

ARVIND FASHIONS

Arvind Fashions Limited

CIN: L52399GJ2016PLCo85595

Regd. Office: Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad - 380025

Phone No.: 079 - 68262000

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Arvind Fashions Limited will be held on Thursday, 16th September 2021 at 11.00 a.m. through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following Business:

SPECIAL BUSINESS

Item no. 1: To create, offer, issue and allot shares on Preferential Basis to Investors:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) on which the Equity Shares having face value of Rs. 4/- each of the Company (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 1,82,60,858 (One Crore Eighty Two Lakhs Sixty Thousand Eight Hundred Fifty Eight) Equity Shares at a price of Rs. 218.50 (Rupees Two Hundred Eighteen and Fifty Paise only) per Equity Share (‘Preferential Allotment Price’), aggregating to Rs. 398,99,97,473 (Three Hundred Ninety Eight Crores Ninety Nine Lakhs Ninety Seven Thousand Four Hundred Seventy Three Only) to the investors listed in the table below (Hereinafter referred to as “Investors”) as per the details listed below, on a preferential basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.”

Sr No	Name of proposed Investors	Maximum no of Equity Shares
1	Akash Bhanshali	80,09,153
2	Kwickadd Technologies Private Limited	17,84,897
3	ICICI Prudential Smallcap Fund	13,72,997
4	ICICI Prudential Midcap Fund	13,72,997
5	ICICI Prudential India Opportunities Fund	13,72,997
6	Ashish Dhawan	11,44,164
7	University of Notre Dame Du Lac	7,48,283
8	GP Emerging Markets Strategies, LP	6,59,038
9	Sachi Jagdish Master	4,57,665
10	The Ram Fund, LP	4,27,917
11	Lashit Sanghvi	2,28,832
12	Neha Sanghvi	2,28,832
13	Pragma Fund SPC – Equities Segregated Portfolio	1,23,569
14	The TIFF Keystone Fund LP	96,109
15	Catholic Endowment Fund L.P.	91,533
16	Massachusetts Institute of Technology	86,956
17	TIFF Global Equity Fund, L.P.	54,919
	Total	1,82,60,858

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Allotment of the Equity Shares be and is hereby fixed as Tuesday, 17th August 2021 being the date 30 (thirty) days prior to the date of the Extraordinary General Meeting i.e. Thursday, 16th September 2021.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.
- (b) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- (c) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (d) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (e) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (f) The Equity Shares will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.”

“RESOLVED FURTHER THAT if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the company shall allot the shares to the Investors (listed herein) up to the extent of their applications received.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investors be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investors inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Item no. 2: To create, offer, issue and allot shares on Preferential Basis to one of the Promoters:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share

Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") on which the Equity Shares having face value of Rs. 4/- each of the Company ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 18,30,663 (Eighteen Lakhs Thirty Thousand Six Hundred Sixty Three) Equity Shares at a price of Rs. 218.50 (Rupees Two Hundred Eighteen and Fifty Paise Only) per Equity Share ("Preferential Allotment Price"), aggregating to Rs. 39,99,99,865.50 (Rupees Thirty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred Sixty Five and Fifty Paise Only) to Aura Merchandise Private Limited (hereinafter referred to as "Promoter") as per the details listed below, on a preferential basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, and subject to receipt of the requisite approvals from SEBI and the Stock Exchanges for the investment by the Promoter in the Preferential Allotment."

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Allotment of the Equity Shares be and is hereby fixed as Tuesday, 17th August 2021 being the date 30 (thirty) days prior to the date of the Extraordinary General Meeting i.e. Thursday, 16th September 2021."

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.
- (b) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- (c) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (d) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (e) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (f) The Equity Shares will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be."

"RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investors be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Promoter inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares."

"RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary,

desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board

Date: August 21, 2021
Place: Bangalore

Vijay Kumar B S
Company Secretary

Registered Office:

Main Building,
Arvind Limited Premises,
Naroda Road,
Ahmedabad-380025.

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 10/2021 read with Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 (MCA Circulars), respectively, permitted the holding of Extraordinary General Meeting (EGM) through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Members of the Company is being held through VC/OAVM. **Hence, Members can attend and participate in the EGM through VC/OAVM only.** The deemed venue for the EGM of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is explained at Note No. 12 below.
2. The Notice of the Extraordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company’s website www.arvindfashions.com; and on the websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extraordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.

