Arvind Fashions Limited
(Formerly known as Arvind J&M Limited)
CIN: U52399GJ2016PLC085595
Registered Office: Arvind Limited Premises, Naroda Road, Ahmedabad-380025, Gujarat, India.

NOTICE

NOTICE is hereby given that the Second Annual General Meeting of the Members of Arvind Fashions Limited (Formerly known as Arvind J&M Limited) will be held on Friday, 04th August, 2017 at 03.30 p.m at the Registered Office of the Company at Arvind Limited Premises, Naroda Road, Ahmedabad – 380 025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial Statements of the Company for the financial year ended as on 31st March, 2017 and the Reports of the Directors and the Auditors thereon.

2. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Sorab, S. Engineer & Co, Chartered Accountants (Firm Registration No. 110417W), be appointed as statutory auditors of the Company to hold office from the conclusion of this 2nd Annual General Meeting until the conclusion of the 7th Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

3. To regularize appointment of Mr. Jayesh Kantilal Shah (DIN:00008349) as a Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Jayesh Kantilal Shah (DIN:00008349), who was appointed as an Additional Director by the Board of Directors of the Company with effect from September 24, 2016 and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Jayesh Kantilal Shah (DIN:00008349) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

4. To regularize appointment of Mr. Sanjaybhai Shrenikbhai Lalbhai (DIN: 00008329) as a Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sanjaybhai Shrenikbhai Lalbhai (DIN: 00008329), who was appointed as an Additional Director by the Board of Directors of the Company with effect from February 7, 2017 and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the

Companies Act, 2013 signifying its intention to propose Mr. Sanjaybhai Shrenikbhai Lalbhai (DIN: 00008329) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

5. **To regularize appointment of Mr. Kulin Sanjay Lalbhai (DIN: 05206878) as a Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kulin Sanjay Lalbhai (DIN: 05206878), who was appointed as an Additional Director by the Board of Directors of the Company with effect from February 7, 2017 and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Kulin Sanjay Lalbhai (DIN: 05206878) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

6. **To Appoint Mr. Nilesh Dhirajlal Shah (DIN 01711720) as an Independent Director of the Company.**

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

   "**RESOLVED THAT** that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Nilesh Dhirajlal Shah (DIN 01711720) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from February 7, 2017 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Nilesh Dhirajlal Shah (DIN 01711720) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from February 7, 2017 to February 6, 2022 and the term shall not be subject to retirement by rotation."

7. **To Appoint Mr. Kamal Singal (DIN 02524196) as an Independent Director of the Company.**

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

   "**RESOLVED THAT** that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Kamal Singal (DIN 02524196) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective March 29, 2017 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Kamal Singal (DIN 02524196) as a candidate for the office of Director of the Company, be and is hereby appointed as an

Independent Director of the Company with effect from March 29, 2017 to March 28, 2022 and the term shall not be subject to retirement by rotation."

By order of the Board
For Arvind Fashions Limited
(Formerly known as Arvind J&M Limited)

Sd/-
Jayesh Kantilal Shah
Director (DIN: 00008349)
Place: Ahmedabad
Date: 01/08/2017

NOTES:

a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Proxies, in order to be valid and effective, should be duly stamped and completed, signed and deposited at the registered office of the Company at least 48 hours before the commencement of the meeting.

b) All relevant documents referred to in the accompanying Notice and the Statement including Register of Directors and their shareholding, shall remain open for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the meeting.

c) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

d) The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item Nos. 3 to 7 above is annexed hereto.

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3 to 5

Mr. Jayesh Kantilal Shah (DIN:00008349) was appointed as an Additional Director w.e.f. 24th September 2016, Mr. Sanjaybhai Shrenikbhai Lalbhai (DIN: 00008329) and Mr. Kulin Sanjay Lalbhai (DIN: 05206878) was appointed as an Additional Directors w.e.f. 07th February, 2017, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Jayesh Kantilal Shah (DIN: 00008349), Mr. Sanjaybhai Shrenikbhai Lalbhai (DIN: 00008329) and Mr. Kulin Sanjay Lalbhai (DIN: 05206878) candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Jayesh Kantilal Shah (DIN: 00008349), Mr. Sanjaybhai Shrenikbhai Lalbhai (DIN: 00008329) and Mr. Kulin Sanjay Lalbhai (DIN: 05206878) on the Board is desirable and would be beneficial to the company and hence recommend resolution No.3 to 5 for approval of the Members.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Jayesh Kantilal Shah, Mr. Sanjaybhai Shrenikbhai Lalbhai and Mr. Kulin Sanjay Lalbhai is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 3 to 5 to be passed as an ordinary resolution.

Item. 6 to 7

The Board of Directors vide its resolutions dated February 07, 2017 appointed Mr. Nilesh Dhirajlal Shah and on March 29, 2017 appointed Mr. Kamal Singal respectively as Additional Directors of the Company in the capacity of Independent Directors with effect from February 07, 2017 and March 29, 2017 respectively pursuant to Section 161 of the Companies Act and Articles of Association of the Company. In terms of section 160 of the Companies Act, 2013, the Company has received notices in writing from a member along with a deposit of Rs. 1 Lakh each proposing the candidature of Mr. Nilesh Dhirajlal Shah and Mr. Kamal Singal for appointment as Independent Directors as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Mr. Nilesh Dhirajlal Shah and Mr. Kamal Singal have given declarations to the Board of Directors of the Company that they met the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, each of these Directors fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013. Detailed profile of Mr. Nilesh Dhirajlal Shah and Mr. Kamal Singal is available for inspection without any fee by the members at the Company’s registered office during office hours 10.00 a.m. to 05.00 p.m. up to and inclusive of the date of the Annual General Meeting.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members along with a deposit of Rs. 1 Lakh each proposing the candidature of Mr. Nilesh Dhirajlal Shah and Mr. Kamal Singal to be re-appointed as Independent Directors as per the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and relatives thereof other than Mr. Nilesh Shah and Mr. Kamal Singal, is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 6 to 7 to be passed as an ordinary resolution.

By order of the Board
For Arvind Fashions Limited
(Formerly known as Arvind J&M Limited)

Sd/-
Jayesh Kantilal Shah
Director (DIN: 00008349)

Place: Ahmedabad
Date: 01/08/2017

Arvind Fashions Limited
(Formerly known as Arvind J&M Limited)
CIN: U52399GJ2016PLC085595
Registered Office: Arvind Limited Premises, Naroda Road, Ahmedabad-380025, Gujarat, India.

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING VENUE.

LEDGER FOLIO NO. -

NUMBER OF SHARES HELD -

NAME OF THE MEMBER /PROXY (IN BLOCK LETTERS) –

ADDRESS OF THE MEMBER /PROXY (IN BLOCK LETTERS) -

I certify that I am a Member/Proxy/Representative for the member, of the Company.

I hereby record my presence at the 2nd ANNUAL GENERAL MEETING of the Company held on 04th August 2017 at 03.30 PM at Arvind Limited Premises, Naroda Road, Ahmedabad-380025, Gujarat, India.

…………………………………………………………………
Signature of the Member/Proxy/Representative*

* Strike out whichever is not applicable

Arvind Fashions Limited
(Formerly known as Arvind J&M Limited)
CIN: U52399GJ2016PLC085595
Registered Office: Arvind Limited Premises, Naroda Road, Ahmedabad-380025, Gujarat, India.

FORM NO. MGT – 11
PROXY FORM

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

Name of the Company : Arvind Fashions Limited (Formerly known as Arvind J&M Limited)
CIN : U52399GJ2016PLC085595

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

Name of the Member:
Registered Address :
E-mail ID :
Ledger Folio No :

I, being the member of ………………………..shares of the above named Company, hereby appoint

Name :

E-mail ID :

Address :

Signature:

as my proxy to attend and vote (on a poll) for me and on my behalf at the 2nd Annual General Meeting of the Company, to be held on Friday, the 04th August 2017 at 03.30 p.m and at any adjournment thereof in respect of such resolutions as indicated below

Resolution 1: Adoption of Audited Financial Statements for the financial year ending March 31, 2017
Resolution 2: To appoint Auditors and fix their remuneration.
Resolution 3: To regularize appointment of Mr. Jayesh Kantilal Shah (DIN: 00008349)
Resolution 4: To regularize appointment of Mr. Sanjaybhai Shrenikbhai Lalbhai (DIN: 00008329)
Resolution 5: To regularize appointment of Mr. Kulin Sanjay Lalbhai (DIN: 05206878)
Resolution 6: To Appoint of Mr. Nilesh Dhirajlal Shah (DIN 01711720) as an Independent Director of the Company.
Resolution 7: To Appoint of Mr. Kamal Singal (DIN 02524196) as an Independent Director of the Company.

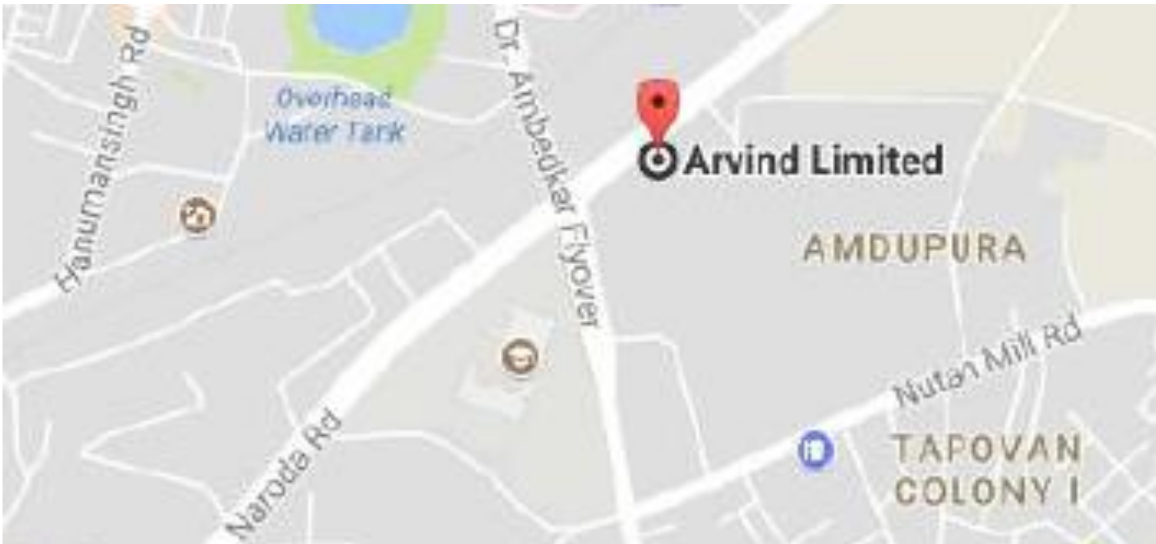
Signed this on ………………… 2017

Signature
(Shareholder)

Signature
(Proxy Holder)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map for the venue of the meeting, Arvind Limited Premises, Naroda Road, Ahmedabad - 380025



DIRECTORS' REPORT

To
The Members,
Arvind Fashions Limited.

Your Directors are pleased to present the Directors Report of the Company together with the audited accounts for the financial year ended 31st March 2017. The summarized financial results for the year ended 31st March 2017 are as under.

1. Financial Highlights

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

Amount in ₹

Particulars	Standalone		Consolidated	
	2016-2017	2015-2016	2016-2017	2015-2016
Revenue from operations (Net)	2,92,68,71,591	-	33,43,11,17,834	-
Profit/(Loss) Before Interest, Depreciation, Tax & Exceptional Items	3,12,80,504	(11,517)	1,67,76,58,596	(11,517)
Less: Finance Cost	4,76,20,067	132	1,01,90,69,289	132
Profit/(Loss) Before Depreciation, Tax & Exceptional Items	(1,63,39,563)	(11,649)	65,85,89,307	(11,649)
Less: Depreciation/Amortization	3,97,49,061	-	1,11,18,30,729	-
Profit/(Loss) before exceptional items & tax	(5,60,88,624)	(11,649)	(45,32,41,422)	(11,649)
Less: Exceptional items	-	-	-	-
Profit/(Loss) before tax	(5,60,88,624)	(11,649)	(45,32,41,422)	(11,649)
Less: Deferred tax	(2,06,93,915)	-	(30,48,64,535)	-
Profit/(Loss) after Tax	(3,53,94,709)	(11,649)	(14,83,76,886)	(11,649)
Total other comprehensive income / (Exp.) for the period, net of tax	(8,91,898)	4,932	(49,67,572)	4,932
Profit /(Loss) after tax carried over to Balance Sheet	(3,62,86,607)	(6,717)	(15,33,44,459)	(6,717)
Proposed Dividend	-	-	-	-
Transfer to General Reserve	-	-	-	-

2. Review of Business Operations

During the year under review the Company had acquired wholesale business of three licensed brands i.e. Arrow, Izod and Flying Machine on slump sale basis from Arvind Lifestyle Brands Ltd and it further made investments in Arvind Beauty Brands Retail Pvt Ltd, Arvind Lifestyle Brands Ltd, Tommy Hilfiger Arvind Fashion Pvt Ltd and Calvin Klein Arvind Fashion Pvt Ltd.

Your Company has posted Revenue from operations (net) for the current year standalone is at Rs. 2,92,68,71,591/-, consolidated at Rs. 33,43,11,17,834/- and the Profit before interest, depreciation, tax and exceptional items for the current year standalone is at Rs.3,12,80,504/-, consolidated at Rs. 1,67,76,58,596/-.

3. Auditors

M/s. Sorab, S. Engineer & Co, Chartered Accountants retire at the forthcoming Annual General Meeting and are eligible for reappointment. In accordance with the provisions of the Companies Act 2013, it is proposed to re-appoint them as Auditors for a period of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of the 07th Annual General Meeting and subject to the ratification of shareholders in every Annual General Meeting.

4. Secretarial Audit

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of M/s. Ankita Patel & Associates, Company Secretary in Practice, Ahmadabad to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2017. The Secretarial Audit Report (in Form MR-3) is enclosed as an **Annexure-3** to this Report.

