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Ph : +91-79-30417000, 30017000 Fax : +91-79-30417070 CIN : L17110GJ1988PLC010504
E-mail : info@aarvee-denims.com • Website : www.aarvee-denims.com

February 05,2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

To,
National Stock Exchange of India Limited
Bandra Kurla Complex, C-1, Block G,
Bandra (East),
Mumbai 400 051

Scrip Code: **514274**

Trading Symbol: **AARVEEDEN**

**Sub: Intimation of Extra-ordinary General Meeting of Aarvee Denims and Exports Limited
("Company")**

Dear Sir/ Madam,

This is to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Extra-ordinary General Meeting ("**EGM**") of the Company will be held on Saturday, March 1, 2025 at 12.00 P.M. through Video Conferencing ("**VC**") facility / Other Audio Visual Means ("**OAVM**") to transact the businesses as per the EGM Notice enclosed herewith.

The cut-off date, for determining the eligibility of members to vote by remote e-voting and voting at EGM, is Saturday, February 22, 2025.

The Company has engaged the services of National Securities Depository Limited as the agency to provide the remote e-voting facility. The remote e-voting period will commence on Tuesday, February 25, 2025 (9:00 a.m.) and will end on Friday, February 28, 2025 (05:00 P.M.).

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For, Aarvee Denims and Exports Limited

Abira Mansuri
Company Secretary & Compliance officer

Encl.: As above.



AARVEE DENIMS AND EXPORTS LIMITED

CIN: L17110GJ1988PLC010504

Regd. Office: 191, Shahwadi, Near Old Octroi Naka, Narol Sarkhej Highway, Narol, Ahmedabad-382405, Gujarat, India..

Phone: 079-30417000; **E-Mail:** cs@aarveedenims.com, **Website:** www.aarveedenims.com.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (“**EGM**”) of the Members of Aarvee Denims and Exports Limited (the “**Company**”) will be held on Saturday, March 1, 2025, through Video Conferencing (“**VC**”) facility / Other Audio Visual Means (“**OAVM**”) to consider and transact the following business:

Special Business:

1. TO CONSIDER AND APPROVE THE ISSUE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO A PERSON BELONGING TO THE PUBLIC CATEGORY.

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

“RESOLVED THAT in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (the “**Act**”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) (“**Act**”), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Regulations**”), Foreign Exchange Management Act, 1999, as amended, (“**FEMA**”), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“**SEBI**”), and/or the National Stock Exchange of India (“**NSE**”) and/or BSE Limited (“**BSE**”) (“**Stock Exchange(s)**”), where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“**MCA**”), the SEBI, the Reserve Bank of India (“**RBI**”) or any other statutory or regulatory authority (hereinafter collectively referred to as “**applicable laws**”), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange(s) and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, upto 37,13,044 (Thirty Seven Lakhs Thirteen Thousand and Forty Four) equity shares of face value of ₹10/- (Rupees Ten only) each (“**Equity Shares**) at an issue price of ₹134.66/- (Rupees One Hundred Thirty Four and Paise Sixty Six Only) (including a premium of ₹124.66/- (Rupees One Hundred Twenty Four and Paise Sixty Six only) per equity share not being less than the

price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating upto ₹49,99,98,505/- (Rupees Forty Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Five Hundred and Five Only), for cash, to following persons (“**Proposed Allottees**”) as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:

Sr. No.	Name	Type of Proposed Allottees (Individual/ Body Corporate /HUF etc.)	Category of Proposed Allottees (Promoter/ Public)	Proposed number of Equity Shares to be allotted	Consideration at ₹134.66/- per equity share (including premium of ₹124.66/- per equity share)
1.	Yashwant Amratlal Thakkar	Individual	Public	5,19,828	7,00,00,038.48/-
2.	Varun Kabra	Individual	Public	2,22,783	2,99,99,958.78/-
3.	Sandeep Singh	Individual	Public	1,85,653	2,50,00,032.98/-
4.	Vpk Global Ventures Fund Scheme I	Body Corporate	Public	1,70,800	2,29,99,928.00/-
5.	Komalay Investrade Private Limited	Body Corporate	Public	1,48,522	1,99,99,972.52/-
6.	Vismay Shah	Individual	Public	1,48,522	1,99,99,972.52/-
7.	Benani Capital Scheme I	Trust / AIF	Public	1,48,522	1,99,99,972.52/-
8.	Indu Bala Jain	Individual	Public	1,48,522	1,99,99,972.52/-
9.	Parag Bharat Mehta	Individual	Public	1,29,957	1,75,00,009.62/-
10.	Jinesh Haresh Shah	Individual	Public	1,11,392	1,50,00,046.72/-
11.	Somani Ventures and Innovations Limited	Body Corporate	Public	1,11,392	1,50,00,046.72/-
12.	Gunjan	Individual	Public	9,2,826	1,24,99,949.16/-
13.	Intellectual Partners	Partnership Firm	Public	89,113	1,19,99,956.58/-
14.	Tattvam AIF Trust	Trust / AIF	Public	74,261	99,99,986.26/-
15.	Greek Venture Corporation	Partnership Firm	Public	74,261	99,99,986.26/-
16.	Meghavi Chetan Agrawal	Individual	Public	74,261	99,99,986.26/-
17.	Shah Savitaben R	Individual	Public	74,261	99,99,986.26/-
18.	Palak Chadha	Individual	Public	74,261	99,99,986.26/-
19.	Simran	Individual	Public	74,261	99,99,986.26/-
20.	Priti Mahesh Shah	Individual	Public	74,261	99,99,986.26/-
21.	Mansi Mukesh Jain	Individual	Public	74,261	99,99,986.26/-
22.	Century India Opportunity Fund PC	Body Corporate	Public	74,261	99,99,986.26/-
23.	Care Wealth Advisors LLP	Limited Liability Partnership (LLP)	Public	74,261	99,99,986.26/-

24.	Nilesh Babulal Kabra	Individual	Public	74,261	99,99,986.26/-
25.	Harsha Rajesh Jhaveri	Individual	Public	74,261	99,99,986.26/-
26.	Abhay D Musale	Individual	Public	37,130	49,99,925.80/-
27.	Jyoti Ajay Kumar Gupta	Individual	Public	37,130	49,99,925.80/-
28.	Ajaykumar Gupta	Individual	Public	37,130	49,99,925.80/-
29.	Seema Girishkumar Shah	Individual	Public	37,130	49,99,925.80/-
30.	Brinda Parth Shah	Individual	Public	37,130	49,99,925.80/-
31.	Vedant Pawan Agrawal	Individual	Public	37,130	49,99,925.80/-
32.	Agrawal Naman	Individual	Public	37,130	49,99,925.80/-
33.	Agrawal Nilay	Individual	Public	37,130	49,99,925.80/-
34.	Amogh Alok Chaturvedi	Individual	Public	37,130	49,99,925.80/-
35.	Truvito Corporate Advisors LLP	Limited Liability Partnership (LLP)	Public	37,130	49,99,925.80/-
36.	Raynvest	Partnership Firm	Public	37,130	49,99,925.80/-
37.	Sojitra Kirit Arjanbhai HUF	HUF	Public	37,130	49,99,925.80/-
38.	Sojitra Dipak Arjanbhai HUF	HUF	Public	37,130	49,99,925.80/-
39.	Kamlesh P. Shah HUF	HUF	Public	37,130	49,99,925.80/-
40.	Bhavesh P. Shah HUF	HUF	Public	37,130	49,99,925.80/-
41.	Pushpadevi S Agrawal	Individual	Public	37,130	49,99,925.80/-
Total				37,13,044	49,99,98,505

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of the issue price of the Equity Shares is taken to be Thursday, January 30, 2025 (“**Relevant Date**”) being the date which is 30 days prior to the date of meeting of shareholders i.e. Saturday, March 1, 2025.