7. All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the registered office of the Company at Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad-380025, from August 23, 2021 to September 16, 2021 on office working days from 02:30 p.m. to 04:30 p.m.
8. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/ Link Intime India Pvt. Ltd.
9. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
10. Since the EGM will be held through VC/OAVM, the Route Map is not annexed with Notice.

11. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING):

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- II. The Company has engaged the services of NSDL as the Agency to provide remote e-Voting facility and e-Voting during the EGM.
- III. Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145, COP 8195) has been appointed as the Scrutinizer to scrutinize the e-Voting during the EGM and remote e-Voting in a fair and transparent manner.
- IV. The Results of voting will be declared within 48 hours from the conclusion of the EGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Limited) and shall also be displayed on the Company's website www.arvindfashions.com and NSDL's website www.evotingnsdl.com.
- V. Voting rights of the Members for voting through remote e-Voting and voting during the EGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 10, 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-Voting and voting during the EGM.
- VI. The remote e-Voting facility will be available during the following period:
 - a. Commencement of remote e-Voting: 09:00 A.M. (IST) on Monday, September 13, 2021.
 - b. End of remote e-Voting: 05:00 P.M. (IST) on Wednesday, September 15, 2021.
 - c. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.
- VII. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM.
- VIII. The Members who have cast their vote by remote e-Voting prior to the EGM may also attend/ participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
- IX. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in mentioning their demat account number/ folio number, PAN, name and registered address. However, if he/ she is already registered with NSDL for remote e-Voting then he/ she can use his/ her existing User ID and password for casting the vote.

X. Process and manner for Remote e-Voting:

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

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

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and

email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DPID followed by 8 Digit Client ID For example if your DPID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which is Arvind Fashions Limited, for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs.buchassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@arvindbrands.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@arvindbrands.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for members for e-Voting on the day of the EGM:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

12. Instructions for Members to attend the EGM through VC/OAVM:

- I. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- II. Members are encouraged to join the Meeting through Laptops for better experience.
- III. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- IV. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- V. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990.
- VI. Members seeking any information with regard to any business to be dealt at the EGM, are requested to send an e-mail on investor.relations@arvindbrands.co.in on or before September 13, 2021 along with their name, DP ID and Client ID/ folio number, PAN and mobile number. The same will be replied by the Company suitably.
- VII. Further, members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio Number, PAN and mobile number at investor.relations@arvindbrands.co.in on or before September 13, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item no. 1

The Board of Directors at their meeting held on Saturday, 21st August 2021 had, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of 1,82,60,858 (One Crore Eighty Two Lakhs Sixty Thousand Eight Hundred Fifty Eight) Equity Shares to the Investors, on a preferential basis as may be determined as per the provisions of chapter V of SEBI (ICDR) Regulations, 2018.

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI (ICDR) Regulations, 2018 and the other applicable provisions of law, are as follows:

1. Objects of the Preferential Issue:

In light of the uncertainties created due to the ongoing pandemic, the Company needs to raise additional funds to strengthen its balance sheet and have access to long term resources to meet its growth requirements.

The object of raising the equity share capital by issuing Equity Shares is:

- (i) to augment working capital
- (ii) funding of capital expenditure
- (iii) Investment in Subsidiary companies
- (iv) repayment of debt and
- (v) general corporate purposes

A quicker receipt of funds through the proposed preferential issue will lead to an immediate reduction in debt thereby reducing the interest cost, which will help increase the profitability and cash flow prospects and help in insulating the company from the Covid 19 related uncertainties.

As on 30-Jun-2021, the company had a gross debt of Rs. 913 crores on a consolidated basis.

2. The total number of Equity Shares and the price at which to be issued:

Total Number of Equity Shares:

The Company proposes to issue and allot up to 1,82,60,858 (One Crore Eighty Two Lakhs Sixty Thousand Eight Hundred Fifty Eight) Equity Shares at a price of Rs. 218.50 (Rupees Two Hundred Eighteen and Fifty Paise Only) per Equity Share ("Preferential Allotment Price") aggregating to Rs. 398,99,97,473 (Three Hundred Ninety Eight Crores Ninety Nine Lakhs Ninety Seven Thousand Four Hundred Seventy Three Only).