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the detail of compliances under Companies Act, 2013 are enumerated below:

5. Extract of Annual Return

An extract of Annual Return in Form MGT-9 as on March 31, 2017 is enclosed as an **Annexure-1** to this Report.

6. Board Meetings held during the year

The Company had eighteen Board meetings during the financial year under review which were held on 02/05/2016, 25/07/2016, 24/09/2016, 28/09/2016, 29,09/2016, 12/10/2016, 14/10/2016, 15/10/2016, 17/10/2016, 18/10/2016, 20/10/2016, 27/10/2016, 17/11/2016, 21/11/2016, 12/12/2016, 07/02/2017, 08/02/2017 and 22/02/2017. The maximum interval between any two meetings did not exceed 120 days.

7. Declaration of Independent Directors

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to continue as the Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

8. Nomination & Remuneration Policy of the Company

The Companies policy on Nomination and remuneration of the Directors and Key Managerial Personnel including criteria for determining qualifications, positive attributes, independence of a Director and other related matters is enclosed as an **Annexure-2** to this Report.

9. Directors' Responsibility Statement

The Directors hereby make the following Responsibility Statement as required by Section 134(3)(c) of the Companies Act, 2013:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss account of the company for that period.

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d) The Directors have prepared the annual accounts on a going concern basis.

e) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

10. Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Auditors and the Practicing Company Secretary In their Reports

There was no qualifications, reservations or adverse remarks made either by the Auditors or by the Practicing Company Secretary in their respective reports.

11. Particulars of Loans, guarantees or investments under Section 186 of the Companies Act, 2013

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in Note Number 7(a) of the Notes to the financial statements.

12. Related Party Transactions under Section 188 of the Companies Act, 2013

All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company. The details of related party transactions are disclosed in Note No. 31 of the Notes to the financial statements.

13. Dividend

In the absence of profit, your directors are unable to declare any dividend for the year ended 31st March 2017

14. Material changes and commitments affecting the financial position of the Company which have occurred between March 31, 2017 and 11th May, 2017 (date of the Report)

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (March 31, 2017) and the date of the Report (May 11, 2017).

15. Information Conservation of Energy, Absorption of technology and Foreign Exchange Earnings and Outgo.

i) Conservation of Energy

The energy consumption is insignificant, so there is no need to take steps for the conservation of energy

ii) Absorption of technology

The Company has not absorbed any technology.

iii) Foreign Exchange Earnings and Outgo

Amount in ₹

	2016 – 17	2015 – 16
Earning in Foreign Currency	9,24,51,210	-
Expenditure in Foreign Currency	38,39,828	-

16. Statement concerning development and implementation of Risk Management policy of the company

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

17. Corporate Social Responsibility (CSR)

The Companies average net profits during the preceding three financial years are nil, hence there was no required to spend any amount during the financial year.

18. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 the Board of Directors ("Board") has carried out an annual evaluation of its own performance, and that of its Committees and individual Directors.

The performance of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

19. Change In the nature of the Business

During the year under review the company had changed its nature of business from Retailer to Wholesale of branded Apparel and Accessories Business.

20. Directors

During the year under review, Mr. Jayesh Shah (DIN: 00008349), was appointed as an Additional Director of the Company w.e.f. 24th September 2016, Mr. Kulin Lalbhai(DIN: 05206878) and Mr. Sanjay Lalbhai(DIN: 00008329), were appointed as an Additional Directors of the Company w.e.f. from 07th February 2017, they holds office until the ensuing Annual General Meeting of the Company and Ms. Renuka Ramanath(DIN: 00147182) and Ms. Nithya Eswaran(DIN: 03605392) were appointed as Nominee Director of the Company w.e.f. from 07th February 2017.

During the year under review, Mr. Nilesh Shah (DIN: 01711720) and Mr. Kamal Singal (DIN: 02524196), were appointed as an Additional Director (Independent capacity) of the Company w.e.f. from 07th February 2017 and 29th March 2017 and they holds office until the ensuing annual general meeting and both have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

During the year under review, Mr. Puneet Jain (DIN:07297721) and Mr. Kamalbhai Rameshbhai Sheth(DIN:00010088) had resigned as the Director of the Company w.e.f. 12th October 2016, and Mr. Jagdish Gajanand Dalal(DIN: 00009785) and Mr. Soundararajan Kannan(DIN: 02528982) had resigned as the Director of the Company w.e.f. 08th February 2017 and Mr. Suresh Jayaraman (DIN:03033110) had resigned as the Director of the Company w.e.f. 01st March 2017.

Pursuant to the provisions of Section 203 of the Act, the appointments of Mr. Soundararajan Kannan, Chief Financial Officer and Mr. Vijay Kumar B S, Company Secretary as Key Managerial Personnel of the Company were formalized with effect from 22nd February, 2017.

21. Names of Companies which have ceased / become Subsidiaries /Joint Ventures / Associates

Following are the Companies which had become Subsidiaries of the Company during the year under review

1. Arvind Lifestyle Brands Limited
2. Arvind Beauty Brands Retail Private Limited

Following are the Companies which had become Joint Venture of the Company during the year under review

1. Calvin Klein Arvind Fashion Private Limited
2. Tommy Hilfiger Arvind Fashion Private Limited

22. Deposits

During the year under review, your Company has neither accepted nor renewed any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

23. Significant and Material Orders Passed by the Regulators or Courts or Tribunals impacting the Going Concern status of the Company

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company

24. Internal financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, the Company embarked on audit/testing of such controls with the team of internal auditors and will continue to focus on strengthening the internal control systems.

25. Disclosure of composition of Audit Committee

The Audit Committee consists of the following members
i) Mr. Jayesh K Shah
ii) Ms. Nithya Eswaran
iii) Mr. Nilesh Shah

26. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

The Provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

27. Share Capital

During the year under review, the Company has increased its Authorized Capital from Rs. 10,00,000/- to Rs. 25,00,00,000/- and the paid up capital of the Company was increased from Rs. 1,00,000/- to Rs. 21,74,16,400/-.

A. Issue of Equity Shares with differential rights – No such issue and accordingly no compliance
B. Issue of Sweat Equity Shares - No such issue and accordingly no compliance
C. Employees Stock option Scheme

Disclosures required pursuant to Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014:

(a)	Options granted	33,94,114
(b)	Exercise price	54, 91 and 97
(c)	Options vested	0
(d)	Options exercised	0
(e)	The total number of Equity Shares arising as a result of exercise of option	0
(f)	Options lapsed	0
(g)	Variation of terms of options	15,73,836 options granted in lieu of options of Arvind Brands & Retail Limited held by the employees due to corporate action (18,20,278 options are issued as fresh options).
(h)	Money realized by exercise of options during the year	0
(i)	Total number of options in force	33,94,114
(j)	Employee wise details of options granted to;- (i) Key Managerial personnel during the year (ii) any other employee who received a grant in any one year of option amounting to 5% or more of options granted during that year; (iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of Grant	Mr. Kannan S(CFO)-1,20,000 options Mr. J Suresh - 12,42,750 options Mr. Jayesh Shah - 4,87,500 options Mr. J Suresh - 12,42,750 options

D. Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees – Not applicable

28. Vigil Mechanism

The Company has adopted a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

29. Acknowledgement

The Directors wish to express their appreciation for the continued support of bankers, financial institutions, customers, and various Government agencies. The Directors also wish to thank all the employees for their contribution, support and continued co-operation throughout the year.

For and on behalf of the Board

Sd/-	Sd/-
Jayesh K. Shah	Kulin S. Lalbhai
Director (DIN: 00008349)	Director (DIN: 05206878)

Place: Ahmedabad
Date: 11/05/2017

ANNEXURE – 1
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014)

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U52399GJ2016PLC085595
2.	Registration Date	05th January 2016
3.	Name of the Company	Arvind Fashions Limited(Formerly Known as Arvind J&M Limited)
4.	Category/Sub-category of the Company	Company Limited by shares/ Indian- non Government Company
5.	Address of the Registered office & contact details	Arvind Limited Premises, Naroda Road, Ahmedabad - 380025, Gujarat. Vijaykumar.bs@arvindbrands.com , Ph. 09620655183
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NSDL Database Management Limited 4th Floor, Trade World A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Tel : 022 4914 2591, Email : nileshb@nsdl.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of textiles, clothing and footwear	4641	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name & Address of The Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	Arvind Limited	L17119GJ1931PLC000093	Holding Company	89.69%	Section 2(46)
2	Arvind Lifestyle Brands Limited	U64201GJ1995PLC024598	Subsidiary Company	100%	Section 2(87)
3	Arvind Beauty Brands Retail Private Limited	U52100GJ2015PTC082996	Subsidiary Company	100%	Section 2(87)
4	Calvin Klein Arvind Fashion Private Limited	U52190GJ2011PTC084513	Associate (Joint Venture)	49%	Section 2(6)
5	Tommy Hilfiger Arvind Fashion Private Limited	U18101GJ2003PTC046421	Associate (Joint Venture)	50%	Section 2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Shareholding

Categories of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
1. Indian									
a. Individual/ HUF	-	-	-	-	-	-	-	-	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Body Corp.	-	9940	9940	99.4%	97499700	-	97499700	89.69%	-10.31%
e. Bank/FI	-	-	-	-	-	-	-	-	-
f. Any Other (Specify)									
f(a) Nominees of Body corporate	-	60	60	0.6%	-	300	300	-	-
Sub Total A1	**-**	**10000**	**10000**	**100%**	**97499700**	**300**	**97500000**	**89.69%**	**-10.31%**
2. Foreign									
b. Individual/ HUF	-	-	-	-	-	-	-	-	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Body Corp.	-	-	-	-	-	-	-	-	-
e. Bank/FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub Total A2	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters (A) = A1+A2	**-**	**10000**	**10000**	**100%**	**97499700**	**300**	**97500000**	**89.69%**	**-10.31%**
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Banks/ FIs	-	-	-	-	-	-	-	-	-
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt(s).	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-

f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIIs	-	-	-	-	-	-	-	-	-
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others (specify)	-	-	-	-	-	-	-	-	-
i(a) Private Equity Fund	-	-	-	-	11208200	-	11208200	10.31%	+10.31%
Sub-total (B)(1):-	**-**	**-**	**-**	**-**	**11208200**	**-**	**11208200**	**10.31%**	**+10.31%**
2. Non-Institutions									
a. Bodies Corporates									
i. Indian	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individuals									
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	**-**	**-**	**-**	**-**	**11208200**	**-**	**11208200**	**10.31%**	**+10.31%**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	**10000**	**10000**	**100%**	**108707900**	**300**	**108708200**	100%	-

B. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1	Aura Securities Private Limited (Along with 6 Nominees)	10000	100%	0	0	0%	0	-100%
2	Arvind Limited (Along with 6 Nominees)	0	0%	0	97500000	89.69%	0	+89.69%
	Total	10000	100%	0	97500000	89.69%	0	-10.31%

C. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year / Changes during the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	%of total shares of the Company
1	**Aura Securities Private Limited (Along with 6 Nominees)**				
	At the beginning of the year	10000	100%	-	-
	Sale on 15.07.2016	-10000	100%	-10000	-100%
	At the end of the year	-	-	-	-
2	**Amazon Textiles Private Limited (Along with 6 Nominees)**				
	At the beginning of the year	-	-	-	-
	Purchase on 15.07.2016	10000	100%	10000	100%
	Split of shares of Rs. 10 each into Rs. 2 each on 26.09.2016	50000	100%	50000	100%
	Sale on 29.09.2016	50000	100%	-50000	-100%
	At the end of the year	-	-	-	-
3	**Arvind Limited (Along with 6 Nominees)**				
	At the beginning of the year	-	-	-	-
	Purchase on 29.09.2016	50000	100%	50000	100%
	Fresh Allotment on 14.10.2016	95000000	-	95050000	100%
	Fresh Allotment on 20.10.2016	500000	-	95550000	100%
	Fresh Allotment on 27.10.2016	1950000	-	97500000	100%
	At the end of the year	-	-	97500000	89.69%

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

	Particulars	Shareholding at the beginning of the year/ Changes during the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	%of total shares of the Company
1	**Multiples Private Equity Fund II LLP**				
	At the beginning of the year	-	-	-	-
	Fresh Allotment on 17.11.2016	742655	-	742655	0.68%
	Fresh Allotment on 21.10.2016	41656	-	784311	
	At the end of the year	-	-	784311	0.72%

2	**Plenty CI Fund I Limited**				
	At the beginning of the year	-	-	-	-
	Fresh Allotment on 14.10.2016	3038284	-	3038284	2.79%
	At the end of the year	-	-	3038284	2.79%
3	**Plenty Private Equity Fund I Limited**				
	At the beginning of the year	-	-	-	-
	Fresh Allotment on 14.10.2016	7385605	-	7385605	6.79%
	At the end of the year	-	-	7385605	6.79%

E. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors & KMP	No. of Shares	% of total shares of the Company	No. of Shares	%of total shares of the Company
1	At the beginning of the year	NIL	NIL	NIL	NIL
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity	NIL	NIL	NIL	NIL
3	At the end of the Year	NIL	NIL	NIL	NIL

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Addition	1,27,24,816	6,40,23,48,862		6,42,44,73,678
Reduction	-	6,18,96,43,640	-	6,18,96,43,640
Net Change	1,27,24,816	21,27,05,222	-	23,48,30,038
Indebtedness at the end of the financial year				
i) Principal Amount	1,27,24,816	21,27,05,222	-	23,48,30,038
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	1,23,19,897	-	1,23,19,897
Total (i+ii+iii)	1,27,24,816	22,50,25,119	-	24,71,49,935

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		NA	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL NIL NIL	NIL NIL NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify	NIL NIL	NIL NIL
5.	Others Please Specify	NIL	NIL
6.	Total	NIL	NIL
7.	Ceiling as per Act	NA	NA

