

ARVIND FASHIONS LIMITED

A MEMBER OF THE LALBHAI GROUP

Corporate Office: Du Parc Trinity, 8th Floor, 17, M.G Road, Bangalore – 560 001

Tel: +91-80-4155 0601, Fax: 91-80-4155 0651

Website: www.arvindfashions.com

July 29, 2021

BSE Limited

Listing Dept. / Dept. of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited

Listing Dept., Exchange Plaza, 5th Floor
Plot No. C/1, G. Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Security Code: 542484 / 890153
Security ID: ARVINDFASN / AFLPP

Symbol: ARVINDFASN / AFLPP

Dear Sir/Madam,

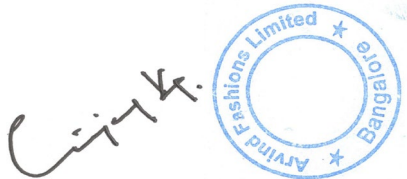
Subject: Submission of Notice of Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of Annual General Meeting of the Company to be held on Monday, August 23, 2021 at 11:00 a.m. through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) along with instructions for e-voting. The aforesaid notice alongwith instructions for e-voting instructions is being sent to all eligible shareholders through permitted mode and is also available on the website of the Company at www.arvindfashions.com

This is for your information and records.

Thanking you,

Yours faithfully,
For Arvind Fashions Limited



Vijay Kumar B S
Company Secretary

Encl.: As above

Arvind

Regd Office: Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad – 380 025.
CIN: L52399GJ2016PLC085595

Notice

NOTICE is hereby given that the Sixth Annual General Meeting of the Members of Arvind Fashions Limited will be held on Monday, August 23, 2021 at 11.00 a.m. through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements [including consolidated financial statements] of the Company for the financial year ended March 31, 2021 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Lalbhai (DIN: 00008329), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Punit Lalbhai (DIN 05125502), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad as the Joint statutory auditors of the Company to hold office for a term of five years starting from 6th Annual General Meeting of the Company until the conclusion of the 11th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.: 117365W) be and are hereby appointed as the Joint Statutory Auditor of the Company to hold the office from the conclusion of the 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company to be held in the year 2026 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. **To regularize appointment of Mr. Suresh Jayaraman (DIN: 03033110), as a Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Suresh

Jayaraman (DIN: 03033110), who was appointed as an Additional Director by the Board of Directors of the Company with effect from February 01, 2021, and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013, signifying its intention to propose Mr. Suresh Jayaraman (DIN: 03033110), as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company and that his office as a Director shall be subject to retirement by rotation.”

6. **To approve appointment of Mr. Shailesh Shyam Chaturvedi, as Managing Director & Chief Executive Officer (CEO) of the Company for a term of five years.**

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Shailesh Shyam Chaturvedi (DIN: 03023079), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 12th November, 2020, and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013, signifying its intention to propose Mr. Shailesh Shyam Chaturvedi (DIN: 03023079), as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the terms of appointment of Mr. Shailesh Shyam Chaturvedi (holding DIN 03023079) as Managing Director & CEO of the Company, to hold office for a period of five years from 1st February, 2021 up to 31st January 2026 on the terms and conditions of appointment and remuneration as set out in the draft agreement of the appointment submitted to the meeting and initialled by the Chairman for identification and that he be paid remuneration by way of salary, perquisites, allowances and commission as approved by the Board of Directors of the Company and the Nomination & Remuneration Committee and as set out in the Explanatory Statement annexed hereto.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the and the

Nomination & Remuneration Committee in such manner as may be agreed to by the Board of Directors within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

