

Postal Ballot Notice

[Pursuant to Sections 108 and 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 Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024, and latest amended by General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (**collectively the 'MCA Circulars'**) and other applicable laws and regulations, as amended from time to time to transact the special businesses as set out hereunder by passing Resolutions by way of postal ballot only by voting through electronic means (**"remote e-Voting"**).

In view of the above-mentioned MCA Circulars, the Company is sending this Postal Ballot Notice (**'the Notice'**) ONLY in electronic form to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (**'RTA'**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. **The communication of the assent or dissent of the Members will only take place through the remote e-Voting system.** The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to the Notice for your consideration and forms part of this Notice.

The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Hitesh Buch, proprietor of M/s. Hitesh Buch & Associates, Practicing Company Secretaries (COP No. 8195) as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited (**"NSDL"**) to provide e-voting facility for its Members. The procedure for e-voting is given in Point No. 7 below in the Notes. The E-Voting facility is available at the link www.evoting.nsdl.com from 9:00 A.M. on, Tuesday, 10th February 2026 up to 5:00 P.M. on, Wednesday, 11th March, 2026. E-Voting module will be blocked by NSDL at 5:00 P.M. on, 2026 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolutions proposed to be passed through Postal Ballot / E-Voting shall be announced within 2 working days from the closure of e-voting and shall be communicated to BSE Limited and National Stock Exchange of India Limited (**"Stock Exchanges"**) where the equity shares of the Company are listed. The results of the Postal Ballot / E-Voting will also be displayed on the Company's website at <https://www.arvindfashions.com/> and on the website of NSDL at www.evoting.nsdl.com.

REGISTERED OFFICE:

Arvind Fashions Limited
Arvind Limited Premises, Naroda Road,
Ahmedabad - 382 345, Gujarat, India.
Phone: +91 79 6826 8000
Email: info@arvindfashions.com
CIN: L52399GJ2016PLC085595



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Bangalore - 560 001, Karnataka, India.
Phone: +91 80 4155 0601

The last date of the E- Voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

Special Business:

ITEM NO. 1:

To approve administration of 'Arvind Fashions Limited - Employee Stock Option Scheme 2025' through an irrevocable employee welfare trust:

To consider and if thought fit, to approve the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the applicable provisions of the Regulation 7 under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), if any, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members of the Company be and is hereby accorded for the amendment made in 'Arvind Fashions Limited - Employee Stock Option Scheme 2025' ("Scheme" or "Arvind Fashions Limited- ESOS 2025" or "ESOS 2025"), to enable the trust route for carrying out administration activities of ESOS 2025 through an irrevocable employee welfare trust 'AFL ESOP Trust' ("Trust") being set up by the Company, for administrative effectiveness and the trust to acquire, purchase, hold, subscribe through primary issue or secondary acquisition up to **27,00,000** (as detailed in the explanatory statement) fully paid-up equity shares of the company for the purpose of implementation of the Scheme in due compliance with applicable laws.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for routing the existing granted options which are pending to be exercised and allotted under ESOS 2025 (as detailed in explanatory statement) through 'AFL ESOP Trust'

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions to give effect to this resolution."

ITEM NO. 2:

To approve secondary acquisition of shares through Trust route for the implementation of 'Arvind Fashions Limited - Employee Stock Option Scheme 2025'

To consider and if thought fit, to approve the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may

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be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the members' be and is hereby accorded to acquire not exceeding **26,00,000** (Twenty Six Lakhs) equity shares of face value of ₹ 4/- (Rupees Four Only) each fully paid-up ("Shares"), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of 'Arvind Fashions Limited - Employee Stock Option Scheme 2025' ("Scheme" or "AFL-ESOS 2025" or "ESOS 2025"), through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust."

ITEM NO. 3:

To approve administration of 'Arvind Fashions Limited - Employee Stock Option Scheme 2022' through an irrevocable employee welfare trust:

To consider and if thought fit, to approve the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the applicable provisions of the Regulation 7 under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), if any, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members of the Company be and is hereby accorded for the amendment made in 'Arvind Fashions Limited - Employee Stock Option Scheme 2022' ("Scheme" or "Arvind Fashions Limited- ESOS 2022" or "ESOS 2022"), to enable the trust route for carrying out administration activities of ESOS 2022 through an irrevocable employee welfare trust 'AFL ESOP Trust' ("Trust") being set up by the Company, for administrative effectiveness and the trust to acquire, purchase, hold, subscribe through primary issue or secondary acquisition up to **6,95,000** (as detailed in the explanatory statement) fully paid-up equity shares of the company for the purpose of implementation of the Scheme in due compliance with applicable laws.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for routing the existing granted options which are pending to be exercised and allotted under ESOS 2022 (as detailed in explanatory statement) through 'AFL ESOP Trust'.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions to give effect to this resolution."

