores except per share data*

	Particulars	Quarter Ended			Nine Months Ended		Year Ended 31.03.19 Audited
		31.12.19	30.09.19	31.12.18	31.12.19	31.12.18	
		Unaudited	Unaudited (Refer Note 5 & 6)	Unaudited (Refer Note 6)	Unaudited (Refer Note 5 & 6)	Unaudited (Refer Note 6)	
<b>1</b>	<b>Income</b>						
	(a) Revenue from operations	1,135.45	1,119.45	1,259.03	3,155.84	3,474.90	4,643.86
	(b) Other Income	10.67	6.46	1.05	18.01	4.11	4.13
	<b>Total Income</b>	<b>1,146.12</b>	<b>1,125.91</b>	<b>1,260.08</b>	<b>3,173.85</b>	<b>3,479.01</b>	<b>4,647.99</b>
<b>2</b>	<b>Expenses</b>						
	(a) Cost of trims and accessories consumed	0.26	0.36	1.88	1.60	4.30	5.85
	(b) Purchases of stock-in-trade	451.81	796.67	468.60	1,751.10	1,834.13	2,541.19
	(c) Changes in inventories	177.97	(167.39)	169.91	(3.70)	(96.21)	(258.32)
	(d) Employee benefits expense	85.80	85.55	107.50	272.62	312.04	407.76
	(e) Finance costs	77.95	70.70	34.57	217.07	91.19	126.21
	(f) Depreciation and amortisation expense	122.93	115.10	34.15	334.29	109.05	153.16

	Particulars	Quarter Ended			Nine Months Ended		Year Ended 31.03.19 Audited
		31.12.19	30.09.19	31.12.18	31.12.19	31.12.18	
		Unaudited	Unaudited (Refer Note 5 & 6)	Unaudited (Refer Note 6)	Unaudited (Refer Note 5 & 6)	Unaudited (Refer Note 6)	
	(g) Other expenses	310.30	292.44	428.45	893.25	1,217.72	1,659.26
	<b>Total Expenses</b>	<b>1,227.02</b>	<b>1,193.43</b>	<b>1,245.06</b>	<b>3,466.23</b>	<b>3,472.22</b>	<b>4,635.11</b>
<b>3</b>	<b>Profit/(Loss) before exceptional items and tax (1-2)</b>	<b>(80.90)</b>	<b>(67.52)</b>	<b>15.02</b>	<b>(292.38)</b>	<b>6.79</b>	<b>12.88</b>
<b>4</b>	Exceptional items	-	-	-	-	-	-
<b>5</b>	<b>Profit/(Loss) Before Tax (3-4)</b>	<b>(80.90)</b>	<b>(67.52)</b>	<b>15.02</b>	<b>(292.38)</b>	<b>6.79</b>	<b>12.88</b>
<b>6</b>	<b>Tax Expense</b>						
	Current Tax	0.63	0.57	10.15	3.55	28.52	21.16
	(Excess)/short provision related to earlier years	-	(0.17)	-	(0.17)	-	-
	Deferred Tax Charge/ (Credit)	(31.00)	(22.57)	(3.52)	(104.52)	(21.90)	(29.76)
	<b>Total Tax Expense</b>	<b>(30.37)</b>	<b>(22.17)</b>	<b>6.63</b>	<b>(101.14)</b>	<b>6.62</b>	<b>(8.60)</b>
<b>7</b>	<b>Net Profit/(Loss) for the Period (5-6)</b>	<b>(50.53)</b>	<b>(45.35)</b>	<b>8.39</b>	<b>(191.24)</b>	<b>0.17</b>	<b>21.48</b>
<b>8</b>	<b>Net Profit/(Loss) for the period attributable to:</b>						
	<b>Equity Holders of the Parent</b>	<b>(52.00)</b>	<b>(46.92)</b>	<b>6.95</b>	<b>(196.49)</b>	<b>(2.95)</b>	<b>16.61</b>
	Non-controlling interest	1.47	1.57	1.44	5.25	3.12	4.87
		<b>(50.53)</b>	<b>(45.35)</b>	<b>8.39</b>	<b>(191.24)</b>	<b>0.17</b>	<b>21.48</b>
<b>9</b>	<b>Other Comprehensive Income/ (Loss) (Net of Tax)</b>						
	<b>(a) Items that will not be classified to profit and loss</b>						
	(i) Re-measurement gain / (loss) on defined benefit plans	(0.33)	(0.10)	-	(1.55)	(1.92)	(6.58)
	(ii) Income Tax related to the item above	0.08	0.04	-	0.51	0.67	2.45
	<b>(b) Items that will be classified to profit and loss</b>						
	(i) Effective portion of gains / (loss) on cash flow hedges	2.99	2.00	(0.32)	3.15	(0.37)	(3.32)
	(ii) Income Tax related to the item above	(0.70)	(0.65)	0.03	(0.74)	0.05	0.77
	<b>Other Comprehensive Income/ (Loss) (Net of Tax) (9a +9b)</b>	<b>2.04</b>	<b>1.29</b>	<b>(0.29)</b>	<b>1.37</b>	<b>(1.57)</b>	<b>(6.68)</b>
<b>10</b>	<b>Other Comprehensive Income/(Loss) for the year attributable to:</b>						
	<b>Equity holders of the Parent</b>	<b>0.94</b>	<b>0.60</b>	<b>(0.29)</b>	<b>0.22</b>	<b>(1.57)</b>	<b>(5.67)</b>
	Non-controlling interest	1.10	0.69	-	1.15	-	(1.01)
		2.04	1.29	(0.29)	1.37	(1.57)	(6.68)
<b>11</b>	<b>Total Comprehensive Income/ (Loss) for the Period (7+9)</b>	<b>(48.49)</b>	<b>(44.06)</b>	<b>8.10</b>	<b>(189.87)</b>	<b>(1.40)</b>	<b>14.80</b>
<b>12</b>	<b>Total Comprehensive Income attributable to:</b>						
	<b>Equity holders of the Parent</b>	<b>(51.06)</b>	<b>(46.32)</b>	<b>6.66</b>	<b>(196.27)</b>	<b>(4.52)</b>	<b>10.94</b>

	Particulars	Quarter Ended			Nine Months Ended		Year Ended 31.03.19 Audited
		31.12.19	30.09.19	31.12.18	31.12.19	31.12.18	
		Unaudited	Unaudited (Refer Note 5 & 6)	Unaudited (Refer Note 6)	Unaudited (Refer Note 5 & 6)	Unaudited (Refer Note 6)	
	Non-controlling interest	2.57	2.26	1.44	6.40	3.12	3.86
		<b>(48.49)</b>	<b>(44.06)</b>	<b>8.10</b>	<b>(189.87)</b>	<b>(1.40)</b>	<b>14.80</b>
13	Paid-up Equity Share Capital (Face Value ₹ 4/- per share)	23.47	23.47	23.20	23.47	23.20	23.20
14	Other Equity						1,106.21
15	<b>Earning Per Share in ₹ (Face Value ₹ 4) (Not Annualised, excluding year-end)</b>						
	- Basic	(8.86)	(8.01)	1.20	(33.53)	(0.51)	2.87
	- Diluted	(8.77)	(7.94)	1.17	(33.22)	(0.50)	2.81
<b>(See accompanying notes to the Consolidated Financial Results)</b>							