RESOLVED FURTHER THAT aforesaid issue of the Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. The Equity Shares will be listed and traded on the Stock Exchange(s), where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
2. The consideration for allotment of Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottee.
3. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
4. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

5. The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of members approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to National Stock Exchange of India Limited, BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
6. The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations
7. The Equity Shares to be offered/issued and allotted shall be subject to lock in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
8. The Equity Shares to be allotted shall be in dematerialized form only.
9. The Equity Shares to be allotted to the Proposed Allottee shall be listed on the stock exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
10. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed under Regulation 169 of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee(s) inviting them to subscribe to the equity shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT Mr. Vinod Arora, Chairman and Managing Director and/or Mr. Ashish Shah, Managing Director and/or Mr. Nipun Arora, Whole Time Director and/or Abira Mansuri, Company Secretary of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the equity shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; making applications to the Stock Exchange(s) for obtaining in-principle approval; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the equity shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects.”

Registered Office:

191, Shahwadi, Near Old Octroi Naka, Narol Sarkhej
Highway, Narol, Ahmedabad-382405, Gujarat, India

Place : Ahmedabad

Date : January 30, 2025

By Order of the Board of Directors

Sd/-

Vinod Arora Chairman and Managing Director

[DIN:00007065]

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), setting out all material facts relating to the resolution for Item No. 1 in Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. As per the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 21, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (**the “MCA Circulars”**) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (**collectively referred to as “SEBI Circulars”**) and pursuant to Section 101 of the Act read with relevant rules made thereunder, this EGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM. Notice of EGM is being sent only through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.
3. In line with the aforesaid MCA Circulars, the notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.aarveedenims.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint Proxy by the members is not available for this EGM and hence the proxy form and attendance slip including route map are not annexed to this notice.
5. The Board of Directors of the Company, at its meeting held on Thursday, January 30, 2025 has appointed Mr. Tapan Shah, Practicing Company Secretary (ICSI membership number: FCS [4476], certificate of practice number: [2839]), who in the opinion of the Board is a duly qualified person as a scrutinizer to scrutinize the voting processes in a fair and transparent manner. The Scrutinizer shall submit his report of the votes cast in favour or against, if any, to the Chairman of the Company.
6. 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 info@tapanshah.in with a copy marked to evoting@nsdl.com and cs@aarveedenims.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.
7. In the case of joint holders attending the meeting, only such joint holder who is high in the order of names will be entitled to vote at the meeting.

8. Members may also note that the Notice of EGM is available on the Company's website i.e., www.aarveedenims.com, on the website of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com. All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at cs@aarveedenims.com.
9. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
10. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI LODR Regulations, and other applicable laws, and General Circular No. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020 and other circulars further issued, if any, respectively by the Ministry of Corporate Affairs, the company is pleased to offer e-voting facility to its Members holding Equity Shares as on Saturday, February 22, 2025, being the cut-off date, to exercise their right to vote electronically on the above resolution.
11. This facility is arranged by the National Securities Depository Limited ("NSDL"). The instructions for e-voting are given in this Notice. **E-voting will commence on Tuesday, February 25, 2025, at 9:00 A.M. and will end on Friday, February 28, 2025, at 5:00 P.M.** E-voting shall not be allowed beyond the said date and time.
12. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below in **Point THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING** for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "**Join General Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login, where the **EVEN i.e.[132913]** of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
13. During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, February 22, 2025 i.e. cut-off date, may cast their vote electronically. Those members who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolution through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM. Any recipient of the Notice, who has no voting rights as on cut-off date, shall treat this notice as information only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
14. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI LODR Regulations, the details about this Notice will be published in one English newspaper having a wide circulation in India (in the English language) and one vernacular newspaper having a wide circulation in Gujarat (in the Gujarati language).
15. Members seeking any information or clarification on any items mentioned in the Notice are requested to send written queries to the Company, at least 10 days before the date of the meeting mentioning their demat account number/folio number, name, email id, mobile number at cs@aarveedenims.com to enable the management to keep the required information available at the meeting.
16. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on