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ITEM NO. 4:

To approve secondary acquisition of shares through Trust route for the implementation of 'Arvind Fashions Limited - Employee Stock Option Scheme 2022'.

To consider and if thought fit, to approve the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the members' be and is hereby accorded to acquire not exceeding **6,50,000** (Six Lakhs Fifty Thousand) equity shares of face value of ₹ 4/- (Rupees Four Only) each fully paid-up ("Shares"), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of 'Arvind Fashions Limited - Employee Stock Option Scheme 2022' ("Scheme" or "AFL- ESOS 2022" or "ESOS 2022"), through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust."

ITEM NO. 5:

To approve administration of 'Arvind Fashions Limited - Employee Stock Option Scheme 2016' through an irrevocable employee welfare trust:

To consider and if thought fit, to approve the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the applicable provisions of the Regulation 7 under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), if any, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members of the Company be and is hereby accorded for the amendment made in 'Arvind Fashions Limited - Employee Stock Option Scheme 2016' ("Scheme" or "AFL- ESOS 2016" or "ESOS 2016"), to enable the trust route for carrying out administration activities of ESOS 2016 through an

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irrevocable employee welfare trust 'AFL ESOP Trust' ("Trust") being set up by the Company, for administrative effectiveness and the trust to acquire, purchase, hold, subscribe through primary issue or secondary acquisition up to **3,90,102** (as detailed in the explanatory statement) fully paid-up equity shares of the company for the purpose of implementation of the Scheme in due compliance with applicable laws."

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for routing the existing granted options which are pending to be exercised and allotted under ESOS 2016 (as detailed in explanatory statement) through 'AFL ESOP Trust'

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions to give effect to this resolution."

ITEM NO. 6:

To approve secondary acquisition of shares through Trust route for the implementation of 'Arvind Fashions Limited - Employee Stock Option Scheme 2016'.

To consider and if thought fit, to approve the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the members' be and is hereby accorded to acquire not exceeding **3,50,000** (Three Lakhs and Fifty Thousands) equity shares of face value of ₹ 4/- (Rupees Four Only) each fully paid-up ("Shares"), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of 'Arvind Fashions Limited- Employee Stock Option Scheme 2016' ("Scheme" or "AFL- ESOS 2016" or "ESOS 2016"), through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust."

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ITEM NO. 7:

To approve provision of money by the Company to acquire its own shares by trust under the 'Arvind Fashions Limited - Employee Stock Option Scheme 2025', 'Arvind Fashions Limited - Employee Stock Option Scheme 2022' and 'Arvind Fashions Limited - Employee Stock Option Scheme 2016' ("Schemes"):

To consider and if thought fit, to approve the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), and all other applicable provisions, if any, of the SBEB Regulations, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee of the Board) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") being set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire the shares through primary or secondary issue, combined for the purpose of implementation and administration of the Schemes.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Schemes strictly in accordance with the provisions of SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the respective Schemes shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution."

Registered Office:
Naroda Road
Ahmedabad-382345

By Order of the Board
Sd/-
Lipi Jha
Company Secretary

Date: 23rd January, 2026
Place: Bangalore

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NOTES:

1. The approval of shareholders of the Company is solicited by passing special resolution through Postal Ballot / E-Voting for businesses set out in the Notice. This Postal Ballot Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, 6th February, 2026 ("Cut-off Date"). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.**
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special businesses is appended.
3. Resolutions, if approved, by the shareholders by means of Postal Ballot / E-Voting is deemed to have been passed at a General Meeting of the shareholders and the last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the MCA Circulars and the SEBI Listing Regulations, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at <https://www.arvindfashions.com/>.
5. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "AFL-Postal Ballot-Registration of e-mail Ids" to Registrar and Transfer Agent of the Company, i.e., MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufg.com or to the Company at investor.relations@arvindfashions.com with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. **Voting through Electronic Means:**

The Company is providing remote e-voting facility to its Members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>.

The voting period begins from 9:00 A.M. on Tuesday, February 10, 2026 up to 5:00 P.M. on Wednesday, 11th March, 2026. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Friday, 6th February 2026 may cast their vote electronically.

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

A. Details of Step 1 is mentioned below:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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In terms of SEBI circular dated 9th December, 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 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. <p style="text-align: center;">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; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 user your existing my easi username & password.

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	<ol style="list-style-type: none"> 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. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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.com or call at 91 22 48867000
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 21 09911

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?

- 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, your Password/OTP and a Verification Code as shown on the screen.

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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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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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 who's 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.com. 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 toll free no.: 91 22 48867000 or send a request at evoting@nsdl.com

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@arvindfashions.com.
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@arvindfashions.com. If you are an Individual shareholders holding securities in demat

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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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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.

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

Item No. 1 and 2:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Basis these objectives, the Company has already implemented an employee stock option plan namely 'Arvind Fashions Limited - Employee Stock Option Scheme 2025' ("Scheme" or "AFL- ESOS 2025" or "ESOS 2025").