As per our report of even date  
For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration No. 110417W

For **Arvind Fashions Limited**

Sd/-

Sd/-

**CA. Chokshi Shreyas B.**  
Partner  
Membership No. 100892

**Suresh J.**  
Managing Director

Ahmedabad  
February 11, 2020

Ahmedabad  
February 11, 2020

#### Notes to the Consolidated Financial Results:

- The above consolidated financial results have been prepared in accordance with Indian Accounting Standards as prescribed under section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016.
- The above consolidated financial results which have been subjected to limited review by the Statutory Auditors of the Company, were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at their meeting held on February 11, 2020 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended. Their limited review report does not have any qualification/modification.
- The Company has adopted modified retrospective approach as per para C8 (C) (i) of IND-AS 116, Leases to its leases effective from accounting period beginning from April 01, 2019 and recognised Right of Use assets and Lease Liability as on April 01, 2019 and difference between Right of Use Assets and Lease Liability, net of deferred tax Rs. 145.07 Crores (Deferred Tax Rs. 68.43 Crores) has been adjusted in retained earnings.

In the result for the current quarter ended on December 31, 2019, accounting of operating lease expenses has changed from rent of Rs. 83.90 Crores (quarter ended September 30, 2019: 101.13 Crores, nine months ended December 31, 2019: Rs. 265.80 Crores) to depreciation cost for the Right of Use assets Rs. 69.01 Crores (quarter ended September 30, 2019: Rs. 74.94 Crores, nine months ended December 31, 2019: Rs.

203.58 Crores) and finance cost for interest accrued on outstanding lease liability Rs. 27.02 Crores (quarter ended September 30, 2019: Rs. 29.34 Crores, nine months ended December 31, 2019: Rs. 85.17 Crores). To this extent, performance for the current quarter ending on December 31, 2019 is not comparable with previous period results.

The life of immovable fixed assets have been aligned with the lease term considered for Ind As 116 and accordingly the assets have been depreciated considering the lease term or useful life whichever is lower. In the result for the current period, charge of Rs. 2.68 Crores (quarter ended September 30, 2019: Rs. 2.47 Crores, nine months ended December 31, 2019: Rs. 8.46 Crores) on account of accelerated depreciation has been taken in books on account of this alignment.

4. The Company is primarily engaged in the business of Branded Apparels (Garments and Accessories) through retail and departmental store facilities, which in the terms of Ind AS 108 on 'Operating Segments', constitutes a single reporting segment.
5. The consolidated figures for the corresponding quarter and nine months ended December 31, 2018 as reported in the above consolidated financial results have been approved by the Company's Board of Directors, but have not been subjected to review as the Company was listed on stock exchanges only on March 8, 2019.
6. The National Company Law Tribunal, Ahmedabad Bench vide its order dated October 26, 2018 has approved the scheme of arrangement for demerger of Branded Apparel undertaking of Arvind Limited to Arvind Fashions Limited with effect from November 30, 2018 (the appointed date). The Scheme became effective from November 30, 2018. Pursuant to the Scheme, all the assets, liabilities, income and expenses of the Branded Apparel undertaking has been transferred to the Company from the appointed date. To the extent current quarter and nine months ended on December 31, 2019 are not comparable with those of previous periods.
7. During the quarter, the Company has allotted nil equity shares (quarter ended September 30, 2019: 44,706, year ended March 31, 2019: 2,98,911) pursuant to exercise of stock options by employees.
8. In the board meetings held on November 4, 2019, the respective Board of Directors of (a) Calvin Klein Arvind Fashion Private Limited ("CK") and (b) Tommy Hilfiger Arvind Fashion Private Limited ("TH") (Subsidiary Companies) have approved the scheme of amalgamation between TH and CK pursuant to provisions of Section 230 to 232 of the Companies Act, 2013 whereby it is proposed to amalgamate TH into CK. The Scheme is subject to approval of relevant regulatory authorities.
9. Previous period figures have been re-grouped/ re-classified wherever necessary, to confirm to current period's classification.

As per our report of even date  
For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration No. 110417W

Sd/-

**CA. Chokshi Shreyas B.**  
Partner  
Membership No. 100892

Ahmedabad  
February 11, 2020

For **Arvind Fashions Limited**

Sd/-

**Suresh J.**  
Managing Director

Ahmedabad  
February 11, 2020



**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE FINANCIAL RESULTS OF ARVIND FASHIONS LIMITED PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**TO THE BOARD OF DIRECTORS OF ARVIND FASHIONS LIMITED**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Arvind Fashions Limited ("the Company") for the quarter and nine months ended December 31, 2019 ("the Statement"). This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these standalone financial statements based on our review. Attention is drawn to the fact that the consolidated figures for the corresponding quarter and nine months ended December 31, 2018 as reported in these financial results have been approved by the management, but have not been subjected to review.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration No. 110417W

Sd/-

**CA. Chokshi Shreyas B.**  
Partner  
Membership No.100892  
UDIN: 20100892AAAADE4917

Ahmedabad  
February 11, 2020

**STATEMENT OF UNAUDITED LIMITED REVIEW STANDALONE FINANCIAL RESULTS  
FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2019**

*₹ in Crores except per share data*

	Particulars	Quarter Ended			Nine Months Ended		Year ended 31.03.2019 Audited
		31.12.19	30.09.19	31.12.18	31.12.19	31.12.18	
		Unaudited	Unaudited	Unaudited (Refer Note 5 & 6)	Unaudited	Unaudited (Refer Note 5 & 6)	
<b>1</b>	<b>Income</b>						
	(a) Revenue from operations	199.11	277.96	273.76	648.83	792.08	1,009.90
	(b) Other Income	3.30	3.25	0.44	8.71	1.19	1.79
	<b>Total Income</b>	<b>202.41</b>	<b>281.21</b>	<b>274.20</b>	<b>657.54</b>	<b>793.27</b>	<b>1,011.69</b>
<b>2</b>	<b>Expenses</b>						
	(a) Cost of Trims and accessories consumed	0.05	(0.17)	0.88	0.66	1.59	2.72
	(b) Purchases of stock-in-trade	120.60	234.73	129.84	481.05	559.38	756.30
	(c) Changes in inventories of stock-in-trade	28.88	(31.97)	43.96	(23.56)	(54.34)	(116.21)
	(d) Employee benefits expense	12.40	14.35	14.61	45.35	46.85	66.33
	(e) Finance costs	11.44	8.61	5.67	27.63	12.66	17.98
	(f) Depreciation and amortisation expense	2.02	2.86	3.98	7.63	10.39	15.30
	(g) Other expenses	34.86	53.58	53.37	126.10	152.52	207.04
	<b>Total Expenses</b>	<b>210.25</b>	<b>281.99</b>	<b>252.31</b>	<b>664.86</b>	<b>729.05</b>	<b>949.46</b>
<b>3</b>	<b>Profit/ (Loss) before exceptional items and tax (1-2)</b>	<b>(7.84)</b>	<b>(0.78)</b>	<b>21.89</b>	<b>(7.32)</b>	<b>64.22</b>	<b>62.23</b>
<b>4</b>	Exceptional items	-	-	-	-	-	-
<b>5</b>	<b>Profit/ (Loss) Before Tax (3-4)</b>	<b>(7.84)</b>	<b>(0.78)</b>	<b>21.89</b>	<b>(7.32)</b>	<b>64.22</b>	<b>62.23</b>
<b>6</b>	<b>Tax Expense</b>						
	Current Tax	(0.18)	(0.10)	9.10	-	25.12	13.43
	(Excess)/short provision related to earlier years	-	(0.17)	-	(0.17)	-	-
	Deferred Tax Charge/ (Credit)	(3.39)	0.80	(0.98)	(2.36)	(1.81)	(12.71)
	<b>Total Tax Expense</b>	<b>(3.57)</b>	<b>0.53</b>	<b>8.12</b>	<b>(2.53)</b>	<b>23.31</b>	<b>0.72</b>
<b>7</b>	<b>Net Profit/(Loss) for the Period (5-6)</b>	<b>(4.27)</b>	<b>(1.31)</b>	<b>13.77</b>	<b>(4.79)</b>	<b>40.91</b>	<b>61.51</b>
<b>8</b>	<b>Other Comprehensive Income/ (Loss) (Net of Tax)</b>						
	<b>(a) Items that will not be classified to profit and loss</b>						
	(i) Re-measurement gain/ (loss) on defined benefit plans	(0.10)	(0.11)	-	(0.48)	(0.64)	(2.11)
	(ii) Income Tax related to the item above	0.04	0.03	-	0.17	0.22	0.74
	<b>(b) Items that will be classified to profit and loss</b>						
	(i) Effective portion of gains / (loss) on cash flow hedges	(0.03)	(0.02)	(0.12)	-	(0.15)	(0.07)

