

ARVIND FASHIONS
ARVIND FASHIONS LIMITED
CIN: L52399GJ2016PLC085595

Registered Office: Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad-380025
Email ID: investor.relations@arvindbrands.co.in **Website:** www.arvindfashions.com
Phone: +91 79 68268000

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) and General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), that the resolution(s) as set out in this notice, are proposed to be transacted by the Members through postal ballot by remote e-Voting only (“remote e-Voting”).

SPECIAL BUSINESS:

1. Re-appointment of Mr. Nilesh Dhirajlal Shah (DIN: 01711720), as an Independent Director of the Company for a term of Five (5) years commencing from February 7, 2022.

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“Act”) including the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nilesh Dhirajlal Shah (DIN: 01711720), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations being eligible for re-appointment under the provisions of the Companies Act, 2013 & rules made thereunder and Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from February 7, 2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and issue the letter of re-appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

By Order of the Board

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

Vijay Kumar BS
Company Secretary

Date: November 13, 2021
Place: Bengaluru

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 stating all the material facts and the reasons for the proposed resolution is annexed herewith the Notice.

2. Pursuant to the provisions of Section 110 of the Act read with the Rules and MCA Circulars, your Company has an option for the above mentioned resolution, to seek the approval of the members through Postal Ballot (via remote e-Voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the members through Postal Ballot via remote e-Voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the members convened in this regard.

3. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members / List of Beneficial Owners maintained by the Company/Depositories respectively as at close of business hours on Friday, November 26, 2021, (the "Cut-off date") and whose e-mail addresses are registered with the Company / Depositories.

For members who have not registered their e-mail addresses, are requested to register the same with DPs/ Link Intime India Pvt. Ltd ("RTA"). Members whose names appears in the Register of Members/ List of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolution(s) set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

Members to take note that this Postal Ballot Notice will also be available on the Company's website at www.arvindfashions.com, websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

4. As per the MCA Circulars on account of the COVID-19 pandemic, physical copies of the Notice, are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-Voting only.

5. In compliance with the MCA Circulars, Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is providing remote e-Voting facility to seek the approval of members of the Company for the resolution(s) contained in this Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating remote e-Voting to enable the members to cast their votes electronically.

6. Voting rights of the members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member / beneficial owner as on the Cut-off date.

7. The e-Voting commence at 09:00 A.M. (IST) on Wednesday, December 1, 2021 and end on Thursday, December 30, 2021 at 5:00 P.M. (IST). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

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. The Board of Directors ("the Board") of the Company has appointed Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145, COP 8195), as the Scrutinizer in accordance with the provisions of the Act & Rules for conducting the postal ballot (e-Voting process) in a fair and transparent manner.

10. Upon completion of the scrutiny of the votes casted, the Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by him on or before December 31, 2021.

11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.arvindfashions.com and on the website of NSDL at www.evoting.nsdl.com immediately after the result

declared by the Chairperson or any other person authorized by the Chairperson and the same shall be communicated to BSE and NSE, where the shares of the Company are listed.

12. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-Voting i.e. December 30, 2021.

13. All material documents referred to in the Explanatory Statement shall be available for inspection electronically from 10:00 A.M. to 5:00 P.M. (IST) on all working days till the last date for receipt of votes through the remote e-Voting process. Members seeking to inspect such documents can send an e-mail to investor.relations@arvindbrands.co.in.

14. Information and instructions for voting through electronic means (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 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"> <li data-bbox="612 1261 1484 1765">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.nsdl.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. <li data-bbox="612 1794 1484 1977">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |

| | |
|---|---|
| | <p>3. 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. 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.</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <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. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 DP ID followed by 8 Digit Client ID For example if your DP ID 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 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.