The Shareholders of the Company at its Annual General Meeting held on 26th August 2025 have approved Arvind Fashions Limited - Employee Stock Option Scheme 2025.

The proposed implementation of the ESOP Scheme through trust route are beneficial to both employees and shareholders. For employees, the Trust structure enables cashless exercise, allowing them to realise value without upfront payment of the exercise price or taxes, thereby ensuring faster and smoother settlement of ESOP benefits. For shareholders, the Trust will acquire shares through secondary acquisition, resulting in no fresh issuance of equity shares and consequently no dilution of existing shareholding or impact on the Company's earnings per share. The Trust route therefore provides an efficient, non-dilutive and stakeholder-friendly mechanism for administering the ESOP Scheme.

Accordingly, the Board considers it expedient to enable implementation of AFL-ESOS 2025 through an irrevocable employee welfare trust to be set up by the Company, inter alia, for ease of administration, faster turnaround time for transfer of shares to employees upon exercise of options, and, wherever necessary, to facilitate assistance to employees in connection with the exercise of options. The Nomination and Remuneration Committee of the Board shall supervise and administer the Scheme, as amended.

Upon implementation of the Scheme through ESOP Trust, the Company can grant, offer, issue and allot in one or more tranches stock options/shares under ESOS 2025 through primary issue or secondary acquisition, at any time to or for the benefit of the eligible employees of the Company, depending on situational requirements and regulatory compliances.

The details of ESOS pool available for grant of options is as below:

Particulars	
ESOS Pool approved by the Shareholders on 26 th August, 2025	27,00,000
Less: ESOS options against which the Company has allotted equity shares	(NIL)
Options available with Company	*27,00,000
Less: **Outstanding granted Options i.e. options which have not been exercised and allotted till the date of this Postal Ballot notice	12,25,100
Options available for future grant as on the date of this Postal Ballot Notice	14,74,900

*Out of the total options available with the company, the company shall acquire not exceeding **26,00,000** equity shares of face value of Rs. 4 each fully paid up, by way of secondary acquisition through trust.

**The existing grants would be routed either through primary issuance or secondary acquisition through the Trust.

Accordingly, the Committee and the Board have approved and given consent to the proposed draft of the amended ESOS 2025 in their meetings held on 3rd November, 2025 and recommended for your approval. Given the rationale above, the proposed amendments are not prejudicial to the interests of the employees.

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The beneficiaries of these amendments shall be the existing option grantees to the extent applicable, and eligible employees who may be granted Options in future under the ESOS 2025.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOS 2025 are given as under:

a) Brief Description of the Scheme:

Keeping the view of the aforesaid objectives, ESOS 2025 contemplates grant of Options to the eligible employees. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period, subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as the compensation committee. The Scheme shall be supervised by the Committee and administered by the Trust. All questions of interpretation of ESOS 2025 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOS 2025.

b) Total number of options to be offered and granted:

The Members of the Company on 26th August, 2025 approved the Employee Stock Option Scheme 2025 for grant of maximum 27,00,000 (Twenty-Seven Lakhs) Stock Options. Out of the total approved pool, the Company till date has granted 12,25,100 (Twelve Lakhs Twenty-Five Thousand and One Hundred) options and now options available among approved pool for **the upcoming grants are 14,74,900 (Fourteen Lakhs Seventy-Four Thousand and Nine Hundred) Stock Options**. Till date the Company has not allotted any shares pursuant to the exercise of Stock Options. Accordingly, the Company shall now **grant 14,74,900 (Fourteen Lakhs Seventy-Four Thousand and Nine Hundred) options** to the Eligible Employees in one or more tranches, from time to time, with each such Option conferring a right upon the Employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Scheme. There will be no additional equity dilution if the Shares required under the proposed scheme are acquired through secondary acquisition by the Trust. However, the Company retains the right to source the Shares through primary issuance, should the circumstances necessitate.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under ESOS 2025 remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

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

The identification of classes of employees entitled to participate in the ESOS 2025 shall remain the same, as last approved by the shareholders on 26th August 2025.

For ready reference we are reproducing the same as under:

Following classes of employees are eligible being:

- 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*

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- c) an employee as defined in clauses (a) or (b) of a subsidiary, whether in India or outside India, 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:

Requirements of vesting and period of vesting shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

The options granted under ESOS - 2025 shall vest so long as the employee continues to be in the employment of the Company or its subsidiary subject to maximum period of 5 (five) years, as the case may be, as per applicable laws. The Board/NRC 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 - 2025.

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 period within which the options shall be vested under ESOS 2025 shall remain the same.