first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contract or Arrangements in which directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members at the EGM. All documents referred to in the notice of EGM will also be available for electronic inspection without any fees by the members at least 10 days before the date of the meeting. Members seeking to inspect such documents can send an email to cs@aarveedenims.com
18. A person whose name is recorded in the Register of Members, or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Saturday, February 22, 2025, only shall be entitled to avail of the facility of e-voting.
19. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. Given the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard. SEBI has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA of the Company.
20. To use natural resources responsibly, we request shareholders to update their e-mail addresses with their Depository Participants to enable the Company to send communications electronically.
21. The Scrutinizer after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with. The Result declared along with the report of the scrutinizer shall be placed on at the Company's website www.aarveedenims.com and on the website of NSDL and shall also be communicated to the Stock Exchanges. The resolution will be taken as passed effectively on the date of EGM.
22. **For any communication, the shareholders may also send requests to the Company's investor email id: cs@aarveedenims.com.**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI LODR Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 in terms of SEBI vide Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other circular issued, if any in relation to e-Voting facility provided by listed entities, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.

The remote e-voting period begins on Tuesday, February 25, 2025, at 9:00 A.M. and will end on Friday, February 28, 2025, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members holding shares either in physical form or in dematerialized form, as on **Saturday, February 22, 2025 i.e. cut-off date**, may cast their vote electronically. Those members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM. Any recipient of the Notice, who has no voting rights as on cut-off date, shall treat this notice as information only. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

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


Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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

Type of shareholders	Login Method
	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>  <p>The advertisement features the text "NSDL Mobile App is available on" in blue. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a square QR code for scanning.</p>
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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 e-voting 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-

Type of shareholders	Login Method
	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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- 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.co.in 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN: [132913]” 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. 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.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request 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 resolution set out in this notice:

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 ahmedabad@linkintime.com. Members may write to RTA of the Company on the email id ahmedabad@linkintime.com.

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 ahmedabad@linkintime.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 ahmedabad@linkintime.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN: [132913] of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@aarveedenims.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions during the EGM may use chat facility to raise question to moderator. The moderator then will ask one by one questions during the meeting. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as speaker shareholder will only be allowed to express their views/ ask questions during the meeting. Shareholders who would like to express their view/ ask question during the meeting may register themselves as speaker shareholders and may send their request mentioning name, mobile number, folio number, email id at cs@aarveedenims.com. Shareholders who have registered themselves as speaker shareholders will only be allowed to express their views/ask questions during the meeting.
7. The company reserves the right to restrict the number of questions and number of speakers as appropriate for the smooth proceeding of the EGM.
 - I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday, February 22, 2025.
 - II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, February 22, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or RTA **MUFG Intime India Private Limited** at ahmedabad@linkintime.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
 - III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
 - IV. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting. Only those members / shareholders, who will be present in the EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are

otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM. Members who have voted through Remote e- Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM. shall be the same person mentioned for Remote e-Voting

- V. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.aarveedenims.com, on the website of Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com and BSE Limited www.bseindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

Registered Office:

191, Shahwadi, Near Old Octroi Naka, Narol Sarkhej
Highway, Narol, Ahmedabad-382405, Gujarat, India

Place : Ahmedabad

Date : January 30, 2025

By Order of the Board of Directors

Sd/-

Vinod Arora

Chairman and Managing Director

[DIN:00007065]

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT REGULATION
163(1) OF SEBI (ICDR) REGULATIONS**

Accordingly, the following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of SEBI (ICDR) Regulations, in respect of items given in the Notice that require approval of the Members.

Item No. 1

As required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Regulation 163 of Chapter V of the SEBI (ICDR) Regulations and as per Companies Act, 2013:

1. Particulars of the offer including the date of passing of the Board

The Board of Directors of the Company (“**Board**”) at its meeting held on Thursday, January 30, 2025, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (“**the Act**”) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“**SEBI ICDR Regulations**”), of the securities to the proposed allottees (“**Proposed Allottees**”) upto 37,13,044 (Thirty Seven Lakhs Thirteen Thousand and Forty Four) equity shares (“**Equity Shares**”) of the face value of ₹ 10/- each, at an issue price of ₹ 134.66/- (Rupees One Hundred Thirty Four and Paise Sixty Six Only) (including a premium of ₹124.66/- (Rupees One Hundred Twenty Four and Paise Sixty Six only) per Equity Share, for cash, aggregating to ₹ 49,99,98,505/- (Rupees Forty Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Five Hundred and Five Only) to the persons belonging to the Public category, as mentioned in **Annexure A**, on such terms and conditions as may be determined by the Board.