Preferential Allotment Price:

The existing Equity Shares of the Company are traded on both BSE Limited and the National Stock Exchange of India Limited. The highest trading volume in respect of the Equity Shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date on the National Stock Exchange of India Limited.

The minimum price as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares is Rs. 218.42 (Rupees Two Hundred Eighteen and Forty Two Paise Only) being the higher of the following:

- (a) Rs. 156.65 (Rupees One Hundred Fifty Six and Sixty Five Paise Only) as average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the National Stock Exchange of India Limited during the twenty six weeks preceding the Relevant Date;

OR

- (b) Rs. 218.42 (Rupees Two Hundred Eighteen and Forty Two Paise Only) as the average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the National Stock Exchange of India Limited during the two weeks preceding the Relevant Date.

However, your Board proposes to issue the Equity Shares each carrying a right to subscribe to one Equity Share per Share at a Price of Rs. 218.50 (Rupees Two Hundred Eighteen and Fifty Paise Only) per Share, which price is not less than the minimum price at which the securities are permitted to be issued in accordance with Chapter V of the SEBI (ICDR) Regulations.

3. Basis on which the price has been arrived:

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

4. The relevant date on the basis of which price has been arrived at:

Tuesday, August 17, 2021 being 30 days prior to the date of Extraordinary General Meeting i.e. Thursday, September 16, 2021

5. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the Investors as detailed herein below. The Company has obtained the PAN of all the proposed allottees:

Sr No	Name of Proposed Allottee	Maximum number of Equity Shares	Total Amount
1	Akash Bhanshali	80,09,153	1,74,99,99,930.50
2	Kwickadd Technologies Private Limited	17,84,897	38,99,99,994.50
3	ICICI Prudential Smallcap Fund	13,72,997	29,99,99,844.50
4	ICICI Prudential Midcap Fund	13,72,997	29,99,99,844.50
5	ICICI Prudential India Opportunities Fund	13,72,997	29,99,99,844.50
6	Ashish Dhawan	11,44,164	24,99,99,834.00
7	University of Notre Dame Du Lac	7,48,283	16,34,99,835.50
8	GP Emerging Markets Strategies, LP	6,59,038	14,39,99,803.00
9	Sachi Jagdish Master	4,57,665	9,99,99,802.50
10	The Ram Fund, LP	4,27,917	9,34,99,864.50
11	Lashit Sanghvi	2,28,832	4,99,99,792.00
12	Neha Sanghvi	2,28,832	4,99,99,792.00
13	Pragma Fund SPC – Equities Segregated Portfolio	1,23,569	2,69,99,826.50
14	The TIFF Keystone Fund LP	96,109	2,09,99,816.50
15	Catholic Endowment Fund L.P.	91,533	1,99,99,960.50
16	Massachusetts Institute of Technology	86,956	1,89,99,886.00
17	TIFF Global Equity Fund, L.P.	54,919	1,19,99,801.50
	Total	1,82,60,858	3,98,99,97,473.00

6. Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to a maximum of Rs. 398,99,97,473 (Rupees Three Hundred Ninety Eight Crores Ninety Nine Lakhs Ninety Seven Thousand Four Hundred Seventy Three Only) by issue of 1,82,60,858 (One Crore Eighty Two Lakhs Sixty Thousand Eight Hundred Fifty Eight) Equity Shares.

7. Proposal of the promoters / directors or key management personnel to subscribe to the offer:

No Promoter & Promoter Group of the Company, Director and the Key Management Personnel intend to subscribe to the offer of Equity Shares under this Preferential Issue.

8. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

9. The Shareholding pattern before and after the Preferential Issue is given below:

Category of Investor	Pre Issue Equity Shares[^]				Post Issue Equity Shares*	
	No of fully paid-up Shares	No of Partly Paid Shares	Total No of Shares	% Of Total Shares	Total No of Shares	% Of Total Shares
Promoters and Promoter Group Holding	-	-	-	-	-	-
Indian Promoters / Promoter Group	-	-	-	-	-	-
Individuals / HUF	16,110	-	16,110	0.0%	16,110	0.0%
Bodies Corporate	4,58,40,470	-	4,58,40,470	40.4%	4,76,71,133	35.7%
Sub Total	4,58,56,580	-	4,58,56,580	40.4%	4,76,87,243	35.7%
Foreign Promoters / Promoter Group	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group	4,58,56,580	-	4,58,56,580	40.4%	4,76,87,243	35.7%
Non-Promoters' shareholding	-	-	-	-	-	-
Institutions	-	-	-	-	-	-
Mutual Funds	81,97,934	-	81,97,934	7.2%	1,23,16,925	9.2%
Banks / FI	10,19,342	-	10,19,342	0.9%	10,19,342	0.8%
Insurance Companies	-	-	-	0.0%	-	0.0%