For ready reference we are reproducing the same as under:

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

f) Exercise price or pricing formula:

The exercise price or pricing formula shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

Exercise Price means the price, if any, payable by the Employee for exercising the Vested Option granted to him/her 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

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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 the process of exercise:

The exercise period shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

- a) Employees shall be entitled to exercise options in one or more tranches within such period as may be prescribed by the Board/NRC, 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, 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.*

However, there is change in process of exercise which is as under: -

The vested Options shall be exercisable by the eligible employees by a written application to the Company/Trust expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the scheme:

Appraisal process for determining the eligibility of employees under the scheme shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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 offered and issued per employee and in aggregate:

The maximum number of Options to be offered and issued per employee and in aggregate shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

The number of Options that may be granted to any specific employee under ESOS-2025 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 under the Scheme:

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The maximum quantum of benefits to be provided per employee under the scheme shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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:

ESOS 2025 shall be supervised by the Committee and administered through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") being set up by the Company.

l) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

ESOS 2025 contemplates a primary or secondary issue of equity shares by the Company depending on situational requirements and regulatory compliances.

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

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up share capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches. This is overall limit and shall include any loans already provided by the Company under its other existing schemes to the Trust.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOS 2025 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the shares to be utilized for the purposes of the ESOS 2025.

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:

The total number of shares under secondary acquisition held by the Trust shall at no point of time exceed **26,00,000 (Twenty-Six Lakhs) Shares** of face value of ₹ 4/- (Rupees Four Only) each fully paid-up ("Shares"), being 1.95% of the paid-up equity share capital as on 31st March, 2025.

o) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p) The method which the company shall use to value its Options:

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The Company shall adopt 'fair value method' for valuation of Options as prescribed under accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q) The statement, if applicable

There will be no such difference arising as per the below Statement, since the Company is opting for the Fair Value Method.

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'.

r) Period of lock-in:

The Shares allotted/transferred pursuant to the Exercise of the Vested Options under Clause 12 of ESOS 2025 shall be subject to a lock-in as specified by the Board/NRC. However, usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall also apply.

s) Terms & conditions for buyback, if any, of specified securities/ options covered granted under the scheme:

Subject to the provisions of the then prevailing applicable laws, the Board/NRC shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of both the existing and draft amended ESOS 2025 are available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOS 2025.

In this background, the Company seeks your approval by way of a special resolution pursuant to Regulation 3 of SBEB Regulations, to enable the trust route for carrying out administration activities under the ESOP 2025 through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") being set up by the Company, in agenda item no 1.

The Company intends to implement 'Arvind Fashions Limited - Employee Stock Option Scheme 2025 ("Scheme" or "AFL- ESOS 2025" or "ESOS 2025") for which approval is sought from the members in separate resolution at item no. 1. This ESOS 2025 shall be administered through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust"), being set up by the Company. The proposed ESOS 2025 contemplates acquisition of equity shares of the Company from primary or secondary issue.

For facilitating subscribing of the shares, the amount of loan to be provided by the Company to the Trust under the ESOS 2025 shall not exceed 5% (Five percentage) of the aggregate of the paid-up share capital and free reserves of the Company being the statutory ceiling as per the Section 67(3)(b) of the Companies Act, 2013 read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

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The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOS 2025 and shall be repayable to the Company upon realization of proceeds on permitted sale / transfer of shares including realization of exercise price and any other eventual income of the Trust.

Necessary details w.r.t. Trust in this regard are provided under explanatory statement of Item No. 7

Item No. 3 and 4:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of the personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Basis these objectives, the Company has already implemented an employee stock option plan namely 'Arvind Fashions Limited - Employee Stock Option Scheme 2022' ("Scheme" or "AFL- ESOS 2022" or "ESOS 2022").

The Shareholders of the Company at its Annual General Meeting held on 26th September 2022 have approved Arvind Fashions Limited - Employee Stock Option Scheme 2022.

The proposed implementation of the ESOP Scheme through trust route are beneficial to both employees and shareholders. For employees, the Trust structure enables cashless exercise, allowing them to realise value without upfront payment of the exercise price or taxes, thereby ensuring faster and smoother settlement of ESOP benefits. For shareholders, the Trust will acquire shares through secondary acquisition, resulting in no fresh issuance of equity shares and consequently no dilution of existing shareholding or impact on the Company's earnings per share. The Trust route therefore provides an efficient, non-dilutive and stakeholder-friendly mechanism for administering the ESOP Scheme.

Accordingly, the Board considers it expedient to enable implementation of AFL-ESOS 2022 through an irrevocable employee welfare trust to be set up by the Company, inter alia, for ease of administration, faster turnaround time for transfer of shares to employees upon exercise of options, and, wherever necessary, to facilitate assistance to employees in connection with the exercise of options. The Nomination and Remuneration Committee of the Board shall supervise and administer the Scheme, as amended.

Upon implementation of the Scheme through ESOP Trust, the Company can grant, offer, issue and allot in one or more tranches stock options/shares under ESOS 2022 through primary issue or secondary acquisition, at any time to or for the benefit of the eligible employees of the Company, depending on situational requirements and regulatory compliances.