7. To approve raising of funds through issuance of securities of the Company

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

“RESOLVED THAT pursuant to and in accordance with the applicable provisions of Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or reenactment(s) thereof for the time being in force (collectively, the “Companies Act”), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, “FEMA”), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”) where the equity shares of the Company of face value of ₹4 each (“Equity Shares”) are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India (“Government of India”), the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), BSE, NSE, the Registrar of Companies (“RoC”), the Securities and Exchange Board of India (“SEBI”) and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, RoC and the Stock Exchanges (hereinafter referred to as “Appropriate Authorities”), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s),

which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) (the “Securities”) for cash, for an aggregate amount up to Rs.400 crores (Rupees Four Hundred crores), inclusive of such premium as maybe fixed on the Securities, by way of private placement through one or more qualified institutions placement (“QIP”) in accordance with Chapter VI of the SEBI ICDR Regulations, to eligible “qualified institutional buyers” as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations (“QIBs”) or by way of preferential issue in accordance with Chapter V of the SEBI ICDR Regulations, or through any other permissible mode or any combination thereof of any of the above (the “Issue”), subject to applicable laws, through placement documents, private placement offer cum application letters and/ or such other documents/ writings/ circulars/ memoranda, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the book running lead manager(s) to be appointed for the Issue (“Lead Manager(s)”), including, without limitation, the total number of Securities to be issued, face value, fixing book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law and on such terms and conditions as may be determined and deemed fit and appropriate by the Board, at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the Lead Manager(s) so as to enable the Company to list the Securities issued, on the Stock Exchanges.

RESOLVED FURTHER THAT in the event that Securities are offered to QIBs through a QIP, the following shall apply:

- a. the Securities, or any combination thereof as may be decided by the Board and subject to applicable laws, will be allotted within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, at a price which is not less than the price determined in accordance with Regulation 176(1) of the SEBI ICDR Regulations (the “QIP Floor Price”), with the authority to the Board to offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price;

- b. the “relevant date” for the purpose of pricing of any Equity Shares to be issued, shall be the date of the meeting in which the Board or the Committee of Directors authorized by the Board decides to open the proposed QIP;
- c. in case of allotment of eligible convertible securities, the “relevant date” for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the Committee of Directors authorized by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares;
- d. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and
- e. the Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) allotted in a QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, in pursuance of the resolutions above:

- a) the Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the Equity Shares created, offered, issue or allotted by the Company shall rank *pari passu* in all respects with the existing Equity Shares of the Company, in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a Committee thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of preliminary placement documents and placement documents, private placement offer-cum-application letters, determining the form and manner of the Issue, including the number of Securities to be allotted, issue price, date of the opening and closing of the Issue, or execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) and utilization of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, or a duly authorized committee, in consultation with the Lead Manager(s), advisors and/ or other intermediaries as may be appointed in relation to the Issue, is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and listing thereof with the

Stock Exchanges or otherwise as may be required in relation to the Issue and to resolve and settle all questions and difficulties that may arise in the Issue, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the Issue, utilization of Issue proceeds, to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its sole discretion (subject to the conditions set forth in the resolutions herein), all such arrangements/ agreements with any Lead Managers, placement agents, managers, underwriters, lawyers, advisors, guarantors, depositories, custodians, registrars and all such agencies and intermediaries as may be involved or concerned in the Issue, including any amendments or supplements thereto, as necessary or appropriate and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, and to finalize, approve and issue any document(s) or agreements including, but not limited, to placement documents, and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges, sign all deeds, documents and writings, settle all questions, difficulties or doubts that may arise in regard to the Issue and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the Issue and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board or a duly authorised committee and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board or a duly authorised committee in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the Issue.

RESOLVED FURTHER THAT in respect of the Issue, the Board or any duly authorised committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approvals, listing of the Securities, filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

RESOLVED FURTHER THAT the Board or a duly authorised committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, to give effect to this resolution.”

8. To approve payment of Remuneration/Commission to Non-Executive Directors and Independent Directors of the Company in case in any financial year the Company has no profits or its profits are inadequate.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in supersession of the Ordinary Resolution no. 5 passed in the Annual General Meeting held on 16th July 2018, consent of the members of the Company be and is hereby accorded for the payment of commission to the Director(s) of the Company who is /are neither in the whole time employment nor a Managing Director(s), in accordance with and up to the limits not exceeding 1% as laid down under the provisions of Section 197 of the Act, for a period of 5 years from 1st April 2021 to 31st March 2026.