B. Remuneration to Other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
1	Independent Directors	Mr. Nilesh Dhirajlal Shah		Mr. Kamal Singal			
	(a) Fee for attending board / committee meetings (b)Commission (c)Others, please specify	NIL NIL NIL		NIL NIL NIL			NIL NIL NIL
2	Total (1)	NIL		NIL			NIL
3	Non-Executive Directors	Mr.Jayesh Kantilal Shah	Mr.Sanjaybhai Shrenikbhai Lalbhai	Ms.Renuka Ramnath	Ms.Nithya Easwaran	Mr. Kulin Sanjay Lalbhai	
	(a) Fee for attending board / committee meetings (b)Commission (c)Others, please specify	20,000 NIL NIL	10,000 NIL NIL	10,000 NIL NIL	20,000 NIL NIL	10,000 NIL NIL	70,000 NIL NIL
4	Total (2)	20,000	10,000	10,000	20,000	10,000	70,000
5	Total (A) = (1+2)	20,000	10,000	10,000	20,000	10,000	70,000
6	Total Managerial remuneration	NIL	NIL	NIL	NIL	NIL	NIL
7	Overall ceiling as per the Act	NA	NA	NA	NA	NA	NA

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Vijay Kumar B S Company Secretary (Served Part of the Year)	Mr. Kannan S CFO (Served Part of the Year)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section of the 17(3) Income-tax Act, 1961	 1,01,812 0 0	 22,10,007 39,600 0	 23,11,819 39,600 0
2.	Stock Option	NIL	1,20,000 options granted	1,20,000 options granted
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify	 NIL NIL	 NIL NIL	 NIL NIL
5.	Total	1,01,812	22,49,607	23,51,419

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	NA	NA	No penalty	NA	NA
Punishment	NA	NA	No punishment	NA	NA
Compounding	NA	NA	No compounding	NA	NA
B. DIRECTORS					
Penalty	NA	NA	No penalty	NA	NA
Punishment	NA	NA	No punishment	NA	NA
Compounding	NA	NA	No compounding	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	No penalty	NA	NA
Punishment	NA	NA	No punishment	NA	NA
Compounding	NA	NA	No compounding	NA	NA

ANNEXURE 2.
COMPANY'S POLICY ON NOMINATION AND REMUNERATION

1. Purpose of this Policy:

Arvind Fashions Limited ("Arvind" or the "Company") has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act").

The purpose of this Policy is to establish and govern the procedure applicable:

- To evaluate the performance of the members of the Board.
- To ensure remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

2. Definitions:

Independent Director means a director referred to in Section 149(6) of the Act and as amended from time to time.

Key Managerial Personnel (the "KMP") shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

Nomination and Remuneration Committee, by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act.

Remuneration means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Senior Management means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Accounting Standards shall have the meanings assigned to them in these regulations.

3. Composition of the Committee:

The composition of the Committee is / shall be in compliance with the Act, Rules made thereunder and as amended from time to time.

4. Role of the Committee:

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;

- Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- To devise a Policy on Board diversity.

5. Criteria for Determining the followings:-

5.1 Qualifications for appointment of Directors (including Independent Directors):

a) Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.

b) Their financial or business literacy/skills.

c) Their textile/apparel/Retail industry experience.

d) Appropriate other qualification/experience to meet the objectives of the Company.

e) As per the applicable provisions of Companies Act 2013, Rules made thereunder

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

5.2 Positive attributes of Directors (including Independent Directors):

a) Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.

b) Actively update their knowledge and skills with the latest developments in the railway/heavy engineering/infrastructure industry, market conditions and applicable legal provisions.

c) Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities

d) To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

e) Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

f) To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees

g) Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and as amended from time to time

5.3 Independence Standards

The following would be the independence review procedure and criteria to assist the Committee evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relative to a director's independence.

Independence Review Procedures

1. Annual Review

The director's independence for the independent director will be determined by the Board on an annual basis upon the declarations made by such Directors as per the provisions of the Companies Act, 2013 read with Rules thereon.

2. Individual Director Independence Determinations

If a director nominee is considered for appointment to the Board between annual general meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment.

All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon.

3. Notice of Change of Independent Status

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

5.4 Criteria for appointment of KMP/Senior Management:

a) To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.

b) To practice and encourage professionalism and transparent working environment.

c) To build teams and carry the team members along for achieving the goals/objectives and corporate mission.

d) To adhere strictly to code of conduct

5.5 Term:

The Term of the Directors including Managing / Whole time Director / Independent Director shall be governed as per the provisions of the Act and Rules made thereunder and as amended from time to time.

Whereas the term of the KMP (other than the Managing / Whole time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

5.6 Evaluation:

The Committee shall carry out evaluation of performance of every Director.

The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

5.7 Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations thereunder and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

6. Remuneration of Managing / Whole-time Director, KMP and Senior Management:

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole time Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required. Further, the Chairman & Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, and which shall be decided by the Chairman & Managing Director based on the standard market practice and prevailing HR policies of the Company.

7. Remuneration to Non-executive / Independent Director:

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board / shareholders.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and as amended from time to time.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Arvind Fashions Limited
(Formerly known as Arvind J&M Limited)
Main Building, Arvind Limited Premises,
Naroda Road, Ahmedabad, Gujarat - 380025

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ARVIND FASHIONS LIMITED** (formerly known as ARVIND J&M LIMITED)[CIN:U52399GJ2016PLC085595](hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the **Financial Year ended on 31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure –A for the **Financial Year ended on 31stMarch, 2017** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Other sector specific laws as applicable specifically to the company broadly covering Labour Laws, Product Laws, Pollution Laws and Manufacturing Laws.

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at para (ii) & (v) mentioned hereinabove during the period under review. I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

However, it was noted that the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 were not applicable to the Company as securities of the Company are not listed on any recognized stock exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other sector specific laws applicable to the Company. I have relied on the representations made by the Company and its representatives for systems and mechanisms formed by the Company for compliances under sector specific laws and regulations applicable to the Company.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. However, the company is in process to appoint Chief Executive Officer of the company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance in all cases except cases were Shorter Notice is given, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable sector specific laws, rules, regulations and guidelines.

I further report that during the audit period of the Company there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following:

During the period under review,

1. Equity share of the company having nominal value of Rs. 10/- per share has been subdivided into nominal value of Rs. 2/- per share w.e.f. 26th September 2016.
2. The Company has increased Authorised Share Capital by passing ordinary resolution at the Extra Ordinary General Meeting of the company held on 26th September, 2016 from Rs.10,00,000/- (Rupees ten lakh only) to Rs.25,00,00,000/- (Rupees Twenty Five crore only),divided into 12,50,00,000 (Twelve Crore Fifty Lakh) Equity Shares of Rs.2/- (Rupees Two only).
3. The name of company has been changed from ARVIND J&M LIMITED to ARVIND FASHIONS LIMITED with effect from 14th October, 2016.
4. The member has passed special Resolution at the extra-ordinary general meeting held on 15th October, 2016, to borrow money in excess of paid up capital and free reserves of the company upto Rs. 1000 crore (Rupees One Thousand Crore) under section 180 (1) (c) of the Companies Act, 2013 and to give loans and/or guarantees and/or provide security in connection with a loan or to purchase securities of any companies in excess of the aggregate of paid up Capital and free reserves of the Company upto Rs. 1000 crore (Rupees One Thousand Crore).
5. The company has allotted 9,74,50,000/- (Nine Crore Seventy four Lakh Fifty Thousand) equity shares of Rs. 2/- (Rupees Two) each by Right Issue to Arvind Limited on 14.10.2016 , 20.10.2016 & 27.10.2016.
6. The company has granted 75,00,000 (Seventy Five Lakh) Stock options to the Employees and Directors of the Company pursuant to the Employee Stock Option Scheme, 2016.
7. The Business Transfer Agreement has been executed between the company and Arvind Lifestyle Brands Limited on 21st October, 2016 to setup business of designing, sourcing, importing, manufacturing and selling on a wholesale basis branded apparel and accessories.

8. The Share Subscription and Shareholders Agreement executed between and amongst Arvind Fashions Limited, Multiples Private Equity Fund II LLP, Plenty Private Equity Fund I Limited, Plenty CI Fund I Limited, Arvind Limited and Sanjay Lalbhai (Promoter) on 25th October, 2016 for issue of further equity shares on Private Placement basis.

The Shareholders have given their consent in the Extra-ordinary General Meeting held on 29th October, 2016 for the Private Placement. Consequently 1,11,66,544 (One crore eleven lakh sixty six thousand five hundred forty four) equity shares and 41,656 (Forty one thousand six hundred fifty six) Equity Shares of Rs. 2/- (Rupees Two only) each were allotted on 17th November, 2016 and 21st November, 2016 respectively at a price of Rs. 660.20/- (Rupees Six hundred Sixty and twenty paisa only) per share (including premium of Rs. 658.20/- (Rupees six hundred fifty eight and twenty paisa only) per share and the company has completed necessary compliances under FEMA Regulations within due date for the foreign remittance.

Place: Ahmedabad
Date: 02nd May, 2017

Signature : Sd/-
Name of practicing CS: Ankita Patel
ACS/FCS No. : F8536
C P No : 16497

Note : This report is to be read with our letter of even date which is annexed as Annexure B and forms an integral part of this report.

ANNEXURE – A

List of documents verified

1. Memorandum & Articles of Association of the Company.

2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Independent Directors, etc. held during the period under report.

3. Minutes of General Body Meetings held during the period under report.

4. Statutory Registers/Records under the Companies Act and rules made there under

5. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.

6. Declarations received from the Directors of the Company pursuant to the provisions of 184 and 164 of the Companies Act, 2013.

7. E-Forms filed by the Company, from time-to-time, under applicable provisions of Companies Act, 2013 and attachments thereof during the period under report.

8. Communications/Letters issued to and acknowledgements received from the Independent directors for their appointment

9. Various policies framed by the Company from time to time as required under the statutes applicable to the company.

Annexure – B

To,
The Members
Arvind Fashions Limited
(Formerly known as Arvind J&M Limited)
Main Building, Arvind Limited Premises,
Naroda Road, Ahmedabad, Gujarat - 380025

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2017

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 02nd May, 2017

Signature : Sd/-
Name of practicing CS: Ankita Patel
ACS/FCS No. : F8536
C P No : 16497

INDEPENDENT AUDITOR'S REPORT

To the Members of Arvind Fashions Limited (Previously known as Arvind J&M Limited)

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **Arvind Fashions Limited (Previously known as Arvind J&M Limited)** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Change in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind As financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31st March, 2017, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

The comparative financial information of the Company for the year ended 31st March, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by other auditor, whose report for the year ended 31st March, 2016 dated 25th July, 2016 expressed an unmodified opinion on those financial statements. The adjustments those financial statements for the differences in the accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company did not have any pending litigations;

ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There have been no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The Company has provided requisite disclosures in the Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8^{th} November, 2016 to 30^{th} December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

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

Sd/-
CA. Chokshi Shreyas B.
Partner
Membership No. 100892

Ahmedabad
May 11, 2017

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF ARVIND FASHIONS LIMITED (PREVIOUSLY KNOWN AS ARVIND J&M LIMITED)

Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our Independent Auditor's Report of even date,

(i) (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

(b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a phased programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. We are informed that no material discrepancies were noticed on such verification.

(c) The Company does not hold any immovable properties and thus disclosure under clause (i)-(c) of paragraph 3 of the order are not applicable.

(ii) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management and the discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the Company, and the same have been properly dealt with in the books of account.

(iii) The Company has not granted secured / unsecured loans to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Consequently, requirements of clause (iii) of paragraph 3 of the order are not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has not advanced any loan or given any guarantee or provided any security or made any investment covered under section 185 of the Act. However, the Company has advanced loans or given guarantees or provided security or made investments covered under section 186 of the Act. We are of the opinion that provisions of section 186 of the Act have been complied with.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

(vi) To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records under section 148 (1) of the Act in respect of the Company's product. Consequently, requirement of clause (vi) of paragraph 3 of the order are not applicable.

(vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value added tax, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, no disputed amounts are payable as at March 31, 2017.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions and banks.

(ix) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer. However, the term loans obtained during the year were, *prima facie,* applied by the Company for the purpose for which they were raised, other than temporary deployment pending application.

(x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) To the best of our knowledge and belief and according to the information and explanations given to us, no managerial remuneration has been paid/provided.

(xii) The Company is not a Nidhi Company. Consequently, requirements of clause (xii) of paragraph 3 of the order are not applicable.

(xiii) To the best of our knowledge and belief and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the Ind AS financial statements etc. as required by the applicable accounting standards.

(xiv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares during the year under review. Consequently, requirements of clause (xiv) of paragraph 3 of the order are not applicable.