The details of ESOS pool available for grant of options is as below:

Particulars	
ESOS Pool approved by the Shareholders on 26 th September, 2022	8,00,000
Less: ESOS options against which the Company has allotted equity shares	1,05,000
Options available with Company	*6,95,000
Less: **Outstanding granted Options i.e. options which have not been exercised and allotted till the date of this Postal Ballot notice	5,78,333
Options available for future grant as on the date of this Postal Ballot Notice	1,16,667

*Out of the total options available with the company, the company shall acquire not exceeding **6,50,000** equity shares of face value of Rs. 4 each fully paid up, by way of secondary acquisition through trust.

**The existing grants would be routed either through primary issuance or secondary acquisition through the Trust.

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Accordingly, the Committee and the Board have approved and given consent to the proposed draft of the amended ESOS 2022 in their meetings held on 3rd November, 2025 and recommended for your approval. Given the rationale above, the proposed amendments are not prejudicial to the interests of the employees. The beneficiaries of these amendments shall be the existing option grantees to the extent applicable, and eligible employees who may be granted Options in future under the ESOS 2022.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOS 2022 are given as under:

a) Brief Description of the Scheme:

Keeping the view of the aforesaid objectives, the ESOS 2022 contemplates grant of Options to the eligible employees. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period, subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as the compensation committee. The Scheme shall be supervised by the Committee and administered by the Trust. All questions of interpretation of ESOS 2022 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOS 2022.

b) Total number of options to be offered and granted:

The Members of the Company on 26th September, 2022 approved the Employee Stock Option Scheme for grant of maximum 8,00,000 (Eight Lakhs) Stock Options. Out of the total approved pool, the Company has granted 7,59,000 (Seven Lakhs Fifty-Nine Thousand) options (excluding lapsed options) and out of such granted options the Company has till date allotted 1,05,000 shares pursuant to the exercise of granted Stock Options. Accordingly, the Company shall now grant **1,16,667 (One Lakh Sixteen Thousand Six Hundred and Sixty Seven) options** which includes the lapsed options available, to the Eligible Employees in one or more tranches, from time to time, with each such Option conferring a right upon the Employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Scheme. There will be no additional equity dilution if the Shares required under the proposed scheme are acquired through secondary acquisition by the Trust. However, the Company retains the right to source the Shares through primary issuance, should the circumstances necessitate.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under ESOS 2022 remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

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

The identification of classes of employees entitled to participate in the ESOS 2022 shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

Following classes of employees are eligible being:

a) a permanent employee of the Company who has been working in India or outside India; or

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- 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:

Requirements of vesting and the period of vesting shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

The options granted under ESOS - 2022 shall vest so long as the employee continues to be in the employment of the Company or its subsidiary subject to maximum period of 5 (five) years, as the case may be, as per applicable laws. The Board/NRC 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 period within which the options shall be vested under ESOS 2022 shall remain the same.

For ready reference we are reproducing the same as under:

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

f) Exercise price or pricing formula:

The exercise price or pricing formula shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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.

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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 the process of exercise:

The exercise period shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

- c) 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.*
- d) In the event of an Employee being transferred between the Company, its Subsidiaries, 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.*

However, there is change in process of exercise which is as under: -

The vested Options shall be exercisable by the eligible employees by a written application to the Company/Trust expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the scheme:

Appraisal process for determining the eligibility of employees under the scheme shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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 offered and issued per employee and in aggregate:

The maximum number of Options to be offered and issued per employee and in aggregate shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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 under the Scheme:

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The maximum quantum of benefits to be provided per employee under the scheme shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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:

ESOS 2022 shall be supervised by the Committee and administered through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") being set up by the Company.

l) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

ESOS 2022 contemplates a primary or secondary issue of equity shares by the Company depending on situational requirements and regulatory compliances.

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

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up share capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches. This is overall limit and shall include any loans already provided by the Company under its other existing schemes to the Trust.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOS 2022 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the shares to be utilized for the purposes of the ESOS 2022.

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:

The total number of shares under secondary acquisition held by the Trust shall at no point of time exceed **6,50,000 (Six Lakh Fifty Thousand) Shares** of face value of ₹ 4/- (Rupees Four Only) each fully paid-up ("Shares"), being 0.49% of the paid-up equity share capital as on 31st March, 2025.

o) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

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p) The method which the company shall use to value its Options:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q) The statement, if applicable

There will be no such difference arising as per the below Statement, since the Company is opting for the Fair Value Method.

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'.

r) Period of lock-in:

The Shares allotted/transferred pursuant to the Exercise of the Vested Options under Clause 12 of ESOS 2022 shall be subject to a lock-in as specified by the Board/Committee. However, usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall also apply.

s) Terms & conditions for buyback, if any, of specified securities/ options covered granted under the scheme:

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of both the existing and draft amended ESOS 2022 are available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOS 2022.