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

2. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

1. For Repayment of secured loans, including Interest, in part or full, due to banks (referred to below as “Debt Repayment”);
2. For general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “General Corporate Purposes”). (collectively referred to below as the “Objects”)

The objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable us to undertake (i) our existing activities; (ii) the activities for which the funds are being raised through Preferential Issue and (iii) activities for which funds are being earmarked towards general corporate purposes.

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

Sr. No.	Objectives of the proposed issue	Total estimated amount to be utilised for each of the Objects* (₹ in crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Debt Repayment	40,00,00,000	Within 3 months from the date of receipt of funds.
2.	General Corporate Purposes	9,99,98,505	Within 3 months from the date of receipt of funds.
	Total	49,99,98,505/-	

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws and in accordance with applicable circulars issued by SEBI and/or Stock Exchange(s), from time to time.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other shorts terms funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

3. Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore), in accordance with Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a Credit Rating Agency, as the Monitoring Agency to oversee the use of proceeds from the Preferential Issue.

4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.

These Special Resolutions authorize the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with SEBI ICDR Regulations, up to 37,13,044 (Thirty Seven Lakhs Thirteen Thousand and Forty Four) equity shares of face value ₹10/- (Rupee Ten only) each at an issue price of ₹134.66/- (Rupees One hundred thirty four and sixty six paise only) (including a premium of ₹124.66/- (Rupees One hundred twenty four and sixty six paise only) per equity share aggregating upto ₹49,99,98,505/- (Rupees Forty Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Five Hundred and Five Only). Further, no assets of the Company are charged as securities for the said preferential issue.

5. Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is **Thursday, January 30, 2025**, being the date 30 days prior to the date of EGM.

6. Basis on which the price has been arrived at and justification for the price (including premium), if any

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), and the Equity Shares are frequently traded in terms of SEBI ICDR Regulations and the trading volume of equity shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price.

In the case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the specified securities in preferential issues has to be calculated as:

- a) the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date;

whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for specified securities to be allotted pursuant to the preferential issue.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for Equity Shares to be allotted under the preferential issue.

Further as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchange preceding the relevant date.

Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. – **Not Applicable**

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares).

- Price determined as per 90 trading days VWAP on NSE – ₹ 96.81/-
- Price determined as per 10- trading days VWAP on NSE – ₹ 134.66/-

Accordingly, Equity Shares shall be issued at an issue price of ₹ 134.66/- (Rupees One hundred thirty four and sixty six paise only) (including a premium of ₹124.66/- (Rupees One hundred twenty four and sixty six paise only) per equity share which is determined as per the SEBI ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Valuation for consideration other than cash: Not Applicable

7. Amount which the Company intends to raise by way of securities.

The Equity Shares are proposed to be issued for cash at a price of ₹ 134.66/- (Rupees One hundred thirty four and sixty six paise only) (including a premium of ₹124.66/- (Rupees One hundred twenty four and sixty six paise only) per equity share aggregating upto ₹49,99,98,505/- (Rupees Forty Nine Crore Ninety Nine Lakhs Ninety Eight Thousand Five Hundred and Five Only).

8. Pending preferential issue

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

9. Re-computation of Issue Price

The Company shall re-compute the issue price of the Equity Shares, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee(s).

10. Payment of Consideration:

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations, 100% consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottees.

The consideration for the Equity Shares shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

11. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange(s) or Depositories as on the date of this Notice.

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

The preferential issue of Equity Shares is proposed to be made to the Proposed Allottees belonging to the Public Category which is given in detail in point 19.

13. Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue

None of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Equity Shares under the preferential issue.

14. Proposed time frame within which the preferential issue shall be completed

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Equity Shares to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

15. Listing

The Company will make an application to the Stock Exchange(s), for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.

16. Shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue to Promoter Group and Public are likely to be as follows:

Category	Pre-Issue Shareholding Structure*		Equity Shares to be Allotted	Post-Issue Shareholding	
	No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(a) Individuals & HUF	6595481	28.1140	0	6595481	24.27
(b) Bodies Corporate	6953978	29.6421	0	6953978	25.59
Sub Total (A1)	13549459	57.7561	0	13549459	49.86
(A1) Foreign	0	0	0	0	0
Total Promoter shareholding A=A1+A2	13549459	57.7561	0	13549459	49.86
(B1) Institutions (Domestic)	16300	0.0695	393583	409883	1.51
(B2) Institutions (Foreign)	58332	0.2486	74261	132593	0.49
(B3) Central Government/ State Government(s)/ President of India	0	0	0	0	0
(B4) Non-Institution					
(a) Individuals	8548018	36.4369	2487741	11035759	40.61
(b) Body Corporate	314547	1.3408	37130	685852	2.11
(c) Others (Including NRI)	973144	4.1481	386154	1359298	5.41
Sub Total (B4)	9835709	41.9258	3245200	13080909	48.14
Total Public Shareholding B=B1+B2+B3+B4	9910341	42.2439	37,13,044	13623385	50.14
(C) Non-Promoter Non-Public Shareholding	0	0	0	0	0
Grand Total (A+B+C)	23459800	100	37,13,044	27172844	100

Notes:

(1) The pre-issue shareholding pattern is on the latest BENPOS date i.e., Friday, January 24, 2025.

17. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

List of the Proposed Allottee along with the names of natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue is enclosed herewith as **Annexure A**.

There is no change in control pursuant to the allotment of the Equity Shares.

18. Lock-in Period

The Equity Shares proposed to be allotted on a preferential basis shall be locked in accordance with Chapter V of the SEBI ICDR Regulations.

1. The entire pre-preferential shareholding of the Proposed Allottees shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval, as per the requirement of the SEBI ICDR Regulations.
2. The Equity Shares proposed to be issued to Proposed Allottees of the Company, shall be subject to lock-in for a period of 6 months from the date of trading approval granted for such Equity Shares, as per the requirement of SEBI ICDR Regulations.
3. The proposed allotment of Equity Shares to the proposed allottees as per Annexure - I, which forms part of Public Category of the Company, shall be subject to lock-in for a period of 6 months from the date grant of trading approval by the Stock Exchange, as per the requirement of SEBI ICDR Regulations.

19. The current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter

List of the current and proposed status of the Proposed Allottees post the preferential issues namely, Public is enclosed herewith as **Annexure B**.

20. Practicing Company Secretary's Certificate

A Certificate from Mr. Tapan Shah, (COP No: 2839 & Membership No.: 4476) Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website www.aarveedenims.com.

21. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Equity Shares for consideration other than cash.

22. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

23. Principle terms of assets charged as securities

Not applicable

24. Material terms of raising such securities

All material terms have been set out above.

25. Undertakings

- (a) The Proposed Allottees has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date as per Regulation 159(1) of SEBI (ICDR) Regulations.
- (b) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (c) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) or fraudulent borrower(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- (d) None of the Company's Promoters and Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- (f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Proposed Allottees are being sought by way of a Special Resolution as set out in the said Item No. 1 of the Notice.

The issue of the Equity Shares under the preferential issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 1 of this Notice.

Registered Office:

191, Shahwadi, Near Old Octroi Naka, Narol Sarkhej
Highway, Narol, Ahmedabad-382405, Gujarat, India

Place : Ahmedabad

Date : January 30,2025

By Order of the Board of Directors

Sd/-

Vinod Arora

Chairman and Managing Director

[DIN:00007065]

ANNEXURE – I: PROPOSED ALLOTTEES

ANNEXURE A: LIST OF THE PROPOSED ALLOTTEE ALONG WITH THE NAMES OF NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE EQUITY SHARES