Category of Investor	Pre Issue Equity Shares [^]				Post Issue Equity Shares*	
	No of fully paid-up Shares	No of Partly Paid Shares	Total No of Shares	% Of Total Shares	Total No of Shares	% Of Total Shares
Fills	97,21,398	84	97,21,482	8.6%	1,20,09,806	9.0%
Sub Total	1,89,38,674	84	1,89,38,758	16.7%	2,53,46,073	19.0%
Non- Institutions	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-
Indian	64,26,141	50,855	64,76,996	5.7%	82,61,893	6.2%
Overseas	1,10,64,613	-	1,10,64,613	9.7%	1,10,64,613	8.3%
Individuals	3,04,31,423	1,94,494	3,06,25,917	27.0%	4,06,94,563	30.5%
NRIs	5,24,623	-	5,24,623	0.5%	5,24,623	0.4%
Sub Total	4,84,46,800	2,45,349	4,86,92,149	42.9%	6,05,45,692	45.3%
Total Non-Promoters' Shareholding	6,73,85,474	2,45,433	6,76,30,907	59.6%	8,58,91,765	64.3%
Custodians for GDRs and ADRs	-	-	-	-	-	-
GRAND TOTAL	11,32,42,054	2,45,433	11,34,87,487	100.0%	13,35,79,008	100.0%

*Post giving effect to Resolution No. 2

[^]as on 13th August 2021

10. Proposed time within which the Preferential Issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals.

11. Relevant date and pricing of the issue:

In accordance with the provisions of SEBI (ICDR) Regulations, 2018 the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be Tuesday, 17th August 2021, being the date 30 days prior to the Extraordinary General Meeting i.e. Thursday, 16th September 2021. Pursuant to Regulation 64 of the ICDR Regulations, Issue Price of each Share is fixed at Rs. 218.50 (Rupees Two Hundred Eighteen and Fifty Paise Only) per Share, which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per ICDR Regulations.

12. Auditors' Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above Issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, shall be available for inspection by the Members, at the Registered Office of the Company, on all working days during 2:30 PM to 4:30 PM from the date of dispatch of Notice up to the date of the Extra Ordinary General Meeting i.e. Thursday, 16th September 2021.

13. Identity of the proposed Allottee and percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company, consequent to the Preferential Issue:

The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Name of the Allottees	Category	PAN	Ultimate Beneficial Owner	Pre-Preferential Allotment		Number of Shares proposed to be issued	Post-Preferential Allotment	
				No. of Shares	% of voting rights		No. of Shares	% of voting rights**
Akash Bhanshali	Individual	AADPB5433H	NA			80,09,153	80,09,153	6.0%
Kwickadd Technologies Private Limited	Bodies Corporate	AAFCK3228G	Mahendra Lodha Chitra Lodha			17,84,897	17,84,897	1.3%
ICICI Prudential Smallcap Fund	Mutual Fund	AAAA10038F	NA	11,45,674	1.0%	13,72,997	25,18,671	1.9%
ICICI Prudential Midcap Fund	Mutual Fund	AAAA10038F	NA			13,72,997	13,72,997	1.0%