In this background, the Company seeks your approval by way of a special resolution pursuant to Regulation 3 of SBEB Regulations, to enable the trust route for carrying out administration activities under the ESOP 2022 through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") being set up by the Company, in agenda item no 3.

The Company intends to implement 'Arvind Fashions Limited - Employee Stock Option Scheme 2022' ("Scheme" or "AFL- ESOS 2022" or "ESOS 2022") for which approval is sought from the members in separate resolution at item no. 3. This ESOS 2022 shall be administered through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust"), being set up by the Company. The proposed ESOS 2022 contemplates acquisition of equity shares of the Company from primary or secondary issue.

For facilitating subscribing of the shares, the amount of loan to be provided by the Company to the Trust under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid-up share capital and free reserves of the Company being the statutory ceiling as per the Section 67(3)(b) of the Companies Act, 2013 read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and relevant

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provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOS 2022 and shall be repayable to the Company upon realization of proceeds on permitted sale / transfer of shares including realization of exercise price and any other eventual income of the Trust.

Necessary details w.r.t. Trust in this regard are provided under explanatory statement of Item No. 7

Item No. 5 and 6:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of the personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Basis these objectives, the Company has already implemented an employee stock option plan namely 'Arvind Fashions Limited - Employee Stock Option Scheme 2016' ("Scheme" or "AFL- ESOS 2016" or "ESOS 2016").

The Shareholders of the Company at its Extra-ordinary General Meeting held on 15th October, 2016 have approved '**Arvind Fashions Limited - Employee Stock Option Scheme 2016**'. The said '**Arvind Fashions Limited - Employee Stock Option Scheme 2016**' was further amended vide approval of the Shareholders of the Company at its Annual General Meeting held on 16th July 2018.

The proposed implementation of ESOP Scheme through trust route are beneficial to both employees and shareholders. For employees, the Trust structure enables cashless exercise, allowing them to realise value without upfront payment of the exercise price or taxes, thereby ensuring faster and smoother settlement of ESOP benefits. For shareholders, the Trust will acquire shares through secondary acquisition, resulting in no fresh issuance of equity shares and consequently no dilution of existing shareholding or impact on the Company's earnings per share. The Trust route therefore provides an efficient, non-dilutive and stakeholder-friendly mechanism for administering the ESOP Scheme.

Accordingly, the Board considers it expedient to enable implementation of AFL-ESOS 2016 through an irrevocable employee welfare trust to be set up by the Company, inter alia, for ease of administration, faster turnaround time for transfer of shares to employees upon exercise of options, and, wherever necessary, to facilitate assistance to employees in connection with the exercise of options. The Nomination and Remuneration Committee of the Board shall supervise and administer the Scheme, as amended.

Upon implementation of the Scheme through ESOP Trust, the Company can grant, offer, issue and allot in one or more tranches stock options/shares under ESOS 2016 through primary issue or secondary acquisition, at any time to or for the benefit of the eligible employees of the Company, depending on situational requirements and regulatory compliances.

The details of ESOS pool available for grant of options is as below:

Particulars	
ESOS Pool approved by the Shareholders on 15 th October, 2016	75,00,000
Scheme Size increased because to Bonus Issue	76,72,500
Vide NCLT Order dated 26 th October 2018, 2 Equity share of INR 2 each of the Company got consolidated into 1 fully paid-up equity share of INR 4 each Hence, Scheme size post consolidation	38,36,250
Less: ESOS options against which the Company has allotted equity shares	27,66,480
Less: Lapsed options not available for granting	6,79,668
Options available with Company	*3,90,102

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Less: **Outstanding granted Options i.e. options which have not been exercised and allotted till the date of this Postal Ballot notice	3,90,102
Options available for future grant as on the date of this Postal Ballot Notice	0

*Out of the total options available with the company, the company shall acquire not exceeding **3,50,000** equity shares of face value of Rs. 4 each fully paid up, by way of secondary acquisition through trust.

**The existing grants would be routed either through primary issuance or secondary acquisition through the Trust.

Accordingly, the Committee and the Board have approved and given consent to the proposed draft of the amended ESOS 2016 in their meetings held on 3rd November, 2025 and recommended for your approval. Given the rationale above, the proposed amendments are not prejudicial to the interests of the employees. The beneficiaries of these amendments shall be the existing option grantees to the extent applicable, and eligible employees who may be granted Options in future under the ESOS 2016.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOS 2016 are given as under:

a) Brief Description of the Scheme:

Keeping the view of the aforesaid objectives, ESOS 2016 contemplates grant of Options to the eligible employees. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period, subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as the compensation committee. The Scheme shall be supervised by the Committee and administered by the Trust. All questions of interpretation of the ESOS 2016 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOS 2016.

b) Total number of options to be offered and granted:

The Members of the Company on 15th October, 2016 approved the Employee Stock Option Scheme for grant of maximum 75,00,000 (Seventy Five Lakhs) Stock Options. The Scheme size was increased on due to Bonus Issue up to 76,72,500 (Seventy-Six Lakhs Seventy Two Thousand and Five Hundred Only). Thereafter vide NCLT order 26th October 2018, Equity Shares of INR 2 each of the Company got consolidated into 1 fully paid up equity share of INR 4 each. Accordingly, as a result of such consolidation, the size of the Scheme became 38,36,250 stock option convertible into 38,36,250 fully paid equity shares of Rs. 4 each. Out of the total revised approved pool, the Company has already **granted entire options** and out of such granted options the Company has till date allotted 27,66,480 shares pursuant to the exercise of granted Stock Options. **Balance granted options have lapsed and are not available for further granting. Accordingly, the Company shall not be granting any further options under this Scheme**, to the Eligible Employees in one or more tranches, from time to time, with each such Option conferring a right upon the Employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Scheme. There will be no additional equity dilution if the Shares required under the proposed scheme are acquired through secondary acquisition by the Trust. However, the Company retains the right to source the Shares which are pending to be exercised and allotted through primary issuance, should the circumstances necessitate.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under ESOS 2016 remain the same after any such corporate

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action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

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

The identification of classes of employees entitled to participate in the ESOS 2016 shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

Following classes of employees are eligible being:

- 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:

Requirements of vesting and the period of vesting shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

The options granted under ESOS - 2016 shall vest so long as the employee continues to be in the employment of the Company or its Holding or its subsidiary, as the case may be, as per applicable laws.

The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest and, the detailed terms and conditions relating to such performance based vesting and the proportion in which options granted would vest (subject to the minimum and maximum vesting periods specified below).

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOS - 2016.

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 period within which the options shall be vested under ESOS 2016 shall remain the same.

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For ready reference we are reproducing the same as under:

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

f) Exercise price or pricing formula:

The exercise price or pricing formula shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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 as decided by the Board/Committee at its own discretion. Provided that after listing of the equity shares of the Company on any recognized stock exchange in India, the exercise price shall be the Market Price of the share. However, it can be such other price as may be decided by the Board/Committee for grant of options not exceeding 0.5% of the paid-up equity shares as on 31st March 2018 i.e. not exceeding 5,79,257 shares or such other price as may be required to be arrived in accordance with the applicable laws.

Further, Board/Committee shall grant such options not exceeding 0.5% of paid up capital as mentioned above to employees in lieu of cash compensation based on achievement of key performance indicators and such options shall not exceed 0.15% of the paid-up capital i.e. not exceeding 1,73,777 shares to any one employee.

Explanation - Market Price means the latest available closing price on a recognised 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. Exercise Price means the price, if any, payable by the Employee for exercising the Vested Option granted to him in pursuance of the Scheme.

g) Exercise period and the process of exercise:

The exercise period shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

- 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 five years from the date of respective vesting of options.*
- b) In the event of an Employee being transferred between the Company, its Subsidiaries, 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.*

However, there is change in process of exercise which is as under: -

The vested Options shall be exercisable by the eligible employees by a written application to the Company/Trust expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The

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Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the scheme:

Appraisal process for determining the eligibility of employees under the scheme shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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 offered and issued per employee and in aggregate:

The maximum number of Options to be offered and issued per employee and in aggregate shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

The number of Options that may be granted to any specific employee under ESOS-2016 shall not exceed the number of Shares equivalent 1% of the Issued Share Capital 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 under the Scheme:

The maximum quantum of benefits to be provided per employee under the scheme shall remain the same, as last approved by the shareholders.

For ready reference we are reproducing the same as under:

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:

ESOS 2016 shall be supervised by the Committee and administered through an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") being set up by the Company.

l) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

ESOS 2016 contemplates a primary or secondary issue of equity shares by the Company depending on situational requirements and regulatory compliances.

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

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up share

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capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches. This is overall limit and shall include any loans already provided by the Company under its other existing schemes to the Trust.

The loan provided by the Company shall be interest free with tenure of such loan based on the term of the ESOS 2016 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the shares to be utilized for the purposes of the ESOS 2016.

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:

The total number of shares under secondary acquisition held by the Trust shall at no point of time exceed **3,50,000** (Three Lakhs Fifty Thousand) Shares of face value of ₹ 4/- (Rupees Four Only) each fully paid-up ("Shares"), being 0.26% of the paid up equity share capital as on 31st March, 2025.

o) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p) The method which the company shall use to value its Options:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q) The statement, if applicable

There will be no such difference arising as per the below Statement, since the Company is opting for the Fair Value Method.