(xv) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the nature of the business, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Sd/-
CA. Chokshi Shreyas B.
Partner
Membership No. 100892

Ahmedabad
May 11, 2017

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF ARVIND FASHIONS LIMITED (PREVIOUSLY KNOWN AS ARVIND J&M LIMITED)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Arvind Fashions Limited (Previously known as Arvind J&M Limited) ("the Company") as of March 31, 2017 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

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

Sd/-
CA. Chokshi Shreyas B.
Partner
Membership No. 10250

Ahmedabad
May 11, 2017

Arvind Fashions Limited

(Formerly Known as Arvind J&M Limited)

Balance Sheet as at March 31, 2017

Particulars	Notes	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
ASSETS			
I. Non-current assets			
(a) Property, plant and equipment	5	4,80,64,276	-
(b) Intangible assets	6	17,60,08,642	-
(c) Financial assets			
(i) Investments	7	8,48,25,11,516	-
(ii) Loans	7	16,07,980	-
(iii) Other financial assets	7	4,25,23,643	-
(d) Deferred tax assets (net)	25	2,12,12,341	-
(e) Other non-current assets	8	10,34,756	-
Total non-current assets		**8,77,29,63,154**	**-**
II.Current assets			
(a) Inventories	9	2,56,19,29,304	-
(b) Financial assets			
(i) Investments	7	8,655	1,89,085
(ii) Trade receivables	7	34,32,43,449	-
(iii) Cash and cash equivalents	7	10,59,338	1,24,412
(iv) Bank balance other than (iii) above	7	2,50,000	-
(v) Loans	7	17,12,077	-
(vi) Others financial assets	7	6,041	-
(c) Current tax assets (net)	10	4,32,024	-
(d) Other current assets	8	5,18,79,930	-
Total current assets		**2,96,05,20,818**	**3,13,497**
Total Assets		**11,73,34,83,972**	**3,13,497**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	21,74,16,400	1,00,000
Other equity	12	8,55,27,65,640	(6,717)
Total equity		**8,77,01,82,040**	**93,283**
LIABILITIES			
I. Non-current liabilities			
(a) Financial liabilities			
(i) Other financial liabilities	13	94,00,000	-
(b) Long-term provisions	14	3,22,82,031	-
Total non-current liabilities		**4,16,82,031**	**-**
II.Current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	22,54,30,038	2,00,000
(ii) Trade payables	13	1,90,48,10,086	20,082
(iii) Other financial liabilities	13	18,50,70,773	132
(b) Other current liabilities	15	60,27,12,022	-
(c) Short-term provisions	14	35,96,982	-
Total current liabilities		**2,92,16,19,901**	**2,20,214**
Total Equity and Liabilities		**11,73,34,83,972**	**3,13,497**
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financial statements.

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

For and on behalf of the board of directors of
Arvind Fashions Limited

Sd/-
CA. Chokshi Shreyas B.
Partner
Membership No. 100892
Place : Ahmedabad
Date : May 11, 2017

Sd/-
Jayesh K. Shah
Director
DIN: 00008349

Sd/-
Kulin S. Lalbhai
Director
DIN : 05206878

Sd/-
Kannan S
Chief Financial Officer

Sd/-
B.S. Vijay Kumar
Company Secretary

Arvind Fashions Limited

(Formerly Known as Arvind J&M Limited)

Statement of profit and loss for the year ended March 31, 2017

Particulars	Notes	Year ended March 31, 2017 Rupees	Year ended March 31, 2016 Rupees
Income			
Revenue from operations			
Sale of Products	16	2,91,92,28,889	-
Sale of Services	16	21,12,300	-
Operating Income	16	55,30,402	-
Revenue from operations		**2,92,68,71,591**	**-**
Other income	17	57,29,689	-
Total income (I)		**2,93,26,01,280**	**-**
Expenses			
Cost of raw materials and accessories consumed	18	13,95,170	-
Purchase of stock-in-trade	19	4,47,33,57,278	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	20	(2,53,80,64,805)	-
Employee benefits expense	21	25,42,19,649	-
Finance costs	22	4,76,20,067	132
Depreciation and amortisation expense	23	3,97,49,061	-
Other expenses	24	71,04,13,484	11,517
Total expenses (II)		**2,98,86,89,904**	**11,649**
Profit/(Loss) before exceptional items and tax (III)=(I-II)		**(5,60,88,624)**	**(11,649)**
Exceptional items (IV)		-	-
Profit/(Loss) before tax (V) = (III-IV)		**(5,60,88,624)**	**(11,649)**
Tax expense			
Deferred tax	25	2,06,93,915	-
Total tax expense (VI)		**(2,06,93,915)**	**-**
Profit/(Loss) for the year (VII) = (V-VI)		**(3,53,94,709)**	**(11,649)**
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains / (losses) on defined benefit plans	12	(14,97,994)	-
Income tax effect	25	5,18,426	-
		(9,79,568)	-
Net gain / (loss) on FVOCI equity instruments	12	87,670	4,932
		87,670	4,932
Total other comprehensive income for the period, net of tax (VIII)		**(8,91,898)**	**4,932**
Total comprehensive income for the period, net of tax (VII+VIII)		**(3,62,86,607)**	**(6,717)**
Earning per equity share [nominal value per share Rs.2/- (March 31, 2016: Rs.2/-)]			
Basic	32	(0.72)	(0.23)
Diluted	32	(0.68)	(0.23)
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Sorab S. Engineer & Co.
Chartered Accountants
Firm's Registration No. 110417W
Sd/-
CA. Chokshi Shreyas B.
Partner
Membership No. 100892
Place : Ahmedabad
Date : May 11, 2017

For and on behalf of the board of directors of
Arvind Fashions Limited

Sd/-
Jayesh K. Shah
Director
DIN: 00008349

Sd/-
Kulin S. Lalbhai
Director
DIN : 05206878

Sd/-
Kannan S
Chief Financial Officer

Sd/-
B.S. Vijay Kumar
Company Secretary

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Statement of cash flows for the year ended March 31, 2017

	Particulars	Year ended March 31, 2017 Rupees		Year ended March 31, 2016 Rupees	
A	**Operating activities**				
	Profit/(Loss) Before taxation		**-5,60,88,624**		**-11,649**
	Adjustments to reconcile profit before tax to net cash flows:				
	Depreciation /Amortization	3,97,49,061		-	
	Interest Income	-6,712		-	
	Interest and Other Borrowing Cost	4,76,20,067		132	
	Share based payment expense	7,14,676		-	
			8,80,77,092		**132**
	Operating Profit before Working Capital Changes		**3,19,88,468**		**-11,517**
	Working Capital Changes:				
	Changes in Inventories	-27,75,63,151		-	
	Changes in trade payables	46,92,48,019		20,082	
	Changes in other current liabilities	60,27,12,022		-	
	Changes in other financial liabilities	19,44,70,641		132	
	Changes in provisions	16,25,676		-	
	Changes in trade receivables	1,50,06,15,195		-	
	Changes in other current assets	-5,18,79,930		-	
	Changes in other financial assets	-4,25,29,684		-	
	Changes in Other Bank Balances	-2,50,000		-	
	Net Changes in Working Capital		2,39,64,48,788		20,214
	Cash Generated from Operations		**2,42,84,37,256**		**8,697**
	Direct Taxes paid (Net of Income Tax refund)		-4,32,024		-
	Net Cash from Operating Activities		**2,42,80,05,232**		**8,697**
B	**Cash Flow from Investing Activities**				
	Purchase of tangible/intangible assets	-1,35,49,512		-	
	Changes in Capital Advances	-10,34,756		-	
	Change in Long Term Investments	-8,47,98,94,095		-	
	Change in Current Term Investments	2,68,435		-1,84,153	
	Purchase under Business Transfer Agreement	-2,53,25,08,027		-	
	Changes in Loans given	-33,20,057		-	
	Interest Income	6,712		-	
	Net cash flow from Investing Activities		**-11,03,00,31,300**		**-1,84,153**
C	**Cash Flow from Financing Activities**				
	Issue of Share Capital	21,73,16,400		1,00,000	
	Securities Premium received	8,58,57,26,532		-	
	Changes in short term borrowings	-15,24,61,871		2,00,000	
	Interest and Other Borrowing Cost Paid	-4,76,20,067		-132	
	Net Cash flow from Financing Activities		**8,60,29,60,994**		**2,99,868**
	Net Increase/(Decrease) in cash & cash equivalents		**9,34,926**		**1,24,412**
	Cash & Cash equivalent at the beginning of the period		**1,24,412**		-
	Cash & Cash equivalent at the end of the period		**10,59,338**		1,24,412

Particulars	Year ended March 31, 2017 Rupees	Year ended March 31, 2016 Rupees
Cash and cash equivalents comprise of: (Note 7)		
Cash on Hand	4,27,610	-
Balances with Banks	6,31,728	1,24,412
Cash and cash equivalents as restated	**10,59,338**	**1,24,412**

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

For and on behalf of the board of directors of
Arvind Fashions Limited

Sd/-
CA. Chokshi Shreyas B.
Partner
Membership No. 100892
Place : Ahmedabad
Date : May 11, 2017

Sd/-
Jayesh K. Shah
Director
DIN: 00008349

Sd/-
Kulin S. Lalbhai
Director
DIN : 05206878

Sd/-
Kannan S
Chief Financial Officer

Sd/-
B.S. Vijay Kumar
Company Secretary

Arvind Fashions Limited

(Formerly Known as Arvind J&M Limited)

Statement of changes in Equity for the year ended March 31, 2017

A. Equity share capital

Balance	Rupees
	Note 11
Issue of Equity Share capital	1,00,000
As at March 31, 2016	**1,00,000**
Issue of Equity Share capital	21,73,16,400
As at March 31, 2017	**21,74,16,400**

B. Other equity Rupees

Particulars	Attributable to the equity holders: Reserves and Surplus			Other Reserves	Total equity
	Securities premium	Share Based Payment Reserve	Retained Earnings	Net gain / (loss) on FVOCI equity instruments	
	Note 12	Note 12	Note 12	Note 12	
Profit / (Loss) for the year	-	-	(11,649)	-	**(11,649)**
Other Comprehensive income for the year		-	-	4,932	**4,932**
Total Comprehensive income for the year	-	-	(11,649)	4,932	**(6,717)**
Balance as at March 31, 2016	**-**	**-**	**(11,649)**	**4,932**	**(6,717)**
Balance as at April 1, 2016	**-**	**-**	**(11,649)**	**4,932**	**(6,717)**
Profit / (Loss) for the year	-	-	(3,53,94,709)	-	**(3,53,94,709)**
Other Comprehensive income for the year		-	(9,79,568)	87,670	**(8,91,898)**
Total Comprehensive income for the year	-	-	(3,63,74,277)	87,670	**(3,62,86,607)**
Issue of share capital (Note 11)	8,58,57,26,532				**8,58,57,26,532**
Share Based Payments for Employee Stock Option to Holding Co. (Note 33)	-	33,90,347	(33,90,347)	-	**-**
Share Based Payments for Employee Stock Option to Subsidiary Co. (Note 33)	-	26,17,756	-	-	**26,17,756**
Share Based Payments for Employee Stock Option. (Note 33)	-	7,14,676	-	-	**7,14,676**
Transfer from Other Comprehensive Income	-	-	92,767	-	**92,767**
Transfer to Retained Earnings	-	-	-	(92,767)	**(92,767)**
Balance as at March 31, 2017	**8,58,57,26,532**	**67,22,779**	**(3,96,83,506)**	**(165)**	**8,55,27,65,640**

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Sorab S. Engineer & Co.
Chartered Accountants
Firm's Registration No. 110417W
Sd/-
CA. Chokshi Shreyas B.
Partner
Membership No. 100892
Place : Ahmedabad
Date : May 11, 2017

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

Sd/-
Jayesh K. Shah
Director
DIN: 00008349

Sd/-
Kulin S. Lalbhai
Director
DIN : 05206878

Sd/-
Kannan S
Chief Financial Officer

Sd/-
B.S. Vijay Kumar
Company Secretary

Arvind Fashions Limited

(Formerly Known as Arvind J&M Limited)

Notes to the Financial Statements

Note 5 : Property, plant and equipment

Rupees

Fixed Assets	Plant & machinery	Furniture & fixture	Leasehold improvements	Computer, server & network	Total
Cost					
Additions	1,22,037	2,85,54,314	2,23,16,599	1,51,920	5,11,44,870
Deductions	-	-	-	-	-
As at March 31, 2017	**1,22,037**	**2,85,54,314**	**2,23,16,599**	**1,51,920**	**5,11,44,870**
Depreciation and Impairment					
Depreciation for the year	10,970	16,05,684	14,63,281	659	30,80,594
As at March 31, 2017	**10,970**	**16,05,684**	**14,63,281**	**659**	**30,80,594**
Net Block					
As at March 31, 2017	**1,11,067**	**2,69,48,630**	**2,08,53,318**	**1,51,261**	**4,80,64,276**
As at March 31, 2016	-	-	-	-	-

Arvind Fashions Limited

(Formerly Known as Arvind J&M Limited)

Notes to the Financial Statements

Note 6 : Intangible assets

Rupees

Intangible assets	**Brand Value & License Brands**	**Total**
Cost		
Additions	21,26,77,109	21,26,77,109
Deductions	-	-
As at March 31, 2017	**21,26,77,109**	**21,26,77,109**
Amortisation and Impairment		
Amortisation for the year	3,66,68,467	3,66,68,467
Deductions	-	-
As at March 31, 2017	**3,66,68,467**	**3,66,68,467**
Net Block		
As at March 31, 2017	**17,60,08,642**	**17,60,08,642**
As at March 31, 2016	-	-

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements
Note 7 : Financial assets

7 (a) Investments

	Face Value	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Non-current investment			
Investment in equity shares of subsidiaries			
Unquoted			
Arvind Beauty Brands Retail Private Limited 6,464,999 Shares (31st March 2016: NIL)	10	90,50,99,860	-
Arvind Lifestyle Brand Ltd @ 54,397,003 Shares (31st March 2016: NIL)	10	6,72,49,39,756	-
Investments in equity shares of joint ventures			
Unquoted			
Calvin Klein Arvind Fashion Private Limited 457,671 Shares (31st March 2016: NIL)	10	16,47,61,560	-
Tommy Hilfiger Arvind Fashion Pvt Ltd 11,461,839 Shares (31st March 2016: NIL)	10	68,77,10,340	-
Investment in equity shares of others			
Quoted			
Atul Limited Nil (31st March 2016: 100 Shares)	10	-	1,53,430
Arvind Limited Nil (31st March 2016: 100 Shares)	10	-	27,335
Arvind Infrastructure Ltd 100 Shares (31st March 2016: 100)	10	8,655	8,320
Total Investments		**8,48,25,20,171**	**1,89,085**

@ Increase in the cost of investment during the period includes recognition of cost of ESOPs issued to Employees of Subsidiary Company of Rs 2,617,756/- (Previous Year Rs Nil)

7 (b) Trade receivables

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Current		
Unsecured, considered good	34,32,43,449	-
Total Trade and other receivables	**34,32,43,449**	**-**

7 (c) Loans

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Unsecured Considered Good		
Non-current		
Loans to employees	16,07,980	-
	16,07,980	**-**
Current		
Loans to employees	17,12,077	-
	17,12,077	**-**
Total Loans	**33,20,057**	**-**

7 (d) Cash and cash equivalent

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Balance with Bank		
In Current accounts and debit balance in cash credit accounts	6,31,728	1,24,412
Cash on hand	4,27,610	-
Total cash and cash equivalents	**10,59,338**	**1,24,412**

7 (e) Other bank balance

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Held as Margin Money*	2,50,000	-
Total other bank balances	**2,50,000**	**-**
Total cash and bank balances	**13,09,338**	**1,24,412**

* Under lien with bank as Security for Guarantee Facility

7 (f) Other financial assets

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Non-current		
Security deposits	4,25,23,643	-
	4,25,23,643	**-**
Current		
Accrued Interest	6,041	-
	6,041	**-**
Total financial assets	**4,25,29,684**	**-**

7 (g) Financial assets by category

Rupees

Particulars	Cost	FVTPL	FVOCI	Amortised cost
March 31, 2017				
Investments				
- Equity shares	8,48,25,02,861	-	8,655	-
Trade receivables	-	-	-	34,32,43,449
Loans	-	-	-	33,20,057
Cash & Bank Balances	-	-	-	13,09,338
Other Financial Assets	-	-	-	4,25,29,684
Total Financial assets	**8,48,25,02,861**	**-**	**8,655**	**39,04,02,528**
March 31, 2016				
Investments				
- Equity shares	-	-	1,89,085	-
Cash & Bank Balances	-	-	-	1,24,412
Total Financial assets		**-**	**1,89,085**	**1,24,412**

For Financial instruments risk management objectives and policies, refer Note 37
Fair value disclosures for financial assets and liabilities are in Note 35 and fair value hierarchy disclosures for investment are in Note 36.