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

Item No. 1:

The Members of the Company in their 2nd Annual General Meeting held on August 4, 2017, appointed Mr. Nilesh Dhirajlal Shah (DIN: 01711720), as an Independent Director of the Company for a term of five (5) years commencing from February 7, 2017. The present term of Mr. Nilesh Dhirajlal Shah, will expire on February 6, 2022. Pursuant to Section 149, 178 read with Schedule IV of the Companies Act, 2013 (“Act”) and Listing Regulations, an Independent Director is eligible for re-appointment subject to (i) Recommendation by the Nomination and Remuneration Committee and the Board of Directors (ii) basis of performance evaluation and (iii) Approval of shareholders by way of a special resolution for a term of upto five consecutive years.

Considering Mr. Nilesh Dhirajlal Shah’s background, experience & the recommendation made by Nomination & Remuneration Committee and the Board of Directors, basis the performance evaluation exercise, his re-appointment as an Independent Director for another term of 5 consecutive years is proposed for approval of the shareholders.

In the opinion of the Board, Mr. Nilesh Dhirajlal Shah, is independent from the management and fulfils the conditions specified in the Act and the rules made thereunder for re-appointment as an Independent Director of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Mr. Nilesh Dhirajlal Shah, for his re-appointment to the office of Independent Director. A copy of the letter of re-appointment of Mr. Nilesh Dhirajlal Shah, setting out the terms and conditions of his appointment shall be available for inspection at the website of the Company and can be accessed via www.arvindfashions.com.

Mr. Nilesh Dhirajlal Shah, is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority.

Except Mr. Nilesh Dhirajlal Shah, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1 of this Notice.

Brief profile of Mr. Nilesh Dhirajlal Shah, as provided in Annexure to this Notice may also be regarded as an appropriate disclosure under the Listing Regulations as amended from time to time and Secretarial Standard – 2 for General Meetings issued by Institute of Company Secretaries of India.

The Board recommends the resolution set out under Item No. 1 of this Notice, for approval of the Members by way of a Special Resolution.

By Order of the Board

Registered Office:

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

Date: November 13, 2021

Place: Bengaluru

Vijay Kumar B S
Company Secretary

ANNEXURE

Details of Directors seeking Appointment Pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and SS-2 – Secretarial Standards on General Meetings are as mentioned below:

| | |
|---|---|
| Name of Director | Mr. Nilesh Dhirajlal Shah |
| Director Identification Number (DIN) | 01711720 |
| Date of Birth | 22/11/1968 |
| Age | 53 Years |
| Date of first appointment | February 7, 2017 |
| Qualifications | Chartered Accountant |
| Brief Profile | Mr. Nilesh Shah, is Group President and Managing Director of Kotak Mahindra Asset Management Company Limited. He was part of the team that has received “Best Fund House of the Year” Award at all the mutual funds where he has worked. He is also a part time member of the Economic Advisory Council to the Prime Minister. He is a qualified chartered accountant and is a member of the ICAI. |
| Expertise in specific functional areas | Finance, Banking, Asset Management, Capital Markets, Wealth Management |
| Directorships held in other companies (excluding foreign companies and Section 8 companies) | 1. Arvind Limited 2. AMC Repo Clearing Limited 3. Kotak Mahindra Asset Management Company Limited 4. Kotak Mahindra Pension Fund Limited |
| Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholder Relationship Committee) | Audit Committee 1. Arvind Limited -Member 2. Kotak Mahindra Asset Management Company Limited - Member 3. Kotak Mahindra Pension Fund Limited –Member |
| Inter-se relationship with other Directors and Key Managerial Personnel | None |
| Number of shares held in the Company | 42 |
| The number of Meetings of the Board attended during the year | There were 7 Board Meetings convened during the year ended March 31, 2021. He has attended all the meetings. |
| Name of listed Entities from which the Director has resigned in the last three (3) years | Nil |
| Terms and conditions of appointment/re-appointment and Remuneration sought to be paid/last drawn | Terms and conditions of re-appointment and Remuneration sought to be paid: Entitled for: Sitting fee as may be approved by the Board of Directors within limits prescribed under Companies Act, 2013, Commission as approved by the Shareholders in 6 th Annual General Meeting held on August 23, 2021. Last drawn remuneration is mentioned in Annual Report for FY 2020-21, as available on website of the Company. |