Sr. No.	Name	Type of Proposed Allottees (Individual/ Body Corporate /HUF etc.)	Natural Persons who are the Ultimate Beneficial Owners (UBOs)	Category of Proposed Allottees (Promoter/ Public)	Proposed number of Equity Shares to be allotted	Consideration at ₹134.66/- per equity share (including premium of ₹124.66/- per equity share)
1.	Yashwant Amratlal Thakkar	Individual	Not Applicable	Public	5,19,828	7,00,00,038.48/-
2.	Varun Kabra	Individual	Not Applicable	Public	2,22,783	2,99,99,958.78/-
3.	Sandeep Singh	Individual	Not Applicable	Public	1,85,653	2,50,00,032.98/-
4.	Vpk Global Ventures Fund Scheme I	Body Corporate	Chetan Pankajbhai Kotak	Public	1,70,800	2,29,99,928.00/-
5.	Komalay Investrade Private Limited	Body Corporate	Malay RohitKumar Bhow	Public	1,48,522	1,99,99,972.52/-
6.	Vismay Shah	Individual	Not Applicable	Public	1,48,522	1,99,99,972.52/-
7.	Benani Capital Scheme I	Trust / AIF	Benani Weathfront LLP, Designated Partners of LLP: 1.Paras M Benani, 2. Jitendra H Benani 3.,Rinaben J Benani, 4. Ami Darshan Karia	Public	1,48,522	1,99,99,972.52/-
8.	Indu Bala Jain	Individual	Not Applicable	Public	1,48,522	1,99,99,972.52/-
9.	Parag Bharat Mehta	Individual	Not Applicable	Public	1,29,957	1,75,00,009.62/-
10.	Jinesh Haresh Shah	Individual	Not Applicable	Public	1,11,392	1,50,00,046.72/-
11.	Somani Ventures and Innovations Limited	Body Corporate	Not Applicable	Public	1,11,392	1,50,00,046.72/-
12.	Gunjan	Individual	Not Applicable	Public	9,2,826	1,24,99,949.16/-
13.	Intellectual Partners	Partnership Firm	Nisha Jain, Priyanka Havelia	Public	89,113	1,19,99,956.58/-

14.	Tattvam AIF Trust	Trust / AIF	Tattvam Streets LLP, Amit Jindal-DP	Public	74,261	99,99,986.26/-
15.	Greek Venture Corporation	Partnership Firm	Vishnu Bhagwan Garg, Neha Garg	Public	74,261	99,99,986.26/-
16.	Meghavi Chetan Agrawal	Individual	Not Applicable	Public	74,261	99,99,986.26/-
17.	Shah Savitaben R	Individual	Not Applicable	Public	74,261	99,99,986.26/-
18.	Palak Chadha	Individual	Not Applicable	Public	74,261	99,99,986.26/-
19.	Simran	Individual	Not Applicable	Public	74,261	99,99,986.26/-
20.	Priti Mahesh Shah	Individual	Not Applicable	Public	74,261	99,99,986.26/-
21.	Mansi Mukesh Jain	Individual	Not Applicable	Public	74,261	99,99,986.26/-
22.	Century India Opportunity Fund PC	Body Corporate	Bal Krishen and Deepak Kumar Sawarhia	Public	74,261	99,99,986.26/-
23.	Care Wealth Advisors LLP	Limited Liability Partnership	Nirmit Shah, Sweta Shah Meena Shah,	Public	74,261	99,99,986.26/-
24.	Nilesh Babulal Kabra	Individual	Not Applicable	Public	74,261	99,99,986.26/-
25.	Harsha Rajesh Jhaveri	Individual	Not Applicable	Public	74,261	99,99,986.26/-
26.	Abhay D Musale	Individual	Not Applicable	Public	37,130	49,99,925.80/-
27.	Jyoti Ajay Kumar Gupta	Individual	Not Applicable	Public	37,130	49,99,925.80/-
28.	Ajaykumar Gupta	Individual	Not Applicable	Public	37,130	49,99,925.80/-
29.	Seema Girishkumar Shah	Individual	Not Applicable	Public	37,130	49,99,925.80/-
30.	Brinda Parth Shah	Individual	Not Applicable	Public	37,130	49,99,925.80/-
31.	Vedant Pawan Agrawal	Individual	Not Applicable	Public	37,130	49,99,925.80/-
32.	Agrawal Naman	Individual	Not Applicable	Public	37,130	49,99,925.80/-
33.	Agrawal Nilay	Individual	Not Applicable	Public	37,130	49,99,925.80/-
34.	Amogh Alok Chaturvedi	Individual	Not Applicable	Public	37,130	49,99,925.80/-
35.	Truviso Corporate Advisors LLP	Limited Liability Partnership (LLP)	Yash Vinodbhai Doshi	Public	37,130	49,99,925.80/-