Particulars	Quarter Ended			Nine Months Ended		Year ended 31.03.2019 Audited
	31.12.19	30.09.19	31.12.18	31.12.19	31.12.18	
	Unaudited	Unaudited	Unaudited (Refer Note 5 & 6)	Unaudited	Unaudited (Refer Note 5 & 6)	
(ii) Income Tax related to the item above	0.01	0.01	0.04	-	0.05	0.02
<b>Total other comprehensive income/(loss) for the period, net of tax (8a +8b) (VIII)</b>	<b>(0.08)</b>	<b>(0.09)</b>	<b>(0.08)</b>	<b>(0.31)</b>	<b>(0.52)</b>	<b>(1.42)</b>
<b>9 Total Comprehensive Income/ (Loss) for the Period (7+8)</b>	<b>(4.35)</b>	<b>(1.40)</b>	<b>13.69</b>	<b>(5.10)</b>	<b>40.39</b>	<b>60.09</b>
<b>10</b> Paid-up Equity Share Capital (Face Value ₹ 4/- per share)	23.47	23.47	23.20	23.47	23.20	23.20
<b>11</b> Other Equity						1,326.65
<b>12 Earning Per Share in ₹ (Face Value ₹ 4) (Not Annualised excluding year end)</b>						
- Basic	(0.73)	(0.22)	2.38	(0.82)	7.07	10.64
- Diluted	(0.72)	(0.22)	2.33	(0.81)	6.90	10.40
<b>(See accompanying notes to the Standalone Financial Results)</b>						

As per our report of even date  
For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration No. 110417W

For **Arvind Fashions Limited**

Sd/-

Sd/-

**CA. Chokshi Shreyas B.**  
Partner  
Membership No. 100892

**Suresh J.**  
Managing Director

Ahmedabad  
February 11, 2020

Ahmedabad  
February 11, 2020

**Notes to the Standalone Financial Results:**

- The above standalone financial results have been prepared in accordance with Indian Accounting Standards as prescribed under section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016.
- The above standalone financial results which have been subjected to limited review by the Statutory Auditors of the Company, were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at their meeting held on February 11, 2020 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended. Their limited review report does not have any qualification/modification.
- The Company has adopted modified retrospective approach as per para C8 (C) (i) of IND-AS 116, Leases to its leases effective from accounting period beginning from April 01, 2019 and recognised Right of Use assets and Lease Liability as on April 01, 2019 and difference between Right of Use Assets and Lease Liability, net of deferred tax Rs. 0.10 Crores (Deferred Tax Rs. 0.06 Crores) has been adjusted in retained earnings.

In the result for the current quarter ended on December 31, 2019, accounting of operating lease expenses has changed from rent of Rs. 0.14 Crores (quarter ended September 30, 2019: Rs. 0.40 Crores, nine months ended December 31, 2019: Rs. 0.86 Crores) to depreciation cost for the Right of Use assets Rs. 0.05 Crores (quarter ended September 30, 2019: Rs. 0.36 Crores, nine months ended December 31, 2019: Rs. 0.67 Crores) and finance cost for interest accrued on outstanding lease liability Rs. 0.01 Crores (quarter ended September 30, 2019: Rs. 0.03 Crores, nine months ended December 31, 2019: Rs. 0.08 Crores). To this extent, performance for the current quarter and nine months ending on December 31, 2019 is not comparable with previous period results.

4. The Company is primarily engaged in the business of Branded Apparels (Garments and Accessories) through retail and departmental store facilities, which in the terms of Ind AS 108 on 'Operating Segments, constitutes a single reporting segment.
5. The standalone figures for the corresponding quarter and nine months ended December 31, 2018 as reported in the above standalone financial results have been approved by the Company's Board of Directors, but have not been subjected to review as the Company was listed on stock exchanges only on March 8, 2019.
6. The National Company Law Tribunal, Ahmedabad Bench vide its order dated October 26,2018 has approved the scheme of arrangement for demerger of Branded Apparel undertaking of Arvind Limited to Arvind Fashions Limited with effect from November 30,2018 (the appointed date). The Scheme became effective from November 30,2018. Pursuant to the Scheme, all the assets, liabilities, income and expenses of the Branded Apparel undertaking has been transferred to the Company from the appointed date. To the extent current quarter and nine months ended on December 31, 2019 are not comparable with those of previous periods.
7. During the quarter, the Company has allotted nil equity shares (quarter ended September 30, 2019: 44,706, year ended March 31, 2019: 2,98,911) pursuant to exercise of stock options by employees.
8. Previous period figures have been re-grouped/ re-classified wherever necessary, to confirm to current period's classification.

As per our report of even date  
For **Sorab S. Engineer & Co.**  
Chartered Accountants  
Firm Registration No. 110417W

For **Arvind Fashions Limited**

Sd/-

Sd/-

**CA. Chokshi Shreyas B.**  
Partner  
Membership No. 100892

**Suresh J.**  
Managing Director

Ahmedabad  
February 11, 2020

Ahmedabad  
February 11, 2020

#### **4. Minimum Subscription**

The minimum subscription, wherever mentioned in the Letter of Offer and the Abridged Letter of Offer, shall be read as follows:

Pursuant to the SEBI Circular bearing reference no. SEBI/HO/CFD/CIR/CFD/DIL/ 67/2020 dated April 21, 2020, granting relaxations from certain provisions of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 75% of the Issue Size, our Company shall refund the entire subscription amount received within 15 days from the Issue Closing Date. However, if our Company receives subscription between 75% to 90% of the Issue Size, at least 75% of the Issue Size shall be utilized for the objects of this Issue other than general corporate purpose. If there is delay in the refund of the

subscription amount beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period, as prescribed under applicable laws.