Note 8 : Other current / non-current assets

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Unsecured, considered good		
Non-current		
Capital advances	10,34,756	-
	10,34,756	**-**
Current		
Advance to suppliers	3,26,77,562	-
Sales tax / VAT / service tax receivable (net)	16,63,617	-
Export incentive receivable	27,53,217	-
Prepaid expenses	1,47,85,534	-
	5,18,79,930	**-**
Total	**5,29,14,686**	**-**

Note 9 : Inventories (At lower of cost and net realisable value)

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Raw materials		
Raw materials and components	1,37,51,984	-
Raw materials in transit	2,18,905	-
Stock-in-trade	2,53,80,64,805	-
Stock-in-trade in transit	94,17,671	-
Packing materials	4,75,939	-
Total	**2,56,19,29,304**	**-**

Note 10 : Current Tax Assets (Net)

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Tax Paid in Advance (Net of Provision)	4,32,024	-
Total	**4,32,024**	**-**

Arvind Fashions Limited

(Formerly Known as Arvind J&M Limited)

Notes to the Financial Statements

Note 11 : Equity share capital

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of shares	Rupees	No. of shares	Rupees
Authorised share capital				
Equity shares of Rs.2 each (Previous Year Rs. 10 each)	12,50,00,000	25,00,00,000	1,00,000	10,00,000
Issued and subscribed share capital				
Equity shares of Rs.2 each (Previous Year Rs. 10 each)	10,87,08,200	21,74,16,400	10,000	1,00,000
Subscribed and fully paid up				
Equity shares of Rs.2 each (Previous Year Rs. 10 each)	10,87,08,200	21,74,16,400	10,000	1,00,000
Total	**10,87,08,200**	**21,74,16,400**	**10,000**	**1,00,000**

11.1. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of shares	Rupees	No. of shares	Rupees
At the beginning of the period	10,000	1,00,000		
Add :				
Adjustment due to sub-division of shares	40,000	-	-	-
Shares issued during the year	10,86,58,200	21,73,16,400	10,000	1,00,000
Outstanding at the end of the period	10,87,08,200	21,74,16,400	10,000	1,00,000

11.2. Terms/Rights attached to the equity shares

The Company has one class of shares referred to as equity shares having a par value of Rs.2 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

11.3. Shares Held by Holding Company

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of shares	Rupees	No. of shares	Rupees
Aura Securities Private Limted	-	-	10,000	1,00,000
Arvind Limited	9,75,00,000	19,50,00,000	-	-

11.3. Number of Shares held by each shareholder holding more than 5% Shares in the company

Name of the Shareholder	As at March 31, 2017		As at March 31, 2016	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Holding Company - Aura Securities Private Limited	-	-	10,000	100.00%
Holding Company - Arvind Limited	9,75,00,000	89.69%	-	-

11.4. Subdivision of Shares

With effect from 26th September 2016 the nominal face value of equity shares of the Company was sub-divided from Rs. 10 per share to Rs 2 per share. Number of shares for the previous year have been adjusted to give effect of sub-division.

11.5. Shares reserved for issue under options

Refer Note 33 for details of shares to be issued under options

11.6 Objective, policy and procedure of capital management, refer Note 38

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements
Note 12 : Other Equity

Balance	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Note 12.1 Reserves & Surplus		
Securities premium account		
Balance as per last financial statements	-	-
Add: Received during the year	8,58,57,26,532	-
Balance at the end of the year	**8,58,57,26,532**	**-**
Share based payment reserve (Refer Note 33)		
Balance as per last financial statements	-	-
Add: Addition during the year	67,22,779	-
Balance at the end of the year	**67,22,779**	**-**
Surplus in statement of profit and loss		
Balance as per last financial statements	-11,649	-
Add: Profit/ (Loss) for the year	-3,53,94,709	-11,649
Add: Tansfer from OCI	92,767	-
Add / (Less): OCI for the year	-9,79,568	-
	-3,62,93,159	**-11,649**
Less: Appropriation		
Dividend to Holding Company for Employee Stock Option	33,90,347	-
Balance at the end of the year	**-3,96,83,506**	**-11,649**
Total reserves & surplus	**8,55,27,65,805**	**-11,649**
Note 12.2 Other comprehensive income		
Equity Instruments through OCI (net of tax)		
Balance as per last financial statements	4,932	-
Add: Gain during the year	87,670	4,932
Less : Transfer to Retained Earnings	-92,767	-
Total Other comprehensive income	**-165**	**4,932**
Total Other equity	**8,55,27,65,640**	**(6,717)**

Note 13 : Financial liabilities

13 (a) Borrowings

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Short-term Borrowings (refer note I below)		
Secured		
Working Capital Loans repayable on demand from Banks (including channel financing)	1,27,24,816	-
Unsecured		
Under Buyer's Credit Arrangement	13,98,36,396	-
Intercorporate Deposits		
From Related Parties	7,28,68,826	2,00,000
Total borrowings	**22,54,30,038**	**2,00,000**

I Details of Short Term Borrowing

a Nature of Security

Cash Credit and Other Facilities from Banks

Loans from banks are secured by:

i. First Pari pasu charge on stocks and books debts along with other capital lenders.

ii. Additionally secured by Corporate Guarantee given by Arvind Limited, the Holding Company.

As on 31st March 2017 the security charge is not yet registered.

b Rate of Interest and Terms of Repayment

i. Working Capital Loans from banks carry interest rates ranging from 10.5% and are repayable on Demand
ii. Buyer's Credit carry interst at the rate of Libor+.40% and are repayable in 90-180 days
iii. Inter Corporate Deposits carry interest @ 8 % to 10.25% per annum and are repayable on Demand

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)

13 (b) Trade payable

Particulars	**As at March 31, 2017 Rupees**	**As at March 31, 2016 Rupees**
Current		
Acceptances	81,06,61,067	-
Dues to Micro, Small and Medium Enterprises	10,98,75,623	-
Other trade payable (Refer note below)	98,42,73,396	20,082
	1,90,48,10,086	20,082
Total	**1,90,48,10,086**	**20,082**

a Acceptance and Other trade payables are not-interest bearing and are normally settled on 30-90 days terms

b

Disclosures as required under Section 22 of The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 regarding:	**As at March 31, 2017 Rupees**	**As at March 31, 2016 Rupees**
(a) Principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of accounting year;	10,98,75,623	-
(b) Interest paid during the year;		
(c) Amount of payment made to the supplier beyond the appointed day during accounting year;	21,47,68,973	-
(d) Interest due and payable for the period of delay in making payment;	26,26,786	-
(e) Interest accrued and unpaid at the end of the accounting year; and	26,26,786	-
(f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise.		

13 (c) Other financial liabilities

Particulars	**As at March 31, 2017 Rupees**	**As at March 31, 2016 Rupees**
Non-current		
Security Deposit	94,00,000	-
	94,00,000	**-**
Current		
Interest accrued but not due	1,23,19,897	132
Payable to employees	3,16,77,347	-
Payable for Business Transfer Agreement (Note 42)	13,25,08,026	-
Book overdraft	18,70,570	-
Payable in respect of capital goods	66,94,933	-
	18,50,70,773	**132**
Total	**19,44,70,773**	**132**

13 (d) Financial liabilities by category **Rupees**

Particulars	**FVTPL**	**FVOCI**	**Amortised cost**
March 31, 2017			
Borrowings	-	-	22,54,30,038
Trade payable	-	-	1,90,48,10,086
Other financial liabilities	-	-	19,44,70,773
Total Financial liabilities	**-**	**-**	**2,32,47,10,897**
March 31, 2016			
Borrowings	-	-	2,00,000
Trade payable	-	-	20,082
Other financial liabilities	-	-	132
Total Financial liabilities	**-**	**-**	**2,20,214**

For Financial instruments risk management objectives and policies, refer Note 37
Fair value disclosures for financial assets and liabilities are in Note 35 and fair value hierarchy disclosures for investment are in Note 36.

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)

Note 14: Provisions

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Long-term		
Provision for employee benefits (refer Note 30)		
Provision for leave encashment	1,59,97,626	-
Provision for Gratuity	1,62,84,405	-
	3,22,82,031	**-**
Short-term		
Provision for employee benefits (refer Note 30)		
Provision for leave encashment	25,18,995	-
Provision for Gratuity	10,77,987	-
Others		
	35,96,982	**-**
Total	**3,58,79,013**	**-**

Note 15 : Other current liabilities

Particulars	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Current		
Advance from customers	50,80,79,170	-
Statutory dues including provident fund and tax deducted at source	8,31,15,115	-
Other liabilities	1,15,17,737	-
Total	**60,27,12,022**	**-**

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements
Note 16 : Revenue from operations

Particulars	2016-17 Rupees	2015-16 Rupees
Sale of products	2,91,92,28,889	-
Sale of services	21,12,300	-
Operating income		
Export incentives	55,30,402	-
Total	**2,92,68,71,591**	**-**

Note 17 : Other income

Particulars	2016-17 Rupees	2015-16 Rupees
Interest income	6,712	-
Exchange Difference	53,86,191	-
Miscellaneous income	3,36,786	-
Total	**57,29,689**	**-**

Note 18 : Cost of raw materials and components consumed

Particulars	2016-17 Rupees	2015-16 Rupees
Stock at the beginning of the year	-	-
Add : Purchases	1,53,66,059	-
	1,53,66,059	-
Less : Inventory at the end of the year	1,39,70,889	-
Raw materials and components consumed	13,95,170	-
Total	**13,95,170**	**-**

Note 19 : Purchases of stock-in-trade

Particulars	2016-17 Rupees	2015-16 Rupees
Garments	4,47,33,57,278	-
Total	**4,47,33,57,278**	**-**

Arvind Fashions Limited

(Formerly Known as Arvind J&M Limited)

Note 20 : Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	2016-17 Rupees	2015-16 Rupees
Stock at the end of the year		
Stock-in-trade	2,53,80,64,805	-
	2,53,80,64,805	**-**
Stock at the beginning of the year		
Stock-in-trade	-	-
	-	-
Total	**(2,53,80,64,805)**	**-**

Note 21 : Employee benefits expense

Particulars	2016-17 Rupees	2015-16 Rupees
Salaries, wages, gratuity, bonus, commission, etc. (Refer Note 30)	23,76,84,594	-
Contribution to provident and other funds	1,02,76,663	-
Welfare and training expenses	55,43,716	-
Share based payment to employees (Refer Note 33)	7,14,676	-
Total	**25,42,19,649**	**-**

Note 22 : Finance costs

Particulars	2016-17 Rupees	2015-16 Rupees
Cash Credit Facilities	12,32,472	-
Interest expense - others	3,30,83,376	132
Other finance cost	1,33,04,219	-
Total	**4,76,20,067**	**132**

Note 23 : Depreciation and amortization expense

Particulars	2016-17 Rupees	2015-16 Rupees
Depreciation on Tangible assets (Refer Note 5)	30,80,594	-
Amortization on Intangible assets (Refer Note 6)	3,66,68,467	-
Total	**3,97,49,061**	**-**

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)

Note 24 : Other expenses

Particulars	**2016-17 Rupees**	**2015-16 Rupees**
Power and fuel	56,73,380	-
Insurance	1,36,835	-
Processing charges	20,29,504	-
Printing, stationery & communication	51,31,613	-
Rent	7,54,61,477	-
Commission, Brokerage & discount	8,55,60,323	-
Rates and taxes	1,71,21,840	-
Repairs :		
To Building	4,88,567	-
To others	75,92,162	-
Royalty on Sales	25,91,82,251	-
Freight, insurance & clearing charge	3,41,69,103	-
Octroi	1,31,17,081	-
Legal & Professional charges	1,06,97,945	-
Housekeeping Charges	25,15,324	-
Security Charges	34,43,196	-
Computer Expenses	38,890	-
Conveyance & Travelling expense	1,01,30,600	-
Advertisement and publicity	8,60,32,711	-
Sales Promotion	2,13,380	-
Charges for Credit Card Transactions	39,61,874	-
Packing Materials	1,78,33,937	-
Contract Labour Charges	1,67,49,435	-
Sampling and Testing Expenses	1,27,89,031	-
Director's sitting fees	1,00,000	-
Auditor's remuneration	32,20,000	11,500
Bank charges	4,48,282	17
Warehouse Charges	2,03,86,272	-
Staff Training and Recruitment Expense	16,14,346	-
Miscellaneous expenses	1,45,74,125	-
Total	**71,04,13,484**	**11,517**