36.	Raynvest	Partnership Firm	Sri Amit Kumar Sarda, Smt. Tamanna Sarda	Public	37,130	49,99,925.80/-
37.	Sojitra Kirit Arjanbhai HUF	HUF	Kiritbhai Arjanbhai Sojitra	Public	37,130	49,99,925.80/-
38.	Sojitra Dipak Arjanbhai HUF	HUF	Sojitra Dipak Arjanbhai	Public	37,130	49,99,925.80/-
39.	Kamlesh P. Shah HUF	HUF	Shah Kamlesh Prahladbhai	Public	37,130	49,99,925.80/-
40.	Bhavesh P. Shah HUF	HUF	Shah Bhavesh	Public	37,130	49,99,925.80/-
41.	Pushpadevi S Agrawal	Individual	Not Applicable	Public	37,130	49,99,925.80/-
Total					37,13,044	49,99,98,505

ANNEXURE B: LIST OF THE CURRENT AND PROPOSED STATUS OF THE PROPOSED ALLOTTEES POST THE PREFERENTIAL ISSUES NAMELY, PROMOTER OR PUBLIC

Sr. No.	Name of Allottee	Current Status	Post Status
1.	Yashwant Amratlal Thakkar	Public	Public
2.	Varun Kabra	Public	Public
3.	Sandeep Singh	Public	Public
4.	Vpk Global Ventures Fund Scheme I	Public	Public
5.	Komalay Investrade Private Limited	Public	Public
6.	Vismay Shah	Public	Public
7.	Benani Capital Scheme I	Public	Public
8.	Indu Bala Jain	Public	Public
9.	Parag Bharat Mehta	Public	Public
10.	Jinesh Haresh Shah	Public	Public
11.	Somani Ventures and Innovations Limited	Public	Public
12.	Gunjan	Public	Public
13.	Intellectual Partners	Public	Public
14.	Tattvam AIF Trust	Public	Public
15.	Greek Venture Corporation	Public	Public
16.	Meghavi Chetan Agrawal	Public	Public
17.	Shah Savitaben R	Public	Public
18.	Palak Chadha	Public	Public
19.	Simran	Public	Public
20.	Priti Mahesh Shah	Public	Public
21.	Mansi Mukesh Jain	Public	Public
22.	Century India Opportunity Fund PC	Public	Public
23.	Care Wealth Advisors LLP	Public	Public
24.	Nilesh Babulal Kabra	Public	Public
25.	Harsha Rajesh Jhaveri	Public	Public
26.	Abhay D Musale	Public	Public
27.	Jyoti Ajay Kumar Gupta	Public	Public
28.	Ajaykumar Gupta	Public	Public
29.	Seema Girishkumar Shah	Public	Public
30.	Brinda Parth Shah	Public	Public
31.	Vedant Pawan Agrawal	Public	Public
32.	Agrawal Naman	Public	Public
33.	Agrawal Nilay	Public	Public
34.	Amogh Alok Chaturvedi	Public	Public
35.	Truvito Corporate Advisors LLP	Public	Public
36.	Raynvest	Public	Public
37.	Sojitra Kirit Arjanbhai HUF	Public	Public
38.	Sojitra Dipak Arjanbhai HUF	Public	Public
39.	Kamlesh P. Shah HUF	Public	Public
40.	Bhavesh P. Shah HUF	Public	Public
41.	Pushpadevi S Agrawal	Public	Public