Name of the Allottees	Category	PAN	Ultimate Beneficial Owner	Pre-Preferential Allotment		Number of Shares proposed to be issued	Post-Preferential Allotment	
				No. of Shares	% of voting rights		No. of Shares	% of voting rights**
ICICI Prudential India Opportunities Fund	Mutual Fund	AAAAI0038F	NA			13,72,997	13,72,997	1.0%
Ashish Dhawan	Individual	ADLPD9621N	NA	54,19,901	4.8%	11,44,164	65,64,065	4.9%
University of Notre Dame Du Lac	Foreign Portfolio Investor	AABCU6782D	NA*	8,42,559	0.7%	7,48,283	15,90,842	1.2%
GP Emerging Markets Strategies, LP	Foreign Portfolio Investor	AACAG7973M	NA*	2,43,359	0.2%	6,59,038	9,02,397	0.7%
Sachi Jagdish Master	Individual	ANLPM1003H	NA			4,57,665	4,57,665	0.3%
The Ram Fund, LP	Foreign Portfolio Investor	AAGAT8590H	Nancy C. Everett [^]	2,57,905	0.2%	4,27,917	6,85,822	0.5%
Lashit Sanghvi	Individual	AAHPS6774J	NA	4,76,774	0.4%	2,28,832	7,05,606	0.5%
Neha Sanghvi	Individual	ABWPS9204P	NA	4,76,774	0.4%	2,28,832	7,05,606	0.5%
Pragma Fund SPC – Equities Segregated Portfolio	Foreign Portfolio Investor	AAKCP6078L	Antonio Luiz da Chunha Saebra	1,40,216	0.1%	1,23,569	2,63,785	0.2%
The TIFF Keystone Fund LP	Foreign Portfolio Investor	AAKFT6469L	NA*	1,06,349	0.1%	96,109	2,02,458	0.2%
Catholic Endowment Fund L.P.	Foreign Portfolio Investor	AAEAC0198G	NA*	1,02,823	0.1%	91,533	1,94,356	0.1%
Massachusetts Institute of Technology	Foreign Portfolio Investor	AADCM8931A	NA*	98,331	0.1%	86,956	1,85,287	0.1%
TIFF Global Equity Fund, L.P.	Foreign Portfolio Investor	AAHAT6530G	Clarence K Brennan [^]	34,774	0.0%	54,919	89,693	0.1%

* Allottee is an FPI with no single natural person's stake being more than the threshold limit

**Post giving effect to Resolution No. 2

[^]Name of Senior managing Official(s)/Designated Partner(s) (since Allottee is a FPI – Category 2 registered with SEBI, with no single natural person's stake being more than the threshold limit)

There will be no change in management control of the Company pursuant to the proposed Issue.

14. Lock-in:

- (i) The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.
- (ii) The entire pre-preferential allotment shareholding of the above Allottees (except for the investments made by the Mutual Funds registered with SEBI), if any, shall be locked-in from the Relevant Date up to a period of six months from the date of allotment of the Equity Shares as per the ICDR Regulations.

15. General:

- (a) None of the Company, its Directors or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (b) The Company is eligible to make the Preferential issue under Chapter V of the SEBI ICDR Regulations.
- (c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

- (d) The proposed allottees have not sold or transferred any Equity Shares during the six months preceding the relevant date.
- (e) 100 per cent of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.
- (f) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) equity share by appropriating Rs. 4/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- (g) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- (h) The equity shares to be issued and allotted by the Company in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

16. Undertaking by the Company:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked in till such amount is paid by the allottees.

The Board at its meeting held on Saturday, 21st August 2021, has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder and SEBI (ICDR) Regulations, the above Preferential Issue requires approval of the shareholders by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution except as disclosed below:

- Mr. Akash Bhansali is a nephew of Mr. Vallabh Bhansali, our independent director.

Item no. 2

The Board of Directors at their meeting held on Saturday, 21st August 2021 had, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of 18,30,663 (Eighteen Lakhs Thirty Thousand Six Hundred Sixty Three) Equity Shares to Aura Merchandise Private Limited (hereinafter referred to as "Promoter"), on a preferential basis as may be determined as per the provisions of chapter V of SEBI (ICDR) Regulations, 2018.

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI (ICDR) Regulations, 2018 and the other applicable provisions of law, are as follows:

1. Objects of the Preferential Issue:

In light of the uncertainties created due to the ongoing pandemic, the Company needs to raise additional funds to strengthen its balance sheet and have access to long term resources to meet its growth requirements.

The object of raising the equity share capital by issuing Equity Shares is:

- (i) to augment working capital
- (ii) funding of capital expenditure
- (iii) Investment in Subsidiary companies.
- (iv) repayment of debt and
- (v) general corporate purposes

A quicker receipt of funds through the proposed preferential issue will lead to an immediate reduction in debt thereby reducing the interest cost, which will help increase the profitability and help in insulating the company from the Covid 19 related uncertainties.