Payment to Auditors (Net of service tax)

Particulars	**2016-17 Rupees**	**2015-16 Rupees**
Payment to Auditors as		
Auditors	24,00,000	11,500
For taxation matters	6,00,000	-
For Other certification work	2,20,000	-
Total	**32,20,000**	**11,500**

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements
Note 25 : Income tax
The major component of income tax expense for the years ended March 31, 2017 and March 31, 2016 are :

Particulars	2016-17 Rupees	2015-16 Rupees
Statement of Profit and Loss		
Current tax		
Current income tax	-	-
Deferred tax		
Deferred tax income / (expense)	2,06,93,915	-
Income tax expense reported in the statement of profit and loss	2,06,93,915	-

OCI section

Particulars	2016-17 Rupees	2015-16 Rupees
Statement to Other comprehensive income (OCI)		
Deferred tax related to items recognised in OCI during the year		
Net loss/(gain) on actuarial gains and losses	(5,18,426)	1,707
Deferred tax charged to OCI	**(5,18,426)**	**1,707**

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2017 and March 31, 2016.
A) Current tax

Particulars	2016-17 Rupees	2015-16 Rupees
Accounting profit before tax from continuing operations	(5,75,86,618)	(6,717)
Tax @ 30.90% (March 31, 2016: 30.90%)	(1,77,94,265)	(2,076)
Adjustment		
Expenditure allowable over the period (Section 35D / 35DD)	(44,79,203)	
Gain on fair valuation of Investment - taxable on realisation	1,524	(1,524)
Other non-deductible expenses	10,59,603	
Other adjustments		3,600
At the effective income tax rate of 36.84% (March 31, 2016 : 0 %)	(2,12,12,341)	-

B) Deferred tax

Particulars	Balance Sheet		Statement of Profit and Loss	
	March 31, 2017 Rupees	March 31, 2016 Rupees	March 31, 2017 Rupees	March 31, 2016 Rupees
Accelerated depreciation for tax purposes	32,64,940	-	32,64,940	-
Expenditure allowable on payment basis	23,17,500	-	23,17,500	-
Expenditure allowable over the period (Section 35D / 35DD)	(44,79,203)	-	(44,79,203)	-
Unused losses available for offsetting against future taxable income	2,01,09,104	-	2,01,09,104	-
Deferred tax (expense)/income			**2,12,12,341**	-
Net deferred tax assets/(liabilities)	**2,12,12,341**	-		
Reflected in the balance sheet as follows				
Deferred tax assets	2,12,12,341	-		
Deferred tax liabilities	-	-		
Deferred tax asset (net)	**2,12,12,341**	-		

Reconciliation of deferred tax assets / (liabilities), net	March 31, 2017 Rupees	March 31, 2016 Rupees
Opening balance as of April 1	-	
Tax income/(expense) during the period recognised in profit or loss	2,06,93,915	-
Tax income/(expense) during the period recognised in OCI	5,18,426	-
Closing balance as at March 31	**2,12,12,341**	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements
Note 26 : Contingent liabilities

Particulars	Year ended March 31, 2017 Rupees	Year ended March 31, 2016 Rupees
Contingent liabilities not provided for	Nil	Nil

Note 27 : Capital commitment and other commitments

Particulars	Year ended March 31, 2017 Rupees	Year ended March 31, 2016 Rupees
Capital commitments		
Estimated amount of Contracts remaining to be executed on capital account and not provided for	86,30,903	-

Note 28 : Foreign Exchange Derivatives and Exposures not hedged

Exposure Not Hedged

Nature of exposure	Currency	Year ended March 31, 2017		Year ended March 31, 2016	
		In FC	Rupees	In FC	Rupees
Receivables	USD	11,64,911	7,55,44,506	-	-
Payable towards borrowings	USD	21,61,278	14,01,58,901	-	-
Payable to creditors	USD	3,51,502	2,27,94,874	-	-

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements
Note 29 : Segment

The Company's business activity falls within a single primary business segment of Branded Apparels.
Accordingly the Company is a single segment company in accordance with Ind AS 108 "Operating Segment".

Geographical segment
Geographical segment is considered based on sales within India and rest of the world.

Particulars	March 31,2017 Rupees	March 31,2016 Rupees
Segment Revenue*		
a) In India	2,83,44,20,381	-
b) Rest of the world	9,24,51,210	-
Total Sales	**2,92,68,71,591**	**-**
Carrying Cost of Segment Assets**		
a) In India	11,65,69,28,732	3,13,497
b) Rest of the world	7,65,55,240	-
Total	**11,73,34,83,972**	**3,13,497**
Carrying Cost of Segment Non Current Assets@**		
a) In India	22,51,07,674	-
b) Rest of the world	-	-
Total	**22,51,07,674**	**-**

* Based on location of Customers
** Based on location of Assets
@ Excluding Financial Assets.

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements
Note 30 : Disclosure pursuant to Employee benefits

A. Defined contribution plans:
Amount of Rs.77,91,251/-. is recognised as expenses and included in Note No. 21 "Employee benefit expense"

Particulars	**As at March 31, 2017 Rupees**	**As at March 31, 2016 Rupees**
Provident Fund	42,08,921	-
Contributory Pension Scheme	34,45,305	-
Superannuation Fund	1,37,025	-
	77,91,251	**-**

B. Defined benefit plans:
The Company has following post employment benefits which are in the nature of defined benefit plans:
Gratuity

The Company operates gratuity plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service.

March 31, 2017 : Changes in defined benefit obligation and plan assets

Rupees

		Gratuity cost charged to statement of profit and loss				**Remeasurement gains/(losses) in other comprehensive income**							
	April 1, 2016	Service cost	Net interest expense	**Sub-total included in statement of profit and loss (Note 21)**	**Benefit paid**	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	**Sub-total included in OCI**	**Increase (decrease)due to effect of business combination**	**Contributions by employer**	**March 31, 2017**
Gratuity													
Defined benefit obligation	-	8,14,782	-	8,14,782	-	-	-	-	14,94,076	14,94,076	1,52,49,616	-	1,75,58,474
Fair value of plan assets	-	-	-	-	-	3,918	-	-	-	3,918		-2,00,000	-1,96,082
Total benefit liability	**-**	**8,14,782**	**-**	**8,14,782**	**-**	**3,918**	**-**	**-**	**14,94,076**	**14,97,994**	**1,52,49,616**	**-2,00,000**	**1,73,62,392**

The major categories of plan assets of the fair value of the total plan assets of Gratuity are as follows:

Particulars	Year ended March 31, 2017 (%) of total plan assets	Year ended March 31, 2016 (%) of total plan assets
Others (Insurance company Products)	100%	
(%) of total plan assets	**100%**	**0%**

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Discount rate	6.90%	
Future salary increase	5.00%	
Medical cost inflation	0.00%	
Expected rate of return on plan assets	6.90%	
Attrition rate	18% for Front End Eployees 7% for Others	
Morality rate during employment	Indian assured lives Mortality(2006-08)	
Morality rate after employment	N.A.	

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity

Particulars	Sensitivity level	increase / (decrease) in defined benefit obligation (Impact) Year ended March 31, 2017 Rupees	Year ended March 31, 2016 Rupees
Gratuity			
Discount rate	50 basis points increase	6,37,859	-
	50 basis points decrease	-6,81,573	-
Salary increase	50 basis points increase	-3,97,194	-
	50 basis points decrease	4,01,411	-
Attrition rate	100 basis points increase	-2,75,153	-
	100 basis points decrease	3,36,225	-

The followings are the expected future benefit payments for the defined benefit plan :

Particulars	Year ended March 31, 2017 Rupees	Year ended March 31, 2016 Rupees
Gratuity		
Within the next 12 months (next annual reporting period)	12,74,069	-
Between 2 and 5 years	1,14,39,123	-
Beyond 5 years	2,38,10,530	-
	3,65,23,722	**-**
Total expected payments	**3,65,23,722**	**-**

Weighted average duration of defined plan obligation (based on discounted cash flows)

Particulars	Year ended March 31, 2017 Years	Year ended March 31, 2016 Years
Gratuity	7 Years	

C. Other Long term employee benefit plans

Leave encashment

Salaries, Wages and Bonus include Rs. 11,30,054/- towards provision made as per actuarial valuation in respect of accumulated leave encashment/compensated absences.

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements

Note 31 : Disclosure pursuant to Related Party

As per the Indian Accounting Standard on "Related Party Disclosures" (IND AS 24), the related parties of the Company are as follows :

a Name of Related Parties and Nature of Relationship :

1	Arvind Limited	Holding Company (from 29th Sept, 2016)
2	Aura Securities Private Limited	Company under the control of Key managerial personnel of Holding Company and Holding Company(upto 14th July, 2016)
3	Amazon Textiles Private Limited	Holding Company (from 15th July, 2016 to 28th Sept, 2016
4	Arvind Accel Limited	Fellow Subsidiary
5	Arvind Internet Limited	Fellow Subsidiary
6	Arvind Brands and Retail Limited	Fellow Subsidiary
7	Arvind Goodhill Suit Manufacturing Private Limited	Joint Venture Subsidiary of Ultimate Holding Company
8	Arvind Lifestyle Brands Limited	Subsidiary
9	Arvind Beauty Brands Retail Private Limited	Subsidiary
10	Calvin Klein Arvind Fashion Private Limited	Joint Venture
11	Mr Kannan Soundarajan	Key Managerial Personnel

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

Arvind Fashions Limited

b Disclosure in respect of Related Party Transactions :

Rupees

Nature of Transactions	Year ended		
	March 31, 2017	March 31, 2016	
Purchase of Goods and Materials			
Arvind Limited	1,03,31,143	-	
Arvind Goodhill Suit Manufacturing Private Limited	5,37,67,841	-	
Sales of Goods and Materials			
Arvind Limited	9,56,47,425	-	
Arvind Brands and Retail Limited	10,78,294	-	
Arvind Lifestyle Brands Limited	52,29,56,518	-	
Remuneration			
Mr Kannan Soundarajan	24,54,709	-	32038
Receiving of Services			
Arvind Lifestyle Brands Limited-Shared exps	12,53,56,941	-	
Arvind Lifestyle Brands Limited-Margin Expenses	2,68,27,738	-	
Arvind Lifestyle Brands Limited-Royalty Exps	9,84,99,151	-	
Interest Expense			
Arvind Limited	67,99,296	-	
Arvind Brands and Retail Limited	2,07,91,631	-	
Aura Securities Private Limited	-	132	
Business Transfer			
Arvind Lifestyle Brands Limited	2,53,25,08,025	-	
Loan Taken/(Repaid) (Net)			
Arvind Limited	86,41,061	-	
Arvind Brands and Retail Limited	7,28,68,826	-	
Aura Securities Private Limited	-	2,00,000	
Investments (Net)			
Arvind Lifestyle Brands Limited	1,99,99,99,950	-	

d Transactions and Balances :

Rupees

Particulars	Holding Company		Fellow Subsidiary and Joint Venture Subsidiary of Holding Company		Key Managerial Personnel		Subsidiary	
	Year ended		Year ended		Year ended		Year ended	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Transactions								
Purchase of Goods and Materials	1,03,31,143	-	5,37,67,841	-	-	-	-	-
Sales of Goods and Materials	9,56,47,425	-	10,78,294	-	-	-	52,29,56,518	-
Receiving of Services	-	-	-	-	-	-	25,06,83,830	-
Interest Expense	67,99,296	132	2,07,91,631	-	-	-	-	-
Remuneration	-	-	-	-	24,54,709	-		
Business Transfer	-	-	-	-	-	-	2,53,25,08,025	-
Loan Given/(Repaid) (Net)	86,41,061	-	7,28,68,826	-	-	-	-	-
Investments (Net)	-	-	-	-	-	-	1,99,99,99,950	-

Rupees

Particulars	Holding Company		Fellow Subsidiary Joint Venture Subsidiary of Holding Company		Key Managerial Personnel		Subsidiary	
	Year ended		Year ended		Year ended		Year ended	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Balances as at year end								
Trade and Other Receivable	5,33,96,521	-	11,70,756	-	-	-	-	-
Receivable/(Payable) in respect of Loans	-86,41,061	-2,00,000	-7,28,68,826	-	-	-	-	-
Payable for Business Transfer Agreement	-	-	-	-	-	-	13,25,08,026	-
Trade and Other Payable	62,60,446	-	2,21,76,634	-	-	-	50,16,34,276	-

e Terms and conditions of transactions with related parties

1) Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances other than loan given & taken and fair value of financial guarantee contract, at the year-end are unsecured and interest free and settlement occurs in cash.