## 5. Subscription by our Promoters and Promoter Group

The subscription or intention of participation by our Promoters and Promoter Group, wherever mentioned in the Letter of Offer and the Abridged Letter of Offer, shall be read as follows:

Pursuant to letter dated December 3, 2019 read with letter dated June 21, 2020, Aura Securities Private Limited, one of our Corporate Promoters, have confirmed that they, along with other Promoters and 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 Entitlements so as to ensure subscription to the extent of at least 75% 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.

## 6. Ex-right Price

The ex-right price per Equity Share wherever mentioned in the Letter of Offer and the Abridged Letter of Offer, shall be read as follows:

The ex-rights price per Equity Share as per Regulation 10(4)(b)(ii) of the SEBI Takeover Regulations is ₹128.12.

## 7. Risk Factors

The section titled “*Risk Factors*” beginning from page 22 of the Letter of Offer shall be modified as follows:

- a. The Risk Factor – 56 on page 46 of the Letter of Offer shall be substituted and read as follows:

***56. The Eligible Equity Shareholders holding Equity Shares in physical form will have no voting rights in respect of Rights Equity Shares until they provide details of their demat account and Rights Equity Shares are transferred to such demat account from the demat suspense account thereafter and such Shareholders may suffer loss in case of sale of their Rights Equity Shares by our Company at the prevailing market price.***

The Rights Equity Shares will be credited to a demat suspense account to be opened by our Company, in case of Allotment in respect of resident Eligible Equity Shareholders holding Equity Shares in physical form and who have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date. Such Eligible Equity Shareholders are required to send, among others, details of their demat accounts to our Company or the Registrar within 6 (six) months from the Allotment Date. Unless and until such Eligible Equity Shareholders provide details of their demat account and the Rights Equity Shares are transferred from demat suspense account to such demat accounts thereafter, they will have no voting rights in respect of Rights Equity Shares. For details, see “*Terms of the Issue*” in the Addendum to the Letter of Offer.

Further, Our Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders. In case of non-receipt of such details of demat account, our Company shall conduct a sale of such Rights Equity Shares lying in the demat suspense account on the floor of the Stock Exchanges at the prevailing market price and remit the proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) to the bank account mentioned by the resident Eligible Equity Shareholders in their respective CAFs and from which the payment for Application Money was made. Proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) may be higher or lower than the Application Money paid by such Eligible Equity Shareholders. We cannot assure you that such

proceeds by way of sale of such Rights Equity Shares will be higher than the Application Money paid by you, and that you shall not suffer a loss in this regard. Further, in case, bank accounts of the aforesaid Eligible Equity Shareholders cannot be identified due to any reason or bounce back from such bank accounts, our Company may use payment mechanisms such as cheques, demand drafts etc. to remit the proceeds of sale of the Rights Equity Shares to such Eligible Equity Shareholders. If such bank account from which Application Money was received is closed or non-operational, the sale proceeds will be transferred to IEPF in accordance with practice on Equity Shares and as per applicable law.

- b. After the Risk Factor - 64 on page 48 of the Letter of Offer, a new Risk Factor shall be inserted and read as follows:

**65. The R-WAP payment mechanism facility proposed to be used for this Issue may be exposed to risks, including risks associated with payment gateways.**

In accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at www.linkintime.co.in) has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On R-WAP, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see “*Procedure for Application through the R-WAP*” in this Addendum. Such payment gateways and mechanisms are faced with risks such as:

- keeping information technology systems aligned and up to date with the rapidly evolving technology in the payment services industries;
- scaling up technology infrastructure to meet requirements of growing volumes;
- applying risk management policy effectively to such payment mechanisms;
- keeping users’ data safe and free from security breaches; and
- effectively managing payment solutions logistics and technology infrastructure.

Further, R-WAP is a new facility which has been instituted due to challenges arising out of COVID-19 pandemic. We cannot assure you that R-WAP facility will not suffer from any unanticipated system failure or breakdown or delay, including failure on part of the payment gateway, and therefore, your Application may not be completed or rejected. These risks are indicative and any failure to manage them effectively can impair the efficacy and functioning of the payment mechanism for this Issue. Since Application process through R-WAP is different from the ASBA process, there can be no assurance that investors will not find difficulties in accessing and using the RWAP facility.

**8. Objects of the Issue**

The chapter titled “*Objects of the Issue*” beginning from page 80 of the Letter of Offer shall be modified and read as follows:

- a. The table under the heading “*Issue Proceeds*” on page 80 of the Letter of Offer shall be read as follows:

<b>Particulars</b>	<b>Estimated amount</b>
Gross Proceeds of the Issue	399.79
Less: Issue expenses in relation to the Issue	3.00
<b>Net Proceeds</b>	<b>396.79*</b>

*\*Pursuant to loan agreement dated March 24, 2020 entered into between our Company and Aura Securities Private Limited (“ASPL”) (“Loan Agreement”), ASPL provided unsecured loan aggregating to ₹ 50.00 crore to our Company. The said Loan Agreement provide for adjustment of said unsecured loan against Application Money payable by ASPL for the issue and allotment of Rights Equity Shares by our Company to ASPL towards its subscription (in part or full, as the case may be) in the Rights Issue. Accordingly, in terms of the Loan Agreement, ASPL has, vide its letter dated March 24, 2020, given its consent for adjustment of its aforementioned unsecured loan towards its subscription (in part or full, as the case may be) in the Rights Issue. Consequently no fresh Issue proceeds will be received by our Company to such an extent.*

- b. The table under the heading “Utilisation of Net Proceeds” on page 80 of the Letter of Offer shall be read as follows:

(in ₹ Crores)

Particulars	Amount
Prepayment and/ or repayment, in full or in part, of certain borrowings availed by our Company (including interest)	50.00
Investment in ALBL, our wholly owned subsidiary for repayment/pre-payment, in full or in part, of certain borrowings availed by ALBL(including interest)	250.00
General corporate purposes	96.79
<b>Net Proceeds</b>	<b>396.79</b>

- c. The table under the heading “Schedule of Implementation and Deployment of Net Proceeds” on page 80 of the Letter of Offer shall be read as follows:

(in ₹ Crores)

Particulars	Amount to be funded from the Net Proceeds	Funds already deployed till May 31, 2020 <sup>#</sup>	Estimated schedule of deployment of Net Proceeds in Fiscal 2021 <sup>^</sup>
Prepayment and/ or repayment, in full or in part, of certain borrowings availed by our Company (including interest)	50.00	0.00	50.00
Investment in ALBL, our wholly owned subsidiary for repayment/pre-payment, in full or in part, of certain borrowings availed by ALBL (including interest)	250.00	50.00	200.00
General corporate purposes	96.79	0.00	96.79
<b>Total</b>	<b>396.79</b>	<b>50.00</b>	<b>346.79</b>

<sup>#</sup> As certified by M/s. Sorab S. Engineer & Co, Chartered Accountants vide certificate dated June 22, 2020.

<sup>^</sup> any portion of the Net Proceeds not deployed for the stated Objects in Fiscal 2021 will be deployed by our Company in Fiscal 2022.