As on 30-Jun-2021, the company had a gross debt of Rs. 913 crores on a consolidated basis.

2. The total number of Equity Shares and the price at which to be issued:

Total Number of Equity Shares:

The Company proposes to issue and allot up to 18,30,663 (Eighteen Lakhs Thirty Thousand Six Hundred Sixty Three) Equity Shares at a price of Rs. 218.50 (Rupees Two Hundred Eighteen and Fifty Paise Only) per Equity Share ("Preferential

Allotment Price”) aggregating to Rs. 39,99,99,865.50 (Rupees Thirty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred Sixty Five and Fifty Paise Only).

Preferential Allotment Price:

The existing Equity Shares of the Company are traded on both BSE Limited and the National Stock Exchange of India Limited. The highest trading volume in respect of the Equity Shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date on the National Stock Exchange of India Limited.

The minimum price as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares is Rs. 218.42 (Rupees Two Hundred Eighteen and Forty Two Paise Only) being the higher of the following:

(a) Rs. 156.65 (Rupees One Hundred Fifty Six and Sixty Five Paise Only) as average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the National Stock Exchange of India Limited during the twenty six weeks preceding the Relevant Date;

OR

(b) Rs. 218.42 (Rupees Two Hundred Eighteen and Forty Two Paise Only) as the average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the National Stock Exchange of India Limited during the two weeks preceding the Relevant Date.

However, your Board proposes to issue the Equity Shares each carrying a right to subscribe to one Equity Share per Share at a Price of Rs. 218.50 (Rupees Two Hundred Eighteen and Fifty Paise Only) per Share, which price is not less than the minimum price at which the securities are permitted to be issued in accordance with Chapter V of the SEBI (ICDR) Regulations.

3. Basis on which the price has been arrived:

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

4. The relevant date on the basis of which price has been arrived at:

Tuesday, August 17, 2021 being 30 days prior to the date of Extraordinary General Meeting i.e. Thursday, September 16, 2021.

5. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the Investors as detailed herein below. The Company has obtained the PAN of all the proposed allottees:

Sr No	Name of Proposed Allottee	Maximum number of Equity Shares proposed to be issued	Total Amount (Rs.)
1	Aura Merchandise Private Limited	18,30,663	39,99,99,865.50
	Total	18,30,663	39,99,99,865.50

6. Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to a maximum of Rs. 39,99,99,865.50 (Rupees Thirty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred Sixty Five and Fifty Paise Only) by issue of 18,30,663 (Eighteen Lakhs Thirty Thousand Six Hundred Sixty Three) Equity Shares.

7. Proposal of the promoters / directors or key management personnel to subscribe to the offer:

The Equity Shares shall be offered to Aura Merchandise Private Limited which is part of the Promoter Group of the Company. Aura Merchandise Private Limited has indicated its intention to subscribe to the Preferential Allotment.

Other than as mentioned hereinabove, no Promoter & Promoter Group of the Company, Director and the Key Management Personnel intend to subscribe to the offer of Equity Shares under this Preferential Issue

8. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

9. The Shareholding pattern before and after the Preferential Issue is given below

Category of Investor	Pre Issue Equity Shares [^]				Post Issue Equity Shares*	
	No of fully paid-up Shares	No of Partly Paid Shares	Total No of Shares	% Of Total Shares	Total No of Shares	% Of Total Shares
Promoters and Promoter Group Holding	-	-	-	-	-	-
Indian Promoters/ Promoter Group	-	-	-	-	-	-
Individuals/HUF	16,110	-	16,110	0.0%	16,110	0.0%
Bodies Corporate	4,58,40,470	-	4,58,40,470	40.4%	4,76,71,133	35.7%
Sub Total	4,58,56,580	-	4,58,56,580	40.4%	4,76,87,243	35.7%
Foreign Promoters/ Promoter Group	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group	4,58,56,580	0	4,58,56,580	40.4%	4,76,87,243	35.7%
Non-Promoters' shareholding	-	-	-	-	-	-
Institutions	-	-	-	-	-	-
Mutual Funds	81,97,934	0	81,97,934	7.2%	1,23,16,925	9.2%
Banks/ FI	10,19,342	0	10,19,342	0.9%	10,19,342	0.8%
Insurance Companies	-	-	-	0.0%	-	0.0%
FIs	97,21,398	84	97,21,482	8.6%	1,20,09,806	9.0%
Sub Total	1,89,38,674	84	1,89,38,758	16.7%	2,53,46,073	19.0%
Non- Institutions	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-
Indian	64,26,141	50,855	64,76,996	5.7%	82,61,893	6.2%
Overseas	1,10,64,613	0	1,10,64,613	9.7%	1,10,64,613	8.3%
Individuals	3,04,31,423	1,94,494	3,06,25,917	27.0%	4,06,94,563	30.5%
NRIs	5,24,623	0	5,24,623	0.5%	5,24,623	0.4%
Sub Total	4,84,46,800	2,45,349	4,86,92,149	42.9%	6,05,45,692	45.3%
Total Non-Promoters' Shareholding	6,73,85,474	2,45,433	6,76,30,907	59.6%	8,58,91,765	64.3%
Custodians for GDRs and ADRs	-	-	-	-	-	-
GRAND TOTAL	11,32,42,054	2,45,433	11,34,87,488	100.0%	13,35,79,008	100.0%

[^]as on 13th August 2021

*Post giving effect to Resolution No. 1

10. Proposed time within which the Preferential Issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals.

This includes approval(s)/ exemption(s) required by the Promoter(s) from SEBI and/or Stock Exchanges to participate in the Preferential Allotment.

11. Relevant date and pricing of the issue:

In accordance with the provisions of SEBI (ICDR) Regulations, 2018 the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be Tuesday, 17th August 2021, being the date 30 days prior to the Extraordinary General Meeting i.e. Thursday, 16th September 2021. Pursuant to Regulation 64 of the ICDR Regulations, Issue Price of each Share is fixed at Rs. 218.50 (Rupees Two Hundred Eighteen and Fifty Paise Only) per Share, which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per ICDR Regulations.

12. Auditors' Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above Issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, shall be available for inspection by the Members, at the Registered Office of the Company, on all working days during 2:30 PM to 4:30 PM from the date of dispatch of Notice up to the date of the Extra Ordinary General Meeting i.e. Thursday, 16th September 2021.

13. Identity of the proposed Allottee and percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company, consequent to the Preferential Issue:

The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post

Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Name of the Allottees	Category	PAN	Ultimate Beneficial Owner	Pre-Preferential Allotment		Number of Shares proposed to be issued	Post-Preferential Allotment	
				No. of Shares	% of voting rights		No. of Shares	% of voting rights*
Aura Merchandise Private Limited	Corporate Bodies Promoter	AAKCAo873G	Sanjay Shrenik Lalbhai & Jayshree Sanjay Lalbhai	38	0.0%	18,30,663	18,30,701	1.4%

*Post giving effect to Resolution No. 1

There will be no change in management control of the Company pursuant to the proposed Issue.

14. Lock-in:

- (i) The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.
- (ii) The entire pre-preferential allotment shareholding of the above Allottees shall be locked-in from the Relevant Date up to a period of six months from the date of allotment of the Equity Shares as per the ICDR Regulations.

15. General:

- (a) None of the Company, its Directors or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- (d) The proposed allottees have not sold or transferred any Equity Shares during the six months preceding the relevant date.
- (f) 100 per cent of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.
- (h) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) equity share by appropriating Rs. 4/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- (i) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- (j) The equity shares to be issued and allotted by the Company in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

16. Undertaking by the Company:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked in till such amount is paid by the allottees.

The Board at its meeting held on Saturday, 21st August 2021, has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder and SEBI (ICDR) Regulations, the above Preferential Issue requires approval of the shareholders by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution except as disclosed below:

- Mr. Sanjay Lalbhai, our Chairman and his wife Mrs. Jayshree Lalbhai beneficially hold the shares of Aura Merchandise Private Limited.
- Mr. Punit Lalbhai and Mr. Kulin Lalbhai, our Non-Executive Directors are sons of Mr. Sanjay Lalbhai and Mrs. Jayshree Lalbhai.

By Order of the Board

Vijay Kumar B S
Company Secretary

Date August 21, 2021

Place: Bangalore

Registered Office:

Main Building, Arvind Limited Premises,
Naroda Road, Ahmedabad-380025.