2) Loans given to related party carries interest rate of 8%-10.25% (March 31, 2016 : Nil%)

f Commitments with related parties

The Company has not provided any commitment to the related party as at March 31, 2017 (March 31, 2016: Rs.Nil)

g Transactions with key management personnel

Compensation of key management personnel of the Company

Particulars	2016-17 Rupees	2015-16 Rupees
Short-term employee benefits	22,49,607	
Termination benefits	96,114	
Share based payments	1,08,988	
Total compensation paid to key management personnel	**24,54,709**	**-**

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements
Note 32 : Earning per share

Particulars	**2016-17 Rupees**	**2015-16 Rupees**
Earing per share (Basic and Diluted)		
Profit/(Loss) attributable to ordinary equity holders	-3,53,94,709	-11,649
Total no. of equity shares at the end of the year	10,87,08,200	50,000
Weighted average number of equity shares		
For basic EPS	4,92,38,056	50,000
For diluted EPS	5,21,84,069	50,000
Nominal value of equity shares	2	2
Basic earning per share	(0.72)	(0.23)
Diluted earning per share	(0.68)	(0.23)
Weighted average number of equity shares		
Weighted average number of equity shares for basic EPS	4,92,38,056	50,000
Effect of dilution: Share options	29,46,013	-
Weighted average number of equity shares adjusted for the effect of dilution	5,21,84,069	50,000

Note 33 : Share based payments

The Company has instituted Employee Stock Option Scheme 2016 ("ESOP 2016"). Under ESOP 2016 the Company, at its discretion, may grant share option to the senior employees of the Company and its Subsidiary Company. As on March 31, 2017, the Company has granted 33,94,114 options convertible into equal number of Equity Shares of face value of 2 each. The following table sets forth the particulars of the options under ESOP 2016:

Scheme	ESOP 2016
Date of grant	October 25, 2016
Number of options granted	14,18,332, 1,69,846 and 18,05,936
Exercise price per option	Rs. 54, Rs. 91 and Rs. 97
Fair Value of option on Grant date	Rs. 43.43, Rs. 19.94 and Rs. 17.45
Vesting period	31-Oct-17 for Grant I and II
Vesting requirements	Time based vesting for Grants I and II
Exercise period	At the time of listing or at the time of sale of 51% equity by promoters, whichever is
Method of settlement	Through allotment of one equity share for each option granted.

The following table sets forth a summary of the activity of options:

Particulars	**2016-17 Share options**
Options	
Outstanding at the beginning of the period	-
Vested but not exercised at the beginning of the period	-
Granted during the period	33,94,114
Forfeited during the period	-
Exercised during the period	-
Expired during the period	-
Outstanding at the end of the period	33,94,114
Exercisable at the end of the period	-
Weighted average exercise price per option (Rs.)	**78.73**

Share options outstanding at the end of the year have the following expiry date , exercise price and weighted average contractual life of the options outstanding at the end of the year :

Grant date	Expiry date	Exercise price	March 31, 2017 Share options
25-Oct-16	@	Rs. 54, 91 and 97	14,18,332
Weighted average remaining contractual life (Years)			5.5

@ At the time of listing or at the time of sale of 51% equity by promoters, whichever is earlier.
The Company has granted 33,94,114 options during the year ended on March 31, 2017 (March 31, 2016 : Nil). The fair value of the share based payment options granted is determined using the binomial model using the following inputs at the grant date which takes in to account the exercise price, the term of the option, the share price at the grant date, and the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Particulars	31st March 2017
Share price as at measurement date	Rs. 84.94
Expected volatility	18.34%
Expected life (years)	4
Dividend yield	0%
Risk-free interest rate (%)	6.68%

Expense arising from share- based payment transactions

Total expenses arising from share- based payment transactions recognised in profit or loss as part of employee benefit expense were as follows :

Particulars	2016-17 Rupees
Employee option plan	7,14,676
Total employee share based payment expense	**7,14,676**

Arvind Fashions Limited
(Formerly Known as Arvind J&M Limited)
Notes to the Financial Statements
Note 34 : Lease Rent

Operating Lease

Showrooms and other facilities are taken on lease period of 1 to 9 years with option of renewal.
The particulars of these leases are as follows: **Rupees**

Particulars	Year ended	
	March 31, 2017	March 31, 2016
Future Minimum lease payments obligation on non-cancellable operating leases:		
Not later than one year	5,98,10,825	
Later than one year and not later than five years	3,01,87,859	
Lease Payment recognised in Statement of Profit and Loss	7,54,61,477	

` **Note 35 : Fair value disclosures for financial assets and financial liabilities**

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Particulars	Carrying amount		Fair value	
	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees	As at March 31, 2017 Rupees	As at March 31, 2016 Rupees
Financial assets				
Investments measured at fair value through OCI	8,655	1,89,085	8,655	1,89,085
Total	**8,655**	**1,89,085**	**8,655**	**1,89,085**
Financial liabilities				
Borrowings	22,54,30,038	2,00,000	22,54,30,038	2,00,000
Total	**22,54,30,038**	**2,00,000**	**2,32,47,10,897**	**2,20,214**

The management assessed that the fair values of cash and cash equivalents, other bank balances, loans trade receivables, other current financial assets, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values

The fair value of borrowings and other financial liabilities is calculated by discounting future cash flows using rates currently available for debts on similar terms, credit risk and remaining maturities.

The discount for lack of marketability represents the amounts that the Company has determined that market participants would take into account when pricing the investments.

Note 36 : Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities

Quantitative disclosures fair value measurement hierarchy for financial assets as at March 31, 2017 and March 31, 2016

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1) (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
		Rupees	Rupees	Rupees	Rupees
As at March 31, 2017					
Assets measured at fair value					
Fair value through Other Comprehensive Income					
Investment in Equity shares, quoted	**March 31, 2017**	8,655	8,655		-
As at March 31, 2016					
Assets measured at fair value					
Fair value through Other Comprehensive Income					
Investment in Equity shares, quoted	**March 31, 2016**	1,89,085	1,89,085	-	-

Quantitative disclosures fair value measurement hierarchy for financial liabilities as at March 31, 2017 and March 31, 2016

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
		Rupees	Rupees	Rupees	Rupees
As at March 31, 2017					
Liabilities disclosed at fair value					
Borrowings	**March 31, 2017**	22,54,30,038	-	22,54,30,038	-
As at March 31, 2016					
Liabilities disclosed at fair value					
Borrowings	**March 31, 2016**	2,00,000	-	2,00,000	-

Note 37 : Financial instruments risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise borrowings and trade & other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's principal financial assets include Investments, loans given, trade and other receivables and cash & short-term deposits that derive directly from its operations.

The Company's activities expose it to market risk, credit risk and liquidity risk. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency exposures and interest rate swaps to hedge certain variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading / speculative instruments.

The Company's risk management is carried out by a Treasury department under policies approved by the Board of directors. Company's treasury identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings, deposits, Investments, trade and other receivables, trade and other payables and derivative financial instruments.

Within the various methodologies to analyse and manage risk, Company has implemented a system based on "sensitivity analysis" on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a parallel shift of 50-basis points of the interest rate yield curves in all currencies.

- a simultaneous, parallel foreign exchange rates shift in which the INR appreciates / depreciates against all currencies by 2%

- 10% increase / decrease in equity prices of all investments traded in an active market, which are classified as financial asset measured at FVOCI.

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit & loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity, pension and other post-retirement obligations and provisions.

The following assumption has been made in calculating the sensitivity analyses:
- The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2017 and March 31, 2016 including the effect of hedge accounting, if any.

Interest rate risk

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest. The Company seeks to mitigate such risk by entering into interest rate derivative financial instruments such as interest rate swaps or cross-currency interest rate swaps. Interest rate swap agreements are used to adjust the proportion of total debt, that are subject to variable and fixed interest rates.

Under an interest rate swap agreement, the Company either agrees to pay an amount equal to a specified fixed-rate of interest times a notional principal amount, and to receive in return an amount equal to a specified variable-rate of interest times the same notional principal amount or, vice-versa, to receive a fixed-rate amount and to pay a variable-rate amount. The notional amounts of the contracts are not exchanged. No other cash payments are made unless the agreement is terminated prior to maturity, in which case the amount paid or received in settlement is established by agreement at the time of termination, and usually represents the net present value, at current rates of interest, of the remaining obligations to exchange payments under the terms of the contract.

As at March 31, 2017, after taking into account the effect of interest rate swaps, approximately 94% of the Company's Borrowings are at fixed rate of interest (March 31, 2016 : 100%)

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Rupees

	Effect on profit before tax	Effect on pre-tax equity
March 31, 2017		
Increase in 50 basis points	**-63,624**	**-63,624**
Decrease in 50 basis points	**63,624**	**63,624**
March 31, 2016		
Increase in 50 basis points		-
Decrease in 50 basis points	-	-

Exclusion from this analysis are as follows:

- Fixed rate financial instruments measured at cost : Since a change in interest rate would not change the carrying amount of this category of instruments, there is no net income impact and they are excluded from this analysis

- The effect of interest rate changes on future cash flows is excluded from this analysis.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currency, primarily in USD. The Company has obtained foreign currency loans and has foreign currency trade payables and receivables etc. and is, therefore, exposed to foreign exchange risk. The Company may use forward contracts, foreign exchange options or currency swaps towards hedging risk resulting from changes and fluctuations in foreign currency exchange rate. These foreign exchange contracts, carried at fair value, may have varying maturities varying depending upon the primary host contract requirements and risk management strategy of the company.

The Company manages its foreign currency risk by hedging appropriate percentage of its foreign currency exposure, as approved by Board as per established risk management policy. Details of the hedge & unhedged position of the Company given in Note no.28

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD ,EUR and GBP rates to the functional currency of respective entity, with all other variables held constant. The Company’s exposure to foreign currency changes for all other currencies is not material. The impact on the Company’s profit before tax is due to changes in the fair value of monetary assets and liabilities. The impact on the Company’s pre-tax equity is due to changes in the fair value of foreign currency monetary items designated as cash flow hedge.

	Change in USD rate	Effect on profit before tax (Rupees)	Effect on pre-tax equity (Rupees)
March 31, 2017	**+2%**	**(17,48,185)**	**(17,48,185)**
	-2%	**17,48,185**	**17,48,185**
March 31, 2016	**+2%**	-	-
	-2%	-	-

The movement in the pre-tax effect is a result of a change in the fair value of financial instruments not designated in a hedge relationship. Although the financial instruments have not been designated in a hedge relationship, they act as an economic hedge and will offset the underlying transactions when they occur.

Equity price risk

The Company's investment consists of investments in publicly traded companies held for purposes other than trading. Such investments held in connection with non-consolidated investments represent a low exposure risk for the Company and are not hedged.

As at March 31, 2016, the exposure to listed equity securities at fair value was Rs. 189,085. A decrease of 10% on the BSE market index could have an impact of approximately Rs. 18,908 on the OCI or equity attributable to the Company. An increase of 10% in the value of the listed securities would also impact OCI and equity. These changes would not have an effect on profit or loss.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 45 days to 90 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 7. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The requirement of impairment is analysed as each reporting date. Refer Note 7 for details on the impairment of trade receivables.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties who meets the minimum threshold requirements under the counterparty risk assessment process. The Company monitors the ratings, credit spreads and financial strength of its counterparties. Based on its on-going assessment of counterparty risk, the group adjusts its exposure to various counterparties. The Company's maximum exposure to credit risk for the components of the Balance sheet as of March 31, 2017 and March 31, 2016 is the carrying amount as disclosed in Note 35.

(c) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including bilateral loans, debt and overdraft from both domestic and international banks at an optimised cost. It also enjoys strong access to domestic capital markets across equity.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

					Rupees
Particulars	**On Demand**	**1 month to 3 months**	**3 months to 1 year**	**1 year to 5 years**	**more than 5 years**
Year ended March 31, 2017					
Interest bearing borrowings*	1,27,24,816	21,27,05,222	-	-	-
Trade payables	95,43,31,919	69,38,83,860	25,65,94,307	-	-
Other financial liabilities#	18,48,64,742	-	2,06,031	94,00,000	-
	1,15,19,21,477	**90,65,89,082**	**25,68,00,338**	**94,00,000**	**-**
Year ended March 31, 2016					
Interest bearing borrowings*	2,00,000	-	-	-	-
Trade payables	20,082	-	-	-	-
Other financial liabilities#	132	-	-	-	-
	2,20,214	**-**	**-**	**-**	**-**

* Includes contractual interest payment based on interest rate prevailing at the end of the reporting period over the tenor of the borrowings.
# Other financial liabilities includes interest accrued but not due of Rs. 12,319,897/- (March 31, 2016 : Rs.132/-).

Note 38 : Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

Particulars	Year ended March 31, 2017 Rupees	Year ended March 31, 2016 Rupees
Interest-bearing loans and borrowings (Note 13)	22,54,30,038	2,00,000
Less: cash and cash equivalent (including other bank balance) (Note 7)	-13,09,338	-1,24,412
Net debt	**22,41,20,700**	**75,588**
Equity share capital (Note 11)	21,74,16,400	1,00,000
Other equity (Note 12)	8,55,27,65,640	-6,717
Total capital	**8,77,01,82,040**	**93,283**
Capital and net debt	**8,99,43,02,740**	**1,68,871**
Gearing ratio	**2.49%**	**44.76%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2017 and March 31, 2016

Loan covenants

Under the terms of the major borrowing facilities, the Company has complied with the required financial covenants through out the reporting periods.

Arvind Fashions Limited

(Formerly Known as Arvind J&M Limited)

Notes to the Financial Statements

Note 39 : First- time adoption of Ind AS

These financial statements, for the year ended March 31, 2017, are the first annual Ind AS financial statements, the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2017, together with the comparative period data as at and for the period ended March 31, 2016, as described in the summary of significant accounting policies. The Company came into existense only in January 5, 2016. This note explains the principal adjustments made by the Company in restating its previously published Indian GAAP financial statements as at and for the year ended March 31, 2016.

A. Exemptions applied

Ind AS 101 "First-time Adoption of Indian Accounting Standards" allows first-time adopter certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Ind AS optional exemptions

1 Deemed cost

On transition to Ind AS, the Company has elected to measure all items of property, plant and equipment at cost eligible under Ind AS 16 less accumulated amortisation and accumulated impairment losses, if any.

On transition to Ind AS, the Company has elected to measure items of Intangible assets at cost eligible under Ind AS 38 less accumulated amortisation and accumulated impairment losses, if any.

Ind AS mandatory exceptions

1 Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP, unless there is objective evidence that those estimates were in error.

Ind AS estimates as at March 31, 2016 are consistent with the estimates as at the same date made in the conformity with previous GAAP . The Company made estimates for the following in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

1. Impairment of financial assets based on Expected Credit Loss model

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions as of March 31, 2016.