- d. The table under the heading “a. Prepayment and/ or repayment, in full or in part, of certain borrowings availed by our Company (including interest)” on page 83 of the Letter of Offer shall be read as follows:

The following table provides details of certain borrowings availed by our Company (including interest) which are outstanding as on May 31, 2020, out of which our Company may repay or prepay, in full or in part, any or all of the borrowings from the Net Proceeds up to an estimated amount of ₹ 50.00 Crores:

Name of the lender	Nature of borrowing	Amount sanctioned as on May 31, 2020 (in ₹ Crores)	Amount outstanding as on May 31, 2020 as per Bank (in ₹ Crores)	Interest rate (% per annum)	Purpose of availing loan	Repayment schedule	Prepayment penalty/ conditions*
Kotak Mahindra Bank Limited	Working capital demand loan/ Cash Credit	25.00	25.00	10.00%	Working capital	-	At the rate of 2% on outstanding loan amount
RBL Bank Limited	Working capital demand loan/ Cash Credit	55.00	55.47 <sup>^</sup>	9.05%	Working capital	-	No Prepayment charges
<b>Total</b>	-	<b>80.00</b>	<b>80.47</b>	-	-	-	-

As per the certificate issued by M/s. Sorab S. Engineer & Co, Chartered Accountants, dated June 22, 2020, the borrowings have been utilised for the purpose for which they were availed.

\*the Net Proceeds shall not be utilized towards prepayment charges, if any.

^the outstanding amount includes interest during the moratorium period.

- e. The table under the heading “b. Investment in ALBL, our wholly owned subsidiary for repayment/pre-payment, in full or in part, of certain borrowings availed by ALBL (including interest)” on page 85 of the Letter of Offer shall be read as follows:

The following table provides details of certain borrowings availed by ALBL (including interest) which are outstanding as on May 31, 2020, out of which ALBL may repay or prepay, in full or in part, any or all of the borrowings from the Net Proceeds up to an estimated amount of ₹ 250.00 Crores:

Name of the lender	Nature of borrowing	Amount sanctioned as on May 31, 2020 (in ₹ Crores)	Amount outstanding as on May 31, 2020 as per Bank (in ₹ Crores)	Interest rate (% per annum)	Purpose of availing loan	Fund already deployed till May 31, 2020 <sup>#</sup>	Prepayment penalty/ conditions*
State Bank of India	Cash Credit	230.00	215.98	8.75% - 9.35%	Working capital	50.00	At the rate of 2% of the pre-paid amount
Bank of Baroda	Cash Credit	125.00	125.00	9.20%	Working capital	-	0.5% p.a. Commitment charges on unutilized portion, in case average drawn is less than 60% of unutilized portion
ICICI Bank Limited	Working capital demand loan/ Cash Credit	70.00	68.43	8.95% - 9.10%	Working capital	-	Charges are decided at the time of pre-payment
Yes Bank Limited	Working capital demand loan	35.00	35.00	10.75% to 11.00%	Working capital	-	Commitment charges of 0.15% on unutilised limits at such intervals as lender may deem fit
<b>Total</b>		<b>460.00</b>	<b>444.41</b>			<b>50.00</b>	

As per the certificate issued by M/s. Sorab S. Engineer & Co, Chartered Accountants, dated June 22, 2020, the borrowings have been utilised for the purpose for which they were availed.

<sup>#</sup> as certified by M/s. Sorab S. Engineer & Co, Chartered Accountants vide certificate dated June 22, 2020

\*the Net Proceeds shall not be utilized towards prepayment charges, if any

- f. The amount of general corporate purpose as mentioned under the heading “c. General corporate purpose” on page 86 of the Letter of Offer shall be read as ₹ 96.79 crores:

- g. The table under the heading “Expenses of the Issue” on page 86 of the Letter of Offer shall be read as follows:

Activity	Estimates expenses (in ₹ Crores)	As a % of total estimated Issue related expenses	As a % of Issue size
Fees payable to the Lead Manager	0.25	8.34	0.06



Activity	Estimates expenses (in ₹ Crores)	As a % of total estimated Issue related expenses	As a % of Issue size
Fees payable to Registrar to the Issue	0.09	3.00	0.02
Fees payable to legal advisors and other intermediaries	0.51	17.02	0.13
Advertising and marketing expenses	0.06	2.00	0.02
Regulators including the SEBI and Stock Exchanges	0.76	25.29	0.19
Printing and distribution of issue stationery expenses	0.83	27.67	0.21
Other expenses (stamp duty)	0.40	13.34	0.10
Other expenses (miscellaneous expenses)	0.10	3.34	0.03
<b>Total estimated Issue expenses</b>	<b>3.00</b>	<b>100.00</b>	<b>0.75</b>

## 9. Basis of Issue Price

The chapter titled “Basis of Issue Price” beginning from page 89 of the Letter of Offer shall be modified and read as follows:

- a. The heading “B. Price Earnings (“P/E”) Ratio in relation to the issue price of ₹150 per Equity Share of ₹4 each” and the table thereunder shall be substituted and read as follows:

### B. Price Earnings (“P/E”) Ratio in relation to the issue price of ₹100 per Equity Share of ₹4 each:

Sr. No.	Particulars	P/E at Issue Price (number of times)
1.	Based on basic EPS as per our Restated Consolidated Financial Statements for the Fiscal 2019	55.31
2.	Based on diluted EPS as per our Restated Consolidated Financial Statements for the Fiscal 2019	56.59

- b. The table under the heading “D. Net Asset Value (“NAV”) per Equity Share of face value of ₹ 4 each” shall be substituted and read as follows:

NAV per Equity Share	Amount (in ₹)
Six months period ended September 30, 2019*	145.67
As on March 31, 2019*	170.41
After the Issue as on September 30, 2019	127.16

\* derived from the Restated Consolidated Financial Information

- c. The heading “G. The Issue Price is 37.5 times of the face value of the Equity Shares” and the paragraph thereunder shall be substituted and read as follows:

### “G. The Issue Price is 25 times of the face value of the Equity Shares

*The Issue Price of ₹ 100 has been determined by our Company in consultation with the Lead Manager and is justified based on the above accounting information.”*

## 10. Capitalisation Statement

The table under the chapter titled “Capitalisation Statement” on page 258 of the Letter of Offer shall be read as follows:

Particulars	Pre-Issue as at September 30, 2019	As adjusted for the proposed Issue
<i>(in ₹ Crores)</i>		
<b>Borrowings:</b>		
Current borrowing <sup>#</sup>	924.67	624.67
Non-current borrowings (including current maturities) <sup>#</sup> (A)	205.43	205.43

<b>Particulars</b>	<b>Pre-Issue as at September 30, 2019</b>	<b>As adjusted for the proposed Issue</b>
<b>Total borrowings (B)</b>	<b>1,130.10</b>	<b>830.10</b>
<b>Total equity</b>		
Equity share capital <sup>#</sup>	23.47	39.46
Other equity <sup>#</sup>	831.33	1,215.13
<b>Total capital (C)</b>	<b>854.80</b>	<b>1,254.59</b>
<b>Ratio:</b>	<b>0.24</b>	<b>0.16</b>
<b>Non-current borrowings (including current maturities)/ Total equity (A/C)</b>		
<b>Total borrowings/ Total equity (B/C)</b>	<b>1.32</b>	<b>0.66</b>

<sup>#</sup>These terms shall carry the meaning as per Schedule III to Companies Act, 2013 (as amended).