RESOLVED FURTHER THAT in the event of the Company having no profits or inadequate profits in any financial year, during the above mentioned period, the consent of the members of the Company be and is hereby accorded for the payment of Remuneration / Commission to the Director(s) of the Company who is /are neither in the whole time employment nor a Managing Director(s) in accordance with the limits specified in Part II of Section II (A) of Schedule V to the Act as applicable to the Company but not exceeding Rs. 75,00,000/- (Rupees Seventy Five Lakhs only) in such manner and up to such amount as the Board and/or Committee of the Board may, from time to time, determine.

RESOLVED FURTHER THAT Board of Directors or Committee of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary to give effect to the foregoing resolution.”

9. To approve to give loans or guarantees or provide security to the Subsidiary and Joint Venture Companies.

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with

any loans taken by M/s. Arvind Youth Brands Private Limited, a 99.99% subsidiary of the Company or PVH Arvind Fashion Private Limited, a 50% Joint Venture of the Company up to Rs. 250 crores (Rupees Two Hundred Fifty Crores only) collectively, from time to time, in one or more tranches as and when required by the said subsidiary and Joint Venture company in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors or Committee of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

10. To approve Re-issue forfeited shares by the Board of Directors of the Company

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

“**RESOLVED THAT** in accordance with provisions of Regulation 41(4) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Article No. 57 of the Articles of Association of the Company and the applicable provisions of the Companies Act, 2013 and other applicable laws, consent of the members be and is hereby accorded to the Board of Directors of the Company to offer and re-issue equity shares which may be forfeited by the Board on account of non-payment of the First and Final Call Money in accordance with the letter of offer dated February 19, 2021 and the Articles of Association of the Company, to any person/s and at such price and on such terms and conditions as the Board thinks proper.”

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

By Order of the Board

Date: June 03, 2021

Place: Bangalore

Vijay Kumar B S
Company Secretary

Registered Office:

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

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20 dated May 5, 2020, Circular No. 17 dated April 13, 2020 and circular No. 14 dated April 8, 2020 (hereinafter collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively, permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. **Hence, Members can attend and participate in the AGM through VC/OAVM only.** The deemed venue for the Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is explained at Note No. 18 below.
2. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2020-21 will also be available on the Company's website www.arvindfashions.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination cum Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
7. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 5 to 10 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as a Director under Item No. 2, 3, 5 and 6 of the Notice is also annexed to the notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 17, 2021 till Monday, August 23, 2021 (both days inclusive).
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. in case the shares are held by them in physical form. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Pvt. Ltd.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Pvt. Ltd., the details of such folios together with the share certificates, for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the AGM.
13. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/ Link Intime India Pvt. Ltd.
14. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be open for inspection without any fee at the registered office of the Company during normal business hours on any working day upto and including the date of the AGM of the Company.

15. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
16. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with Notice.
17. **Instructions for voting through electronic means (e-Voting):**
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - II. The Company has engaged the services of NSDL as the Agency to provide remote e-Voting facility and e-Voting during the AGM.
 - III. Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145, COP 8195) has been appointed as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting in a fair and transparent manner.
 - IV. The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Limited) and shall also be displayed on the Company's website www.arvindfashions.com and NSDL's website www.evoting.nsdl.com.
 - V. Voting rights of the Members for voting through remote e-Voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, August 16, 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-Voting and voting during the AGM.
 - VI. The remote e-Voting facility will be available during the following period:
 - a. Commencement of remote e-Voting: 09:00 A.M. (IST) on Thursday, August 19, 2021.
 - b. End of remote e-Voting: 05:00 P.M. (IST) on Sunday, August 22, 2021.
 - c. The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.
 - VII. Those Members, who will be present in the AGM 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 AGM.
 - VIII. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM

through VC/OAVM but shall not be entitled to cast their vote again.