2 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS:

Reconciliation between previous GAAP and Ind AS

1. Reconciliation of equity as at March 31, 2016

Rupees

	Notes	As at March 31, 2016
Equity under previous GAAP		**88,351**
Impact of fair valuation of Financial Instruments	i.	4,932
Equity as per Ind AS		**93,283**

2. Reconciliation of total comprehensive income reconciliation for the year ended March 31, 2016

Rupees

	Notes	2015-16
Profit after tax as per previous GAAP		**(11,649)**
Ind AS adjustments		-
Profit after tax as per Ind AS		**(11,649)**
Other comprehensive income (net of tax)		
Fair valuation impact on investment through FVOCI (net of tax)	i.	4,932
Total Comprehensive Income under Ind AS, net of tax		**(6,717)**

Notes to the reconciliation of equity as at March 31, 2016 and total comprehensive income for the year ended March 31, 2016

i. Impact of fair valuation of Financial Instruments

Under previous GAAP, the long-term investments were measured at cost less permanent diminution in value, if any. Ind AS requires all investments to be measured at fair value at the reporting date and all changes in the fair value subsequent to the transition date to be recognised either in the Statement of profit and loss or Other Comprehensive Income (based on the category in which they are classified).

ii. Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Item of income and expense that are not recognised in profit or loss but are shown in the Statement of profit and loss as "other comprehensive income" includes fair value gain / loss on FVOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.

iii. Statement of cash flows

The impact of transition from previous GAAP to Ind AS on the statement of cash flows is due to various reclassification adjustments recorded under Ind AS in Balance sheet and Statement of profit and loss and difference in the definition of cash and cash equivalents under these two GAAPs like bank overdraft.

Note 40 : Standards issued but not yet effective

The standard issued, but not yet effective up to the date of issuance of the Company's financial statements is disclosed below. The Company intends to adopt this standard when it becomes effective.

Amendment to Ind AS 7:

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The effect on the financial statements is being evaluated by the Group.

Amendment to Ind AS 102:

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes. It clarifies that the fair value of cash-settled awards is determined on a basis consistent with that used for equity settled awards. Market-based performance conditions and non-vesting conditions are reflected in the 'fair values', but non-market performance conditions and service vesting conditions are reflected in the estimate of the number of awards expected to vest. Also, the amendment clarifies that if the terms and conditions of a cash-settled share-based payment transaction are modified with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as such from the date of the modification. Further, the amendment requires the award that include a net settlement feature in respect of withholding taxes to be treated as equity-settled in its entirety. The cash payment to the tax authority is treated as if it was part of an equity settlement. The effect on the financial statements is being evaluated by the Group.

Note 41 : Disclosure on Specified Bank Notes (SBNs)

During the year, the Company did not have specified bank notes as defined in MCA notification G.S.R. 308(E) dated March 31, 2017 .

Arvind Fashions Limited

(Formerly Known as Arvind J&M Limited)

Notes to the Financial Statements

Note 42 : Business Transfer

A Business Transfer Agreement ("the Agreement") between Arvind Lifestyle Brands Limited (ALBL) and Arvind Fashions Limited (AFL), was executed on 21th October 2016 whereby ALBL agreed to sell, transfer, convey, assign and deliver the Business Undertaking (consisting of designing, sourcing, manufacturing, distribution wholesale, franchise and any other business of ALBL, other than the Stores, using the Arrow, Izod and Flying Machine Marks and comprised of the sale of Assets, the Employees, and the Business Liabilities) to AFL, as a going concern and on a slump sale basis, for a consideration of Rs. 253,25,08,028/-.

Following Assets and Liabilities were transferred under the agreement

Particulars - Assets/(Liabilities)	**Rupees**
Inventories	2,28,43,66,153
Fixed Assets	3,75,95,358
Brand Value & License Brands	21,26,77,109
Trade Receivable	1,84,38,58,645
Trade Payable and Acceptances	-1,43,55,41,985
Short Term Borrowings	-37,76,91,909
Provisions	-3,27,55,343
Total - Net Asset	**2,53,25,08,028**

Note 43 : Changes in Non controlling interest

During the year ended March 31, 2017, pursuant to Share subscription and shareholders agreement, the Company, has issued 1,12,08,200 equity shares of Rs. 2/- each at a premium of Rs. 658.20, outside the group, whereby the controlling interest of the group in Company has reduced to 89.69% from 100%.

Note 44 : Regrouped, Recast, Reclassified

Figures of the earlier year have been regrouped or reclassified to conform to Ind AS presentation requirements.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 MARCH 2017

1. Corporate Information

Arvind Fashions Limited (formerly known as Arvind J&M Limited) ('the Company') is engaged in the business of Readymade Garment Apparels and Accessories. The Company and its subsidiaries is marketing in India the branded apparel under various brands. The brands portfolio of the Company includes Domestic and International brands like Flying Machine, Arrow, US Polo, Nautica, GANT, GAP, TCP Izod, Elle, Cherokee etc.

The Company is a Subsidiary of Arvind Fashions Limited (formerly known as Arvind J&M Limited) and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Naroda Road, Ahmedabad - 380025.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 11, 2017.

2. Statement of Compliance and Basis of Preparation

2.1 Compliance with Ind AS

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as issued under the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with Accounting Standards specified in Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP") and other relevant provision of the Act. These financial statements for the year ended March 31, 2017 are the first financial statements that the Company has prepared in accordance with Ind AS. Refer to Note 39 for information of how the transition from previous GAAP to Ind AS has affected the Company's Balance sheet, Statement of profit & loss and Statement of cash flow.

2.2 Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the followings:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- Share based payments;
- Defined benefit plans – plan assets measured at fair value;
- Value in Use

3. Summary of Significant Accounting Policies

The following are the significant accounting policies applied by the Company in preparing its financial statements consistently to all the periods presented:

3.1. Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

3.2. Use of estimates and judgements

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Difference between actual results and estimates are recognised in the period in which the results are known / materialised.
The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

3.3. Foreign currencies

The Company’s financial statements are presented in INR, which is also the Company’s functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company’s functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement of such transaction and on translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

3.4. Fair value measurement

The Company measures financial instruments such as derivatives and Investments at fair value at the end of each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
  Or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and for non-recurring measurement, such as asset held for sale.

External valuers are involved for valuation of significant assets, such as properties. Involvement of external valuers is decided upon annually by the management after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

Management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable on yearly basis.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortised cost)

3.5. Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

The Company adjusts exchange differences arising on translation difference / settlement of long-term foreign currency monetary items outstanding as at March 31, 2016, pertaining to the acquisition of a depreciable asset, to the cost of asset and depreciates the same over the remaining life of the asset.

Borrowing cost relating to acquisition / construction of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Capital work-in-progress comprises cost of fixed assets that are not yet installed and ready for their intended use at the balance sheet date.

Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

Depreciation

Depreciation on property, plant and equipment is provided so as to write off the cost of assets less residual values over their useful lives of the assets, using the straight line method as prescribed under Part C of Schedule II to the Companies Act 2013 except for Plant and Machinery, Leasehold Improvements and Furniture & Fixtures.

When parts of an item of property, plant and equipment have different useful life, they are accounted for as separate items (Major Components) and are depreciated over their useful life or over the remaining useful life of the principal assets whichever is less.

Depreciation on Plant and Machinery, Leasehold Improvements, Furniture & Fixtures and Vehicles is provided on straight line basis over the useful lives of the assets as estimated by management based on internal assessment. The management estimates the useful lives for Plant & Machinery at 5 years, Leasehold Improvements and Furniture & Fixtures at 6 years.

The management believes that the useful life as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II to the Companies Act 2013.

Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Transition to Ind AS

On transition to Ind AS, the Company has elected to measure all items of property, plant and equipment at cost eligible under Ind AS 16 less accumulated amortisation and accumulated impairment losses, if any.

3.6. Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Finance leases that transfer to the Company substantially all of the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the Statement of Profit and Loss unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

An operating lease is a lease other than a finance lease. Operating lease payments are recognised as an operating expense in the Statement of Profit and Loss on a straight-line basis over the lease term except the case where incremental lease reflects inflationary effect and lease expense is accounted in such case by actual rent for the period.

3.7. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

3.8. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in the Statement of Profit and Loss in the period in which expenditure is incurred.

The useful lives of intangible assets are assessed as finite.

Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortisation
Brand Value and License Brands acquired under Business Transfer Agreement will be amortized on Straight Line basis up to March 31, 2019.

3.9. Inventories

Inventories of Raw material, Stock-in-trade and Packing Material are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

- Stock in Trade: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

All other inventories are valued at cost. The stock of waste is valued at net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

3.10. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of the Company. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the Company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses, including impairment on inventories, are recognised in the Statement of Profit and Loss in those expense categories consistent with the function of the impaired asset, except for a property previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

3.11. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company, the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Sale of goods
Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, which generally coincides with delivery of goods. Revenue from export sales are recognized on shipment basis. Revenue from the sale of goods is measured at the fair value of the

consideration received or receivable including excise duty, net of returns and allowances, trade discounts and volume rebates.

Sale of goods – customer loyalty programme (deferred revenue)
The Company operates a loyalty point programme which allows customers to accumulate points when they purchase the products. The points can be redeemed for free products, subject to a minimum number of points being obtained. Consideration received is allocated between the product sold and the points issued, with the consideration allocated to the points equal to their fair value. Fair value of the points is determined by applying a statistical analysis. The fair value of the points issued is deferred and recognised as revenue when the points are redeemed.

Sales Return
The Company recognises provision for sales return, based on the historical results, measured on net basis of the margin of the sales.

Rendering of services
Revenue from store displays and sponsorships are recognised based on the period for which the products or the sponsors' advertisements are promoted/ displayed. Facility management fees are recognised pro-rata over the period of the contract.

Interest income
For all financial instruments measured at amortised cost and interest-bearing financial assets classified as fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

Insurance claims
Claims receivable on account of Insurance are accounted for to the extent the Company is reasonably certain of their ultimate collection.

3.12. Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

(i) Initial recognition and measurement of financial assets

All financial assets, except investment in subsidiaries and joint ventures, are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

(ii) Subsequent measurement of financial assets

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

- **Financial assets at amortised cost** :

  A financial asset is measured at amortised cost if:
  - the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
  - the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

  This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

- **Financial assets at fair value through other comprehensive income**

  A financial asset is measured at fair value through other comprehensive income if:
  - the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
  - the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

  Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI financial asset is reported as interest income using the EIR method.

- **Financial assets at fair value through profit or loss**

  FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

After initial measurement, such financial assets are subsequently measured at fair value with all changes recognised in Statement of profit and loss.

- **Equity instruments:**
  All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

  If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

  Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L

(iii) Derecognition of financial assets

A financial asset is derecognised when:

- the contractual rights to the cash flows from the financial asset expire,
  or
- The Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(iv) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassifications and how they are accounted for.

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

(v) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18, if they do not contain a significant financing component
- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18 that contain a significant financing component, if the Company applies practical expedient to ignore separation of time value of money, and

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected in a separate line under the head "Other expenses" in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost and contract assets: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

b) Financial Liabilities

(i) Initial recognition and measurement of financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the issue of the financial liabilities.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

(ii) Subsequent measurement of financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through profit or loss**

  Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109.

  Gains or losses on liabilities held for trading are recognised in the profit or loss.

  Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

- **Loans and Borrowings**

  This is the category most relevant to the Company. After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.
This category generally applies to borrowings.

(iii) Derecognition of financial liabilities

A financial liability (or a part of a financial liability) is derecognised from its balance sheet when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.13. Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company’s cash management.

3.14. Export incentives

Export incentives under various schemes notified by government are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

3.15. Taxes

Tax expense comprises of current income tax and deferred tax.

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Current income tax are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of profit and loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax includes MAT tax credit.

3.16. Employee Benefits

a) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, exgratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

b) Post-Employment Benefits

(i) Defined contribution plan

The Company's approved provident fund scheme, superannuation fund scheme, employees' state insurance fund scheme and Employees' pension scheme are defined contribution plans. The Company has no obligation, other than the contribution paid/payable under such schemes. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.

(ii) Defined benefit plan

The employee's gratuity fund scheme and post-retirement medical benefit schemes are Company's defined benefit plans. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet. In case of funded plans, the fair value of plan asset is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on the net basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

c) **Other long term employment benefits:**
The employee's long term compensated absences are Company's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet. In case of funded plans, the fair value of plan asset is reduced from the gross obligation, to recognise the obligation on the net basis.

d) **Termination Benefits :**
Termination benefits such as compensation under voluntary retirement scheme are recognised in the year in which termination benefits become payable.

3.17. Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions
The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3.18. Earnings per share

Basic EPS is calculated by dividing the profit / loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit / loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

3.19. Provisions

General
Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

4. Significant accounting judgements, estimates and assumptions

The preparation of the Company’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

4.1. Significant judgements in applying the Company’s accounting policies
In the process of applying the Company’s accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Revenue recognition
The Company assesses its revenue arrangement in order to determine if its business partner is acting as a principle or as an agent by analysing whether the Company has primary obligation for pricing latitude and exposure to credit / inventory risk associated with the sale of goods. The Company has concluded that certain arrangements are on principal to agent basis where its business partner is acting as an agent. Hence, sale of goods to its business partner is recognised once they are sold to the end customer.

4.2. Estimates and assumption

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Defined benefit plans

The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation. The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates for the country.

Further details about defined benefit obligations are provided in Note 30.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See Note 37 for further disclosures.

Share-based payments

The Company initially measures the cost of equity-settled transactions with employees using a binomial model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For equity-settled share-based payment transactions, the liability needs to be measured at the time of grant. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 32.

Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has Rs. 2,01,09,104/- (March 31, 2016 : Rs. Nil) of unused losses available for offsetting against future taxable income. These credits expire in 8 years. The Company has taxable temporary difference and tax planning opportunities available that could partly support the recognition of these credits as deferred tax assets. On this basis, the Company has determined that it can recognise deferred tax assets on the unused losses carried forward.

Further details on taxes are disclosed in Note 25.

Intangible assets

Refer Note 3.8 for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 6.

Property, plant and equipment

Refer Note 3.5 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 5.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.