

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: 91-80-41550601

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 of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") 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").

RESOLUTIONS

1) Appointment of Ms. Ananya Tripathi (DIN: 08102039) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Ms. Ananya Tripathi (DIN: 08102039)**, in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 12th March 2028 and that her office as an Independent Director shall not be subject to retirement by rotation."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

2) To consider such number of stock options exercisable into not more than 8,00,000 (Eight Lakhs only) equity shares of the Company of face value of Rs. 4 each, under one or more Employee Stock Option Schemes for the benefit of such person(s) who are in permanent employment of the Holding Company/Subsidiary Companies:

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the

Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("the SEBI ESOS Regulations") as and when they become applicable to the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations") as and when they become applicable to the Company, the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (which shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this Resolution) (hereinafter referred to as "the Board" or as "the Committee"), consent of the Shareholders be and is hereby accorded to create, offer, issue and allot at any time to or for the benefit of such person(s) who are in permanent employment of the holding company and the subsidiaries of the Company (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), whether working in India or out of India, including Director of the Company, whether Whole-time director or not, but excluding Promoter, Promoter group and independent Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as "Employees") selected on the basis of criteria decided by the Board such number of stock options exercisable into not more than 8,00,000 (Eight Lakhs only) equity shares of the Company of face value of Rs.4 each, under one or more Employee Stock Option Schemes, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority.

"RESOLVED FURTHER THAT the maximum number of stock incentives granted to Eligible Employees of the Company, its holding Company and its subsidiaries under the scheme shall not cumulatively exceed 8,00,000 (Eight Lakhs only) stock options exercisable into not more than 8,00,000 (Eight Lakhs only) equity shares of face value Rs. 4/- each."

"RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, for the purpose of making a fair and reasonable adjustment, the number of options to be granted and / or the exercise price payable under the Schemes shall be appropriately adjusted, without affecting any other rights or obligations under the Schemes."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity shares upon exercise of options from time to time in accordance with the employee stock option Schemes and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 4 per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees."

"RESOLVED FURTHER THAT that the Board/Committee, be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation/reference to the amendment of the Scheme to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

“RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable.”

“RESOLVED FURTHER THAT the Board/Committee, be and is hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above”.

By Order of the Board

Registered Office:

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

Lipi Jha
Company Secretary

Date: March 14, 2023

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 31st March 2023, (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 Tuesday, April 4, 2023 at 9:00 A.M and end on Wednesday, May 3, 2023 at 5:00 P.M. (IST). The e-Voting module shall be disabled by NDSL 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 May 05, 2023.
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 NDSL at www.evoting.nsd.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. Wednesday May 3, 2023.
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:

How do I vote electronically using NSDL e-Voting system?





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

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to 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.

ANNEXURE TO NOTICE
Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item No.1

The Board of Directors ('Board'), has appointed Ms. Ananya Tripathi (DIN: 08102039) as a Non-Executive Independent Director of the Company with effect from March 14, 2023 for a term of 5 consecutive years up to March 14, 2028, subject to the approval of Members in the ensuing General Meeting. In terms of section 160 of the Companies Act, 2013, ("Act") the Company has received notices in writing from a member proposing the candidature of Ms. Ananya Tripathi, for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Ms. Ananya Tripathi, has given declarations to the Board of Directors of the Company that she met the criteria of Independence, as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Ms. Ananya Tripathi fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Director and she is independent of the management. Given Ms. Ananya Tripathi's expertise, your Board is of the view that Ms. Ananya Tripathi's appointment as an Independent Director would be of immense value to the Company.

As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Ms. Ananya Tripathi, as an Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Ms. Ananya Tripathi, shall be open for inspection by the members at the Registered Office during normal business hours (from 10:00 a.m. till 5:00 p.m.) on any working day (except Saturday) from the date dispatch of this notice until the last date for receipt of votes by e-voting.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Ananya Tripathi, to whom the resolution relates, is concerned or interested in the Resolution mentioned in Item No. 1 of the Notice.

Your Directors recommend the Resolution set out in Item No. 1 of the Notice for adoption by the Shareholders as Special Resolution.