- IX. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in mentioning their demat account number/ folio number, PAN, name and registered address. 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.

X. **Process and manner for Remote e-Voting:**

Members are requested to follow the below instructions to cast their vote through e-Voting:

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

Step 1: Access to NSDL e-Voting system

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

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting 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.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against

Type of shareholders	Login Method
	<p>company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300**12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
---	---

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which is Arvind Fashions Limited, for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs.buchassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting

user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@arvindbrands.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@arvindbrands.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for members for e-Voting on the day of the AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

In case you have not registered your e-mail address with the Company/ Depository, please follow below instructions for registration of e-mail address for obtaining Annual Report and / or login details for e-voting:

Physical Holding	Visit the link: https://web.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided therein. The members are requested to provide details such as name, folio number, certificate number, PAN, mobile number and e-mail address
Demat Holding	Please Contact your Depository Participant (DP) and register your email address in your demat account as per the process communicated by your DP

18. Instructions for Members to attend the AGM through VC/OAVM:

- I. Member will be provided with a facility to attend the AGM 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 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 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.
- II. Members are encouraged to join the Meeting through Laptops for better experience.
- III. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- IV. 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.
- V. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-9900.
- VI. Members seeking any information with regard to the annual accounts for 2020-21 or any business to be dealt at the AGM, are requested to send an e-mail on investor.relations@arvindbrands.co.in on or before August 16, 2021 along with their name, DP ID and Client ID/ folio number, PAN and mobile number. The same will be replied by the Company suitably.
- VII. Further, members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio Number, PAN and mobile number at investor.relations@arvindbrands.co.in on or before August 16, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board

Date: June 03, 2021

Place: Bangalore

Vijay Kumar B S

Company Secretary

Registered Office:

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

Annexure to Notice

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors ('Board'), on recommendation of Nomination and Remuneration Committee has appointed Mr. Suresh Jayaraman (DIN 03033110) as an Additional Director (Non-Executive) of the Company with effect from February 02, 2021. Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company, Mr. Suresh Jayaraman, will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. In terms of section 160 of the Companies Act, 2013, the Company has received a notice in writing, from a member, proposing the candidature of Mr. Suresh Jayaraman, for the office of Director. Mr. Suresh Jayaraman, once appointed will be liable to retire by rotation

The Company has also received Mr. Suresh Jayaraman, consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Suresh Jayaraman, to whom the resolution relates, is concerned or interested in the Resolution mentioned in Item No. 5 of the Notice.

The Board of Directors recommends resolution as set out in item No. 5 for approval of the members of the Company by way of passing an Ordinary Resolution.

Item No. 6

The Nomination and Remuneration Committee (NRC), at its meeting held on 12th November 2020, had recommended the appointment of Mr. Shailesh Shyam Chaturvedi as Managing Director & CEO of the Company and terms of remuneration payable to him for a period of five years from 1st February, 2021 upto 31st January 2026. The Board of Directors, at their meeting held on 12th November 2020 had inducted him to the Board as an Additional Director with effect from 12th November 2020 and designated him as the Managing Director & CEO of the Company with effect from 1st February, 2021 upto 31st January 2026, subject to the approval of the Members. The Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that he is fit and proper person to hold the said office and his appointment will be in the interest of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company, Mr. Shailesh Shyam Chaturvedi, will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. In terms of section 160 of the Companies Act, 2013, the Company has received a notice in writing, from a member, proposing the candidature of Mr. Shailesh Shyam Chaturvedi, for the office of Director.

The Company has also received Mr. Shailesh Shyam Chaturvedi, consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

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

In accordance with the provisions of Section 152, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013, approval of the Members is required for appointment of Mr. Shailesh Shyam Chaturvedi as the Managing Director & CEO of the Company with effect from 1st February, 2021.