## 11. Material Development

The Eligible Equity Shareholders shall note the following material development taken place post filing of Letter of Offer:

### a. COVID-19 and its impact on our Company

The World Health Organization has declared the COVID-19 outbreak a health emergency of international concern. It categorised the COVID-19 virus outbreak as a pandemic on March 11, 2020. In order to contain the spread of COVID-19 virus, the Government of India declared a lockdown of the country effective March 25, 2020, that included severe travel and transport restriction, all shops selling non-essential goods to remain closed and even E-Commerce players being barred from supplying non-essential goods to customers. COVID-19 has impacted our business significantly. Starting from progressive drop in footfalls to mall closures to complete lockdown, our Company went through a period of reducing and then nil sales. As this impacted our channel partners also equally, our market collections also dropped significantly. With apparels classified as non-essential, sales were completely halted.

Since the progressive relaxation starting May 4, 2020 and implementation of Unlock 1.0 effective June 1, 2020, our Company has been progressively reopening its stores, following all safety precautions and abiding by all the regulatory provisions, in addition to servicing our customers through E-Commerce channel barring the containment zones. However, the lockdown of the country has caused disruption in relation to availability, supply and transportation of products in our stores, operation of our stores by staff amidst lockdown and transportation restriction, foot-fall of customers in our stores and maintenance of demand-supply balance.

The COVID-19 outbreak is ongoing and the actual extent of the outbreak and its impact on the economy globally in general and in India in particular, remains uncertain at this point in time. However, our Company has made initial assessment of likely adverse impact on economic environment in general, and financial risks on account of COVID-19. Our Company is taking specific actions to ensure safety of our employees and customers, conserve cash, minimize the immediate losses. Simultaneously our Company is taking longer term actions like resetting the cost base, revamping the channel strategy towards more ecommerce, making customer engagement more digital and realigning store and supply chain operations to the new reality. With the restricted movement of people in the country, the ability of customers to reach the Company's stores is impacted, in response of which the Company has launched alternate means and platforms for its customers to place orders and get those orders fulfilled (e.g., home delivery, kerbside pick-up), in addition to its online presence. If COVID 19 continues for extended period to time in future, reduced physical contact with customers and/or inadequacy of technological systems to support all normal operations under work from home situation may adversely impact our business operations, mitigated by home deliveries and enhanced Ecommerce presence.

## 12. Terms of the Issue

The chapter titled "Terms of the Issue" beginning from page 306 of the Letter of Offer and disclosure contained in the Abridged Letter of Offer shall stand modified and be read along with the following:

*Pursuant to the SEBI Circulars, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 (collectively referred as “SEBI Rights Issue Circulars”), there has been change in the procedure for making an Application in this Issue. Investors should carefully read the provisions contained as below, before submitting the Common Application Form (“CAF”). Investors are advised to make their independent investigations and to ensure that the CAF is correctly filled up.*

## **FACILITY FOR APPLICATION IN THE ISSUE**

Pursuant to provisions of Regulation 76 of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, all Applicants including Renounees desiring to make an Application in this Issue are mandatorily required to use either a) the ASBA process or b) the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. Further, **R-WAP is only an additional option and not a replacement of the ASBA process**. At the R-WAP, resident Investors can access and submit the online CAF in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

For details on the ASBA Process, see “*Procedure for Application in the Issue*” on page 311 of the Letter of Offer. For details on the R-WAP, see “*Procedure for Application through the R-WAP*” as set out hereunder.

## **REGISTRAR’S WEB-BASED APPLICATION PLATFORM (R-WAP):**

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)), has been instituted for making an Application in the Issue by resident Investors. Further, **R-WAP is only an additional option and not a replacement of the ASBA process**. At the R-WAP, resident Investors can access and submit the online CAF in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

**PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE “RISK FACTORS – THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS”.**

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions at [www.linkintime.co.in](http://www.linkintime.co.in) or call helpline numbers (+91-22-49186200, +91-22-49186173, +91-22-49186174). For details, see “*Procedure for Application through the R-WAP*”.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, our Company will make use of advertisements in television channels, radio, internet etc., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in the Issue.

## **Credit of Rights Entitlements in the demat accounts**

Pursuant to provisions of the SEBI ICDR Regulations and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective demat account under the ISIN - INE955V20013.

Consequent upon revision in the Rights Entitlement Ratio as mentioned hereinbefore, our Company shall, prior to the Issue Opening Date, credit the incremental Rights Entitlements of the Eligible Equity Shareholders as per the revised Rights Entitlement Ratio under the ISIN - INE955V20013, to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority;

or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.arvindfashions.com](http://www.arvindfashions.com)).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e., [www.linkintime.co.in](http://www.linkintime.co.in)). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and applying through R-WAP (an additional optional facility).

#### **Dispatch and availability of Issue Material**

In terms of the Letter of Offer, Our Company has completed the dispatch of the Abridged Letter of Offer, the Entitlement Letter and CAF on March 21, 2020.

Consequent upon revision in the Issue Size and Issue Price and in accordance with the SEBI Relaxation Letter, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 and the General Circular No. 21/2020 dated May 11, 2020 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circular**”), our Company will dispatch this Addendum to the Letter of Offer, the revised Entitlement Letter and revised CAF only through email to Eligible Equity Shareholders holding Equity Shares as on the Record Date, who have provided an address in India.

To update the respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit [www.linkintime.co.in](http://www.linkintime.co.in).

Investors can access the Letter of Offer, the Abridged Letter of Offer, this Addendum to Letter of Offer, the CAF and other issue related material (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of our Company at [www.arvindfashions.com](http://www.arvindfashions.com), the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in), the Lead Manager, i.e., Vivro Financial Services Private Limited at [www.vivro.net](http://www.vivro.net), the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in).

All notices to the Eligible Equity Shareholder(s) required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one Gujarati language daily newspaper with wide circulation (Gujarati being the regional language of Ahmedabad, where our Registered Office is situated) and/or, will be sent by electronic transmission to the addresses of the Eligible Equity Shareholders provided to our Company.

In accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, our Company will make use of advertisements in television channels, radio, internet etc., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in India.

The Letter of Offer, the Abridged Letter of Offer, this Addendum to Letter of Offer and the CAF shall also be submitted with the Stock Exchanges for making the same available on their websites.

### **Acceptance of the Issue**

Investors may accept the Issue and apply for the Rights Equity Shares by (i) submitting the CAF to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online CAF available on R-WAP and make online payment using the internet banking or UPI facility from their own bank account thereat. **Please note that Applications made with payment using third party bank accounts are liable to be rejected.**

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges. **Applications submitted to anyone other than the Designated Branch of the SCSB or using R-WAP are liable to be rejected.**

### **Additional Rights Equity Shares**

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, Such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process or using the R-WAP.

### **Mode of payment**

All payments against the CAF shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. The Registrar will not accept any payments against the CAF, if such payments are not made through ASBA facility or internet banking or UPI facility if applying through R-WAP.

#### *Mode of payment for Resident Investors*

All payments on the CAF shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. Applicants are requested to strictly adhere to these instructions.