Item No. 2:

The members of the company had approved the Employee Stock Option Scheme – 2022 via Special Resolutions No. I and II in the Annual General Meeting (AGM) of the company held on 26th September 2022 for the benefit of permanent employees of the Company/Holding Company/Subsidiary Companies. However, since the Company had obtained combined voting for both Resolutions No. I and II of the Item No. 6 of the AGM notice dated 18th August 2022, therefore as per SEBI (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations"), only Resolution No. I was considered to be passed.

Hence the Company needs to again obtain approval of shareholders by way of separate resolution with separate voting for granting of option, SAR, shares or other benefits, as the case may be, to employees of subsidiaries or holding company of the Company.

As there is a requirement of obtaining separate voting results as stated above, the Company is placing before the members again the Sub Resolution II of Resolution 6 of the notice of annual general meeting dated 18th August, 2022 for the approval.

In terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62(1) (b) and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, issue of equity shares to the employees requires an approval of the existing Members by way of a Special Resolution and accordingly, the said Special Resolution seeks your approval for the further issue of Equity Shares under the ARVIND FASHIONS LIMITED ESOS 2022, to the employees of the subsidiary or holding company as may be determined by the Nomination and Remuneration Committee.

The Salient features of the ARVIND FASHIONS LIMITED ESOS 2022 as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are as follows:

a) Brief description of the Scheme

The Company recognizes and appreciates the critical role played by the employees of the Company in bringing about growth of the organization. It strongly feels that the value created by them should be shared with them. To promote the culture of employee ownership in the Company, approval of the shareholders is being sought for issue of stock options to the employees of the Company. The purpose of the Scheme is:

- Creation of wealth
- Retention of critical Employees
- Increase the performance of Employees

The Scheme shall be administered by the Board/Committee.

b) The total number of options to be granted

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches up to 8,00,000 (Eight Lakhs only) equity shares of Rs. 4/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time). The Employees are not required to pay any amount at the time of grants made to them.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOS - 2022.

The Board/Committee shall in accordance with the Applicable Laws determine the procedure for making a fair and reasonable adjustment to the ESOPs entitlement of an Option Grantee in case of a stock split, stock consolidation, rights issue, bonus issue, merger, demerger, amalgamation, sale of division and any other form of corporate restructuring, if any.

If the Company issues bonus or rights shares, the Option Grantee will not be eligible for the bonus or rights shares in the capacity of an Option Grantee, except that the entitlement to the number of options and the Exercise Price will be adjusted, as determined by the Board/Committee. Only if the employee stock options are vested and exercised and the Option Grantee is a valid holder of the shares of the Company, the Option Grantee would be entitled for bonus or rights options as Option holder of the Company. Accordingly, if any additional options/shares are issued by the Company to the option grantees for making such fair and reasonable adjustment, the above ceiling of 8,00,000 (Eight Lakhs only) shall be deemed to be increased to the extent of such additional options/shares issued.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

The following classes of employees of the Company, Holding Company and the Company's Subsidiaries (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), depending upon the eligibility criteria determined by the Board, are entitled to participate in ESOS - 2022 (the "Eligible Employees Employees"):

- a) a permanent employee of the Company who has been working in India or outside India; or
- b) a director of the Company, whether a whole-time director or not but excluding an independent director; or
- c) an employee as defined in clauses (a) or (b) of a subsidiary, whether in India or outside India, or of a Holding Company of the company; or
- d) such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time

but does not include-

- i. an employee who is a promoter or a person belonging to the promoter group; or
- ii. a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company;

d) Requirements of vesting and period of vesting

The options granted under ESOS - 2022 shall vest so long as the employee continues to be in the employment of the Company or its Holding or its subsidiary subject to maximum period of 5 (five) years, as the case may be, as per applicable laws. The Board/Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOS - 2022.

The options which vested may be cancelled in the following events:

- i. Expiry of exercise period
- ii. Resignation/Termination due to misconduct / breach of company policies, etc. and
- iii. Abandonment / Long Leave.

e) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 5 (five) years from the date of grant of options.

f) Exercise price or pricing formula

Exercise Price means the price, if any, payable by the Employee for exercising the Vested Option granted to him in pursuance of the Scheme.

