

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv) 

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 28/09/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Arvind Lifestyle Brands Limited	U64201GJ1995PLC024598	Subsidiary	100
2	Arvind Beauty Brands Retail Pr	U52100GJ2015PTC082996	Subsidiary	100

3	Arvind Youth Brands Private Li	U52100GJ2020PTC112995	Subsidiary	100
4	Value Fashion Retail Limited	U52609DL2020PLC362661	Subsidiary	100
5	Calvin Klein Arvind Fashion Pri	U52190GJ2011PTC084513	Joint Venture	50
6	Tommy Hilfiger Arvind Fashior	U18101GJ2003PTC046421	Joint Venture	50

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	187,500,000	58,679,364	58,679,364	58,679,364
Total amount of equity shares (in Rupees)	750,000,000	234,717,456	234,717,456	234,717,456

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	187,500,000	58,679,364	58,679,364	58,679,364
Nominal value per share (in rupees)	4	4	4	4
Total amount of equity shares (in rupees)	750,000,000	234,717,456	234,717,456	234,717,456

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
<b>At the beginning of the year</b>	57,994,673	231,978,692	231,978,692	
<b>Increase during the year</b>	684,691	2,738,764	2,738,764	90,286,538
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	684,691	2,738,764	2,738,764	90,286,538
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	58,679,364	234,717,456	234,717,456	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	

<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

09/08/2019

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,800,380,312
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			887,150,583
Deposit			0
<b>Total</b>			<b>2,687,530,895</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

8,541,140,853

**(ii) Net worth of the Company**

12,974,284,899

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
--------	----------	--------	------------

		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	15,739	0.03	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	20,863,426	35.55	0	
10.	Others	0	0	0	
	<b>Total</b>	20,879,165	35.58	0	0

**Total number of shareholders (promoters)**

87

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,110,209	13.82	0	
	(ii) Non-resident Indian (NRI)	273,050	0.47	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	46	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	402,856	0.69	0	
4.	Banks	0	0	0	
5.	Financial institutions	903,549	1.54	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	10,365,633	17.66	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,943,228	13.54	0	
10.	Others          Alternate Investment Funds	9,801,628	16.7	0	
	<b>Total</b>	37,800,199	64.42	0	0

**Total number of shareholders (other than promoters)**

167,228

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

167,315

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	53	87
Members (other than promoters)	189,912	167,228
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	0	2	0	3	0	0
<b>B. Non-Promoter</b>	1	7	1	8	0.65	0.27
(i) Non-Independent	1	2	1	2	0.65	0.27
(ii) Independent	0	5	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>9</b>	<b>1</b>	<b>11</b>	<b>0.65</b>	<b>0.27</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

15

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJAYBHAI SHRENI	00008329	Director	311	
KULIN SANJAY LALBH	05206878	Director	0	
Suresh Jayaraman	03033110	Managing Director	382,319	
Suresh Jayaraman	AEPPJ7802Q	CEO	382,319	
JAYESH KANTILAL SH	00008349	Director	158,725	12/11/2020
NITHYA EASWARAN	03605392	Director	3,450	
VALLABH ROOPCHAN	00184775	Director	0	
ACHAL ANIL BAKERI	00397573	Director	0	
NILESH DHIRAJLAL SH	01711720	Director	42	
ABANTI SANKARANAF	01788443	Director	0	
NAGESH DINKAR PINC	00062900	Director	0	
PUNIT SANJAY LALBH	05125502	Director	742	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VANI KOLA	01827653	Director	40	
PRAMOD KUMAR GUF	ADXPG9365Q	CFO	0	
B.S. Vijay Kumar	DAXPK9214C	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KANNAN SOUNDARAF	ABSPK9188Q	CFO	02/04/2019	Cessation
PRAMOD KUMAR GUF	ADXPG9365Q	CFO	02/04/2019	Appointment
VANI KOLA	01827653	Director	02/04/2019	Appointment
PUNIT SANJAY LALBH	05125502	Additional director	02/04/2019	Appointment
NITHYA EASWARAN	03605392	Director	09/08/2019	Change in Designation
PUNIT SANJAY LALBH	05125502	Director	09/08/2019	Change in Designation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/08/2019	177,094	206	6.56

**B. BOARD MEETINGS**

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/04/2019	12	12	100
2	16/05/2019	12	10	83.33

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	09/08/2019	12	10	83.33
4	23/10/2019	12	10	83.33
5	17/12/2019	12	8	66.67
6	11/02/2020	12	10	83.33
7	21/02/2020	12	7	58.33

### C. COMMITTEE MEETINGS

Number of meetings held

24

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	16/05/2019	4	2	50
2	Audit Committee	09/08/2019	4	3	75
3	Audit Committee	23/10/2019	4	4	100
4	Audit Committee	17/12/2019	4	2	50
5	Audit Committee	11/02/2020	4	3	75
6	Nomination and Remuneration	02/04/2019	4	3	75
7	Nomination and Remuneration	16/05/2019	4	3	75
8	Risk Management	23/10/2019	5	3	60
9	Stakeholders Forum	16/05/2019	3	2	66.67
10	Corporate Social Responsibility	09/08/2019	3	2	66.67

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 28/09/2020 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SANJAYBHAI	7	7	100	14	14	100	No

2	KULIN SANJA	7	7	100	15	15	100	Yes
3	Suresh Jayara	7	7	100	0	0	0	Yes
4	JAYESH KAN	7	7	100	18	17	94.44	Yes
5	NITHYA EASV	7	6	85.71	9	5	55.56	Yes
6	VALLABH RO	7	5	71.43	0	0	0	Yes
7	ACHAL ANIL I	7	4	57.14	2	2	100	Yes
8	NILESH DHIR	7	3	42.86	9	7	77.78	Yes
9	ABANTI SANK	7	3	42.86	6	2	33.33	Yes
10	NAGESH DIN	7	7	100	6	6	100	Yes
11	PUNIT SANJA	7	7	100	0	0	0	Yes
12	VANI KOLA	7	4	57.14	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Suresh Jayaraman	Managing Direct	35,150,188	0	0	2,104,232	37,254,420
	Total		35,150,188	0	0	2,104,232	37,254,420

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRAMOD KUMAR C	CFO	16,506,717	0	50,000	1,166,568	17,723,285
2	Vijay Kumar B S	Company Secre	1,426,297	0	0	83,375	1,509,672
	Total		17,933,014	0	50,000	1,249,943	19,232,957

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sanjaybhai Lalbhai	Non Executive D	0	0	0	70,000	70,000
2	Kulin Lalbhai	Non Executive D	0	0	0	80,000	80,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Punit Lalbhai	Non Executive Dir	0	0	0	70,000	70,000
4	Jayesh Shah	Non Executive Dir	0	0	0	110,000	110,000
5	Nithya Easwaran	Non Executive Dir	0	0	0	100,000	100,000
6	Nilesh Dhirajlal Sha	Independent Dir	0	0	0	110,000	110,000
7	Nagesh Dinkar Ping	Independent Dir	0	0	0	140,000	140,000
8	Abanti Sankaranara	Independent Dir	0	0	0	60,000	60,000
9	Achal Anil Bakeri	Independent Dir	0	0	0	60,000	60,000
10	Vallabh Roopchand	Independent Dir	0	0	0	60,000	60,000
11	Vani Kola	Independent Dir	0	0	0	0	0
	Total		0	0	0	860,000	860,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director 

DIN of the director

**To be digitally signed by** 

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

AFL Share Transfers.pdf
AFL list of committee meetings.pdf
AFL - MGT-8 2020.pdf
Clarification letter.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**