#### *Mode of payment for Non-Resident Investors*

As regards the Application by non-resident Investors, the following conditions shall apply:

1. Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain CAFs on the websites of the Registrar, our Company and the Lead Manager.
2. CAF will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.
3. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

In case of Application through ASBA facility, mode of payment shall remain same as provided in the Letter

of Offer.

## **PROCEDURE FOR APPLICATION THROUGH THE R-WAP**

Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Our Company, the Registrar and the Lead Manager shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. R-WAP facility will be operational from the Issue Opening Date.

Set out below is the procedure followed using the R-WAP:

- (a) Resident Investors should visit R-WAP (accessible at [www.linkintime.co.in](http://www.linkintime.co.in)) and fill the online CAF available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, Folio number (only for resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date), PAN details and all other details sought for while submitting the online CAF.
- (b) Non-resident Investors are not eligible to apply in the Issue through R-WAP.
- (c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in the Issue by filling-up the online CAF which, among others, will require details of total number of Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.
- (d) The Investors who are Renounees should select the category of 'Renounee' at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renounees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for.
- (e) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online CAF, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.
- (f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. **Applications made using payment from third party bank accounts are liable for rejection.**
- (g) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.
- (i) **Application on plain paper cannot be submitted through R-WAP.**

## **Do's and Don'ts for Investors applying through R-WAP**

*Do's for Investors applying through R-WAP:*

- (a) Ensure that the details of the correct bank account have been provided while making payment along with submission of the Application.
- (b) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional

Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in the bank account through which payment is made using the R-WAP.

- (c) Ensure that you make the payment towards your application through your bank account only and not use any third party bank account for making the payment
- (d) Ensure that you receive a confirmation email on successful transfer of funds.
- (e) Ensure you have filled in correct details of PAN, folio number, DP ID and Client ID, as applicable, and all such other details as may be required.
- (f) Ensure that you receive an acknowledgement from the R-WAP for your submission of the Application.

*Don'ts for Investors applying through R-WAP:*

- (a) Do not apply from bank account of third parties.
- (b) Do not apply if you are a non-resident Investor.
- (c) Do not apply from non-resident account.

Applications under the R-WAP process are liable to be rejected on the following grounds:

- (a) Applications by non-resident Investors.
- (b) Payment from third party bank accounts.

#### **APPLICATION BY THE PHYSICAL SHAREHOLDERS**

**Please note that 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, all Physical Shareholders of the Company desirous of subscribing to the Issue are advised to furnish the details of their demat account to the Registrar at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.**

The Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The 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 July 15, 2020) to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit [www.linkintime.co.in](http://www.linkintime.co.in).

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares **may also apply** in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares set out hereinafter.

#### **Procedure for Application by the Physical Shareholders who submits the Demat details in timely manner**

The Physical Shareholders who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue–

- a. The Physical Shareholders shall send a letter to the Registrar containing the name(s), address, email Id, contact no. and the details of their demat account along with copy of self-certified PAN and self-certified client mater sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery so as to reach to the Registrar not later than two working days prior to the Issue Closing Date (i.e., on or before July 15, 2020). The Physical Shareholders holding Equity Shares in joint names must note that the details demat account furnished to the Registrar must have the names of joint holders in the same order in which the Equity Shares in physical form are held by them as on the Record Date. The Physical Shareholders are encouraged to send the details by email due to restrictions imposed due to current pandemic COVID-19;
- b. The Registrar shall, after verifying the details of demat accounts, transfer the Rights Entitlements of the Physical Shareholders in their demat accounts at least one day before the Issue Closing Date;
- c. The Physical Shareholders can download the CAF from the website of our Company at [www.arvindfashions.com](http://www.arvindfashions.com), the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in), the Lead Manager at [www.vivro.net](http://www.vivro.net), the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com); and the R-WAP at [www.linkintime.co.in](http://www.linkintime.co.in).
- d. The Physical Shareholders shall, on or before the Issue Closing Date, (i) 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 or (ii) fill the online CAF available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

**Procedure for Application by the Physical Shareholders the Demat details of whom are not received in timely manner**

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, **may also apply in this Issue** during the Issue Period by filling the online CAF available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat, on or before the Issue Closing Date. Such resident Eligible Equity Shareholders may be required to submit address, email address, contact details, copy of PAN, for verification of their Application. Further, such resident Eligible Equity Shareholder can:

- (a) apply for its Rights Equity Shares to the full extent of its Rights Entitlements;
- (b) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); and
- (c) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares.

**PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS AND THEIR INDIAN ADDRESS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**Credit and transfer of Rights Equity Shares in case of shareholders holding equity shares in physical form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner**

In case of Allotment to resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date, have paid the Application Money and have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, the following procedure shall be adhered to:



- (a) the Registrar shall send Allotment advice and credit the Rights Equity Shares to a demat suspense account to be opened by our Company;
- (b) within 6 (six) months from the Allotment Date, such Eligible Equity Shareholders shall be required to send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery;
- (c) Our Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders;
- (d) In case of non-receipt of details of demat account as per (b) above, our Company shall conduct a sale of such Rights Equity Shares lying in the demat suspense account on the floor of the Stock Exchanges at the prevailing market price and remit the proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) to the bank account mentioned by the resident Eligible Equity Shareholders in their respective CAFs and from which the payment for Application Money was made. In case such bank accounts cannot be identified due to any reason or bounce back from such account, our Company may use payment mechanisms such as cheques, demand drafts, etc. to such Eligible Equity Shareholders to remit such proceeds. Such Rights Equity Shares may be sold over such period of time as may be required, depending on liquidity and other market conditions on the floor of the Stock Exchanges after the expiry of the period mentioned under (b) above. Therefore, such proceeds (net of brokerage, applicable taxes and administrative and incidental charges) by way of sale of such Rights Equity Shares may be higher or lower than the Application Money paid by such Eligible Equity Shareholders;
- (e) Our Company shall send reminder notices seeking the requisite details of demat account prior to expiry of time period under (b) above, in due course, to such resident Eligible Equity Shareholders who have not provided the requisite details. After expiry of time period under (b) above, our Company or the Registrar shall not accept any requests by such Eligible Equity Shareholders for updation of details of demat account under any circumstances, including in case of failure to sell such Rights Equity Shares;
- (f) After the consummation of the sale of Rights Equity Shares on the floor of the Stock Exchanges, our Company shall send an intimation to the respective Eligible Equity Shareholders, giving details of such sale, including the sale price and break-up of net brokerage, taxes and administrative and incidental charges; and
- (g) If at the time of transfer of sale proceeds for default cases, the bank account from which Application Money was received is closed or non-operational, such sale proceeds will be transferred to IEPF in accordance with practice on Equity Shares and as per applicable law.
- (h) In case the details of demat account provided by the Eligible Equity Shareholders are not of his/ her own demat account, the Rights Equity Shares shall be subject to sale process specified under (d) above.