The exercise price shall be the Market Price for options to be granted under this scheme.

Explanation - Market Price means the latest available closing price on a recognized stock exchange on which the shares of the company are listed on the date immediately prior to the relevant date and if such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

g) Exercise period and process of exercise

- a) Employees shall be entitled to exercise options in one or more tranches within such period as may be prescribed by the Board, which period shall not be less than one year from the date of grant and shall not exceed a period of three years from the date of respective vesting of options.
- b) In the event of an Employee being transferred between the Company, its Subsidiaries or its Holding Company, and at instance of or with consent of the Company, the Option Grantee will continue to hold all the Vested Options and can Exercise them anytime within the Exercise Period. All Unvested Options shall vest as per the Vesting schedule.

The process and conditions subject to which options can be exercised shall be laid down by the Board of the Company.

h) Appraisal Process for determining the eligibility of Employees to the Scheme.

The appraisal process for determining the eligibility of the employees will be specified by the Board/Committee, and will be based on criteria such as criticality of the role, designation, length of service, past performance record, future potential of the employee and / or such other criteria that may be determined by the Board, at its sole discretion.

i) Maximum number of options to be issued per Employee and in the aggregate

The number of Options that may be granted to any specific employee under ESOS-2022 shall not exceed the number of Shares equivalent to 1% of the Issued Share Capital (excluding outstanding warrants and conversions) of the Company in aggregate in any one year unless prior specific approval from members of the Company through a special resolution to this effect is obtained.

j) Maximum Quantum of benefits to be provided per employee

The maximum quantum of benefits underlying the options issued to an Eligible Employee shall depend upon the market price of the equity shares of the Company, as on the date of sale of such equity shares.

k) Whether the scheme is to be implemented and administered directly by the Company or through a trust

The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.

l) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust

The Scheme will involve only new issue of shares by the Company.

m) The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;

Not applicable since the Scheme is not implemented through Trust.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

Not applicable since the Scheme is not implemented through Trust.

o) Disclosure and accounting policies

The Company shall comply with the disclosure and the accounting policies prescribed as per the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (as amended from time to time) and the guidelines issued by Institute of Chartered Accountants of India from time to time.

p) Method of Valuation

To calculate the employee compensation cost, the Company shall use Fair Value Method or any other applicable accounting guidelines for valuation of the options granted.

q) Certificate from auditors

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company.

r) Other terms

The employees to whom options have been granted (and which have not been exercised by them) shall have right, without giving any reason/s, to surrender such options, whether vested or otherwise and such surrendered options shall be added back to the number of Options that are pending to be granted.

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOS - 2022, subject to compliance with the Applicable Laws and Regulations.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of section 42 and 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 5 and 6, except to the extent of their shareholding entitlements, if any, under the ESOS.

Your Directors recommend the Resolution set out in Item No. 2 of the Notice for adoption by the Shareholders as Special Resolution.

By Order of the Board

Registered Office:

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

Date: March 14, 2023

Place: Bengaluru

Lipi Jha
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	Ms. Ananya Tripathi
Director Identification Number (DIN)	08102039
Date of Birth	27/08/1984
Age	38 Years
Date of first appointment	March 14, 2023
Qualifications	MBA and Computer Engineering
Brief Profile	Ananya is a pre-eminent woman leader in Corporate India with experience across senior leadership positions across leading Indian and Global organization's including McKinsey & Co., Myntra and KKR & Co. A Gold medalist of her MBA from IIM Kozhikode and Computer Engineering Degree from Pune University, Ananya has experience across consulting, investing and operating roles. She is currently the CEO of WhiteHat Jr, a part of the Byju's group.
Expertise in specific functional areas	Finance, Marketing
Directorships held in other companies (excluding foreign companies and Section 8 companies)	Nil
Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholder Relationship Committee)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	None
Number of shares held in the Company	Nil
The number of Meetings of the Board attended during the year	None
Name of listed Entities from which the Director has resigned in the last three (3) years	1) J B CHEMICALS AND PHARMACEUTICALS LIMITED 2) MAX HEALTHCARE INSTITUTE LIMITED
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. She will not be paid any remuneration/commission except as stated above.