The material terms of remuneration of Mr. Shailesh Chaturvedi effective from 1st February, 2021 upto 31st January 2026 as approved by both the Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 3rd February 2021 are as under:

	Remuneration
A. Basic Salary per month	Rs.8,50,000/- (Rupees Eight Lacs Fifty Thousand only) per month with such increase as may be decided by Board of Directors (which includes any Committee thereof) from time to time subject to a maximum of Rs.11,00,000/- (Rupees Eleven Lakhs only) per month.
B. Perquisites & Allowances	<p>In addition to salary, the following perquisites / allowances shall be allowed to the Managing Director & CEO</p> <p>CATEGORY – A</p> <p>(i) HRA, medical & Other Allowances, meal coupons etc. as per the company policy</p> <p>(ii) Personal Accident insurance as per the company policy</p> <p>The aggregate value of perquisites for (i) to (ii) above for each year shall be computed as per the provisions of Income-tax Act, 1961. In case of benefits for which no specific rule of valuation is provided under the Income-tax Act, the perquisites value of such benefit shall be taken at actual cost.</p> <p>CATEGORY - B</p> <p>(i) The Company shall contribute towards Provident Fund/ Superannuation Fund/ Annuity Fund/ National Pension Fund provided that such contributions either singly or put together shall not exceed the tax-free limit prescribed under the Income-tax Act.</p> <p>(ii) The Company shall pay Gratuity as per rules of the Company.</p> <p>(iii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the</p>

	Remuneration
	<p>leave accumulated but not availed of will be allowed to be en-cashed at the end of the term as per rules of the Company.</p> <p>The above shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.</p> <p>CATEGORY - C</p> <p>(i) The Company shall provide car(s) & driver(s) at the cost of the Company for use on Company's business and the same will not be considered as perquisites.</p> <p>(ii) The Company shall provide telephone and other communication facilities to the MD & CEO at the cost of the Company.</p> <p>CATEGORY - D</p> <p>The Managing Director & CEO shall be entitled to Performance Linked Variable Pay/ Special Allowance / Role Award / Bonus / Commission on profits etc. or in any other form as the Nomination and Remuneration Committee and the Board of Directors may determine from time to time.</p>
C. Entitlement to shares	He has been granted options under various Employees Stock Option Plans of the Company. Out of these, 7,08,000 (Seven Lakhs Eight Thousand) stock options are pending to be exercised by him and may lead to salary in form of perquisite on exercise. Further options may also be granted by NRC, if he is found eligible under active Employees Stock Option Plan of the Company.

Maximum Remuneration: Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of office of the MD & CEO, if there is profit then the overall managerial remuneration payable to Mr. Shailesh Chaturvedi shall be such amount as may be fixed by the Board of Directors from time to time on recommendation of the NRC, but not exceeding Rs. 8,00,00,000/- (Rupees Eight Crores only) per annum at any point of time, excluding value of perquisite, if any, for entitlement to shares as per para C above, which may or may not exceed 11% (eleven per cent) of net profits of the Company as laid down in Section 197 read with Part II of Section I of Schedule V to the Companies Act, 2013.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, in the event if the Company has no profits or its profits are inadequate in any financial year, the Company will pay a minimum remuneration by way of salary, perquisites, benefits and allowances, performance incentive, entitlement to shares, etc. for a period not exceeding 3 (Three) years as per Part II of Section II (A) of Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modifications and / or re-enactment thereof as may be decided by the Board from time to time on recommendation of NRC.

The above-mentioned remuneration may be altered, amended, varied, enhanced or modified from time to time by the Board of Directors of Company on recommendation of NRC as it may, in its discretion, deem fit, within the minimum and maximum amount as mentioned above as Managerial Remuneration in accordance with the provisions of the Companies Act, 2013 including those of Schedule V or any amendments thereto made hereafter in this regard.

He will hold office for a term of 5 (five) years for a period of five years from 1st February, 2021 upto 31st January 2026. He satisfies the conditions set out in Section 196(3) and Part 1 of Schedule V to the Companies Act, 2013. He has given his consent to act as MD & CEO of the Company.