Notes:

1. Our Company will open a separate demat suspense account to credit the Rights Equity Shares in respect of such Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date and have not provided details of their demat accounts to our Company or the Registrar, at least two Working Days prior to the Issue Closing Date. Our Company, with the assistance of the Registrar, will initiate transfer of such Rights Equity Shares from the demat suspense account to the demat account of such Eligible Equity Shareholders, upon receipt of details of demat accounts from the Eligible Equity Shareholders.
2. The Eligible Equity Shareholders cannot trade in such Rights Equity Shares until the receipt of demat account details and transfer to such Eligible Equity Shareholders' respective account.
3. There will be no voting rights against such Rights Equity Shares kept in the demat suspense account. However, the respective Eligible Equity Shareholders will be eligible to receive dividends, if declared,

in respect of such Rights Equity Shares in proportion to amount paid-up on the Rights Equity Shares, as permitted under applicable laws.

4. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Rights Equity Shares or Rights Entitlements. The Eligible Equity Shareholders should obtain their own independent tax and legal advice and may not rely on our Company or any of their affiliates including any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates when evaluating the tax consequences in relation to the Rights Equity Shares (including but not limited to any applicable short-term capital gains tax, or any other applicable taxes or charges in case of any gains made by such Eligible Equity Shareholders from the sale of such Rights Equity Shares).
5. The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not be liable in any manner and not be responsible for acts, mistakes, errors, omissions and commissions, etc., in relation to any delay in furnishing details of demat account by such Eligible Equity Shareholders, any resultant loss to the Eligible Equity Shareholders due to sale of the Rights Equity Shares, if such details are not correct, demat account is frozen or not active or in case of non-availability of details of bank account of such Eligible Equity Shareholders, profit or loss to such Eligible Equity Shareholders due to aforesaid process, tax deductions or other costs charged by our Company, or on account of aforesaid process in any manner.

#### **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 or sending the email withdrawal request to (afl.rights@linkintime.co.in) in case of Application through R-WAP facility. **However, the Application, whether applying through ASBA Process or R-WAP facility, cannot be withdrawn after the Issue Closing Date.**

#### **Payment of Refund**

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the modes specified on page 322 of the Letter of Offer.

In case of Application through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Investors should ensure that such bank accounts remain valid and active.

#### **Multiple Applications**

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form and such Applications shall not be treated as multiple applications.

### **13. In-principle approval from BSE**

The reference of in-principle approval from BSE, wherever mentioned in the Letter of Offer and the Abridged Letter of Offer shall be read as follows:

In-principle listing approval letter dated January 16, 2020 and letter dated June 23, 2020 issued by BSE.

### **14. Material Contracts and Documents for Inspection**

In accordance with SEBI Circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 06, 2020, the copies of the documents mentioned under the chapter titled "*Material Contracts and Documents for Inspection*" and also the following documents would be available for inspection on the website of the Company at [www.arvindfashions.com](http://www.arvindfashions.com) from the date of this Addendum to the Letter of Offer till the Issue Closing Date:

- a. SEBI Letter bearing reference number SEBI/ HO/ CFD/ DILII/ ADM/ RP/ OW/ 2020/ 10767 dated June 5, 2020;
- b. Second Addendum to Issuer Agreement dated June 22, 2020 between our Company and the Lead Manager;
- c. Addendum to Registrar Agreement dated June 22, 2020 between our Company and the Registrar to the Issue;
- d. Addendum to Banker to the Issue Agreement dated June 22, 2020 among our Company, the Lead Manager, the Registrar to the Issue and the Bankers to the Issue;
- e. Addendum to Monitoring Agency Agreement dated June 22, 2020 between our Company and the Monitoring Agency;
- f. Copy of Board Resolution dated June 21, 2020 approving the revised Issue Size,
- g. Copy of Board Resolution dated June 21, 2020 approving the revised Issue Price and the Rights Entitlement Ratio;
- h. Loan Agreement dated March 24, 2020 between our Company and ASPL;
- i. Certificate from M/s. Sorab S. Engineer & Co, Chartered Accountants, dated June 22, 2020 certifying the funds deployed till May 31, 2020;
- j. In-principle approval letter issued by BSE dated June 23, 2020.

The Letter of Offer, Abridged Letter of Offer and all other Issue related materials shall be read in conjunction with this Notice and Addendum to the Letter of Offer. Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	Company Secretary and Compliance Officer
 <p><b>Vivro Financial Services Private Limited</b>  Vivro House, 11 Shashi Colony,  Opp Suvidha Shopping Center,  Paldi, Ahmedabad – 380 007,  Gujarat, India  <b>Telephone:</b> +91-79-4040 4242  <b>E-mail:</b> afl@vivro.net  <b>Investor grievance E-mail:</b>  investors@vivro.net  <b>Website:</b> www.vivro.net  <b>Contact Person:</b> Mili Khamar / Bhargav Parekh  <b>SEBI Registration No.:</b> INM000010122</p>	 <p><b>Link Intime India Private Limited</b>  C-101, 1st Floor, 247 Park,  Lal Bahadur Shastri Marg, Vikhroli  (West), Mumbai – 400 083,  Maharashtra, India.  <b>Telephone:</b> +91-22-49186200  <b>E-mail:</b> afl.rights@linkintime.co.in  <b>Investor grievance E-mail:</b>  afl.rights@linkintime.co.in  <b>Website:</b> www.linkintime.co.in  <b>Contact Person:</b> Sumeet Deshpande  <b>SEBI Registration No.:</b>  INR000004058</p>	<p><b>Arvind Fashions Limited</b>  <b>B S Vijay Kumar</b>  8th Floor, Du Parc Trinity,  17, M G Road,  Bengaluru – 560 001  Karnataka, India  <b>Telephone:</b> +91-80-4048 8821  <b>E-mail:</b>  investor.relations@arvindbrands.co.in;  <b>Website:</b> www.arvindfashions.com</p> <p>Investors may contact the Registrar to Issue / Compliance Officer in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

For and on behalf of the Board of Directors of  
**Arvind Fashions Limited**

Sd/-

**Suresh Jayaraman**  
**Managing Director and CEO**  
**DIN: 03033110**

Place: Bengaluru

Date: June 23, 2020

**Disclaimer:** Arvind Fashions Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer dated March 18, 2020 with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer is available on the website of SEBI at [www.sebi.com](http://www.sebi.com), the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), Registrar's web-based application platform at [www.linkintime.co.in](http://www.linkintime.co.in) and website of the Lead Manager at [www.vivro.net](http://www.vivro.net). Investors should note that investment in securities involves a high degree of risk and are requested to refer to the Letter of Offer, including the section "Risk Factors" beginning on page 22 of the Letter of Offer in making investment decisions.

*This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Equity Shares for sale in any jurisdiction, including the United States, and any Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Equity Shares in the United States.*

**Disclaimer Clause of SEBI:** *SEBI only gives its observations on the Draft Letter of Offer and this does not constitute approval of either the Issue or the Draft Letter of Offer. Investors are advised to refer to the Letter of Offer for the full text of the “Disclaimer Clause of SEBI” on page 297 of the Letter of Offer.*

**Disclaimer Clause of BSE (the Designated Stock Exchange):** *It is to be distinctly understood that the permission given by BSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the Letter of Offer for the full text of the “Disclaimer Clause of BSE” on page 297 of the Letter of Offer.*

**Disclaimer Clause of NSE:** *It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the Letter of Offer for the full text of the “Disclaimer Clause of NSE” on page 298 of the Letter of Offer.*