'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'.

r) Period of lock-in:

The Shares allotted/transferred pursuant to the Exercise of the Vested Options under Clause 12 of ESOS 2016 shall be subject to a lock-in as specified by the Board/Committee. However, usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall also apply.

s) Terms & conditions for buyback, if any, of specified securities/ options covered granted under the scheme:

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Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of both the existing and draft amended ESOS 2016 are available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOS 2016.

In this background, the Company seeks your approval by way of a special resolution pursuant to Regulation 3 of SBEB Regulations, to enable the trust route for carrying out administration activities under the ESOP 2016 through an irrevocable employee welfare trust namely '**AFL ESOP Trust**' ("**Trust**") being set up by the Company, in agenda item no 5.

The Company intends to implement 'Arvind Fashions Limited - Employee Stock Option Scheme 2016' ("**Scheme**" or "**AFL- ESOS 2016**" or "**ESOS 2016**") for which approval is sought from the members in separate resolution at item no. 5. This ESOS 2016 shall be administered through an irrevocable employee welfare trust namely '**AFL ESOP Trust**' ("**Trust**"), being set up by the Company. The proposed ESOS 2016 contemplates acquisition of equity shares of the Company from primary or secondary issue.

For facilitating subscribing of the shares, the amount of loan to be provided by the Company to the Trust under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid-up share capital and free reserves of the Company being the statutory ceiling as per the Section 67(3)(b) of the Companies Act, 2013 read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOS 2016 and shall be repayable to the Company upon realization of proceeds on permitted sale / transfer of shares including realization of exercise price and any other eventual income of the Trust.

Necessary details w.r.t. Trust in this regard are provided under explanatory statement of Item No. 7

Item No. 7

The Company intends to implement 'Arvind Fashions Limited - Employee Stock Option Scheme 2025' ("**Scheme**" or "**AFL- ESOS 2025**" or "**ESOS 2025**"), 'Arvind Fashions Limited - Employee Stock Option Scheme 2022' ("**Scheme**" or "**AFL- ESOS 2022**" or "**ESOS 2022**"), 'Arvind Fashions Limited - Employee Stock Option Scheme 2016' ("**Scheme**" or "**AFL- ESOS 2016**" or "**ESOS 2016**") - ("**Schemes**") for which approval is sought from the members in separate resolution at item no. 1, 3 & 5. These Schemes shall be administered through Trust, being set up by the Company. These Schemes contemplates acquisition of equity shares of the Company from primary or secondary issue through the AFL ESOP Trust.

For facilitating subscribing of the shares, the amount of loan to be provided by the Company to the Trust under the Schemes shall not exceed 5% (Five percentage) of the aggregate of the paid-up share capital and free reserves of the Company being the statutory ceiling as per the Section 67(3)(b) of the Companies Act, 2013 read with Rule 16(1)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

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The loan provided by the Company shall be interest free with tenure of such loan based on term of the respective schemes and shall be repayable to the Company upon realization of proceeds on permitted sale / transfer of shares including realization of exercise price and any other eventual income of the Trust.

The details of Trust and Trustees are given below:

a) The particulars of the Trustee or employees in whose favour such Shares are to be registered:

It is contemplated that designated trustee shall acquire and hold the shares of the Company in due compliance of the SBEB Regulations and Companies Act, 2013. An Employee shall be a registered owner of shares pursuant to exercise of vested Options and transfer of corresponding number of shares by the trustee.

b) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is an irrevocable employee welfare trust namely 'AFL ESOP Trust' ("Trust") being set up by the Company having its principal office at Arvind Limited, Naroda Road, Ahmedabad – 382345, Gujarat, India.

Details of the Trustee:

S. No.	Name	Address	Occupation	Nationality
1	MUFG Intime India Private Limited (formerly Link Intime India Private Limited)	C-101, 1 st Floor, 247 Park, Lal Bahabur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India.	Registrar & Transfer Agent and other related Services	Indian

The trustees are neither (i) promoters, directors nor key managerial personnel of the Company or its group company including its holding, subsidiary or associate company or are they related to the promoters, directors or key managerial personnel nor (ii) beneficially holds ten percent or more of the paid-up share capital or the voting rights of the Company.

c) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Schemes. However, key managerial personnel and directors (excluding independent directors) may be covered under the schemes in due compliance with relevant applicable SBEB Regulations.

d) The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

The maximum quantum of benefits contemplated under the Schemes are in terms of the maximum number of Options that may be granted to an eligible Employee as specified in the relevant Schemes.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Schemes.

e) The details about who would exercise and how the voting rights in respect of the shares to be acquired under the schemes would be exercised:

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The trustee of the Trust shall not vote in respect of shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the shares are transferred by the Trust to him/her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Schemes.

In this background, the Company seeks your approval by way of a special resolution in terms of Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SBEB Regulations.

Registered Office:
Naroda Road
Ahmedabad-382345

Date: 23rd January 2026
Place: Bangalore

By Order of the Board
Sd/-
Lipi Jha
Company Secretary

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