The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of limits set out in Section 197 and Schedule V of the Companies Act, 2013. The Companies Amendment Act, 2017 replaces the requirement of Central Government approval with the requirement of obtaining shareholders' approval through a special resolution and accordingly, the approval of the shareholders is being sought by way of a special resolution.

Statement of Information for the members pursuant to Section II of Part II of Schedule V to the Companies Act:

I. GENERAL INFORMATION:

Sr. No.	Information	Description														
1	Nature of industry	Apparel Industry														
2	Date or expected date of commencement of commercial production	Business commenced in 2016, since the Company is into Apparel Industry, hence there is no date of commercial production.														
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.														
4	Financial performance based on given indicators (As per audited financial statements for the year ended 31.03.2021)	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Rs. in Crores</th> </tr> <tr> <th>Standalone</th> <th>Consolidated</th> </tr> </thead> <tbody> <tr> <td>Sales & Other Income</td> <td>313.04</td> <td>2,329.50</td> </tr> <tr> <td>EBIDTA</td> <td>(10.72)</td> <td>(26.54)</td> </tr> <tr> <td>Net Profit</td> <td>(59.41)</td> <td>(595.99)</td> </tr> </tbody> </table>	Particulars	Rs. in Crores		Standalone	Consolidated	Sales & Other Income	313.04	2,329.50	EBIDTA	(10.72)	(26.54)	Net Profit	(59.41)	(595.99)
Particulars	Rs. in Crores															
	Standalone	Consolidated														
Sales & Other Income	313.04	2,329.50														
EBIDTA	(10.72)	(26.54)														
Net Profit	(59.41)	(595.99)														
5	Foreign investments or collaborations, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations.														

II. INFORMATION ABOUT THE APPOINTEE:**1. Background details:**

Mr. Shailesh Chaturvedi is one of Arvind's strongest leaders who has successfully led several of our brands over the last 15 years. Mr. Shailesh Chaturvedi joined Arvind in 2006 to lead our Tommy Hilfiger JV. Over the past 15 years he has made Tommy one of the most admired and aspirational brands in the country. He also took over the Calvin Klein brand in FY18 and has scripted a strong turnaround of the business. Most recently he took over the Arrow business in FY19 and is currently working on a plan to energise and reinvigorate the franchise. Shailesh is a proven leader in the apparel space with a total career that spans 28 years in leadership roles in Madura coats, UCB and then Arvind. His deep expertise in working with international brands gives him a unique insight into global best practices and trends. Before his long stint in building the bridge to luxury brand portfolio for Arvind he has worked extensively in the mass premium men's wear segment as well.

2. Past remuneration:

Mr. Shailesh Chaturvedi, was not drawing any remuneration as managerial personnel under the Companies Act, 2013.

3. Recognition or awards:

No awards in his individual capacity however, the Group Companies have received many awards in the Branded Apparel Industry including in categories of Sourcing, Supply Chain, Retail and Best Employer under his leadership.

4. Job profile and his suitability:

He is being appointed as the Managing Director & CEO of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.

5. Remuneration proposed:

The details of the proposed remuneration have already been explained hereinabove.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Mr. Shailesh Chaturvedi is working as an independent professional and in an executive capacity, not related to Promoters/directors of the Company and also that the Company is at a growing stage where it needs to retain/reward the professionals with a remuneration in accordance with prevailing market conditions and benchmark. Considering the size of the Company, the profile of Mr. Shailesh Chaturvedi, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages being paid to similar appointees in other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed and to the extent of ESOPs granted to him, Mr. Shailesh Chaturvedi, does not have any pecuniary relationship with the Company and its managerial personnel.

III. OTHER INFORMATION:

Sr. No.	Information		Description
1	Reasons of loss or inadequate profits	:	Not Applicable
2	Steps taken or proposed to be taken for improvement	:	Not Applicable
3	Expected increase in productivity and profits in measurable terms	:	Not Applicable

In view of the provisions of Sections 152, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item No.6 of the accompanying Notice for the approval of the Members.

The Draft of Agreement to be entered into between the Company and Mr. Shailesh Chaturvedi for remuneration is available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day.

Since the resolution at Item No. 6 relates to payment of remuneration to Mr. Shailesh Chaturvedi, he is deemed to be concerned or interested in the said resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

The Company, on an ongoing basis, seeks to meet two objectives in terms of its financial planning:

1. Keeping the leverage and debt levels of the Company and its subsidiaries at reasonable levels
2. Ensuring availability of financial resources and retaining financial flexibilities to be in a position to capitalize on available growth opportunities, both organic and inorganic growth.

The proceeds from the Issue will be utilized towards limiting debt and leverage levels to reasonable levels, augmenting long term cash resources, funding the organic or inorganic growth opportunities in the area of the Company's operations and adjacencies, making investments in companies including in subsidiaries or otherwise (either through debt or equity or any convertible securities), growing existing businesses or entering into new businesses in line with the strategy and Object clause of the Company, pre-payment and / or repayment of outstanding borrowings, or for any other general purposes as may be permissible under the applicable law and approved by the Board of directors of the Company or a duly constituted committee of the Board.

In line with the above, the Company proposes to raise funds through the issuance of equity shares of face value of ₹4/- each of the Company ("Equity Shares") and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) (collectively, the "Securities") for an aggregate amount of up to Rs.400 Crores (Rupees Four Hundred Crores) to eligible investors including eligible qualified institutional buyers (as defined under Regulation 2(1)(ss) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations")) and/ or any other category of investors whether or not such investors are members of the Company, for cash, in one or

more tranches by way of qualified institutions placement (“QIP”) or a preferential issue or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof (“Companies Act”); and (c) other applicable law (the “Issue”). Accordingly, the Board, at its meeting held on June 03, 2021, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board or a duly authorised committee of the Board, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager and/or other advisor(s) appointed in relation to the Issue, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Securities allotted will be listed and traded on stock exchange(s) where Equity Shares are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities shall be subject to obtaining of regulatory approvals, if any by the Company.

Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe to Securities is required to obtain prior approval of the shareholders by way of a special resolution.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorised by a special resolution passed by its members. Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law. The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. In the event that Securities are issued through a QIP, the resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the Lead Managers/ placement agents/ underwriters or any such other intermediary, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

In the event that Equity Shares are issued through a QIP, the ‘relevant date’ for the purpose of the pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be either the date of the meeting in which the Board / its duly constituted committee decides to open the QIP, as decided by the Board, which shall be subsequent to receipt of members’ approval in terms of provisions of

Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares. Further, in the event that eligible convertible securities are issued through a QIP, the “relevant date” for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares as and when the Board does take a decision on matters on which it has discretion (subject to the compliance with the conditions set forth herein), necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the fund raising, including issuance of Securities through the Issue will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with book running lead managers and/ or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company.

Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post – Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The approval of the members is being sought to enable the Board or its duly constituted committee, to decide on the Issue, to the extent and in the manner stated in the special resolution, as set out in Item no. 7 of this notice, without the need for any fresh approval from the members of the Company in this regard.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Equity Shares and/ or other eligible Securities on such date as may be determined by the Board but not later than 365 days from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.

Equity Shares, proposed to be issued, shall in all respects, rank pari passu with the existing Equity Shares of the Company.

If the Issue is made through a QIP, the Promoters will not participate in the Issue.

The proposed Issue is in the interest of the Company and the Board recommends the resolution set out at Item no. 7 of the notice for the approval of the members as a special resolution.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 7 of the Notice.

Item No. 8

Currently, the Non-Executive Directors (other than the Managing Director, Wholtime Directors) are paid commission not exceeding 1% per annum of the net profits of the Company in terms of the resolution passed by the Members at the Annual General Meeting held on 16th July 2018 and as decided by the Board of Directors of the Company. However, in the event, if the Company has no profits or its profits are inadequate in any financial year, the Non-Executive Directors are paid only the sitting fees towards attending the meetings of Board or Committees, as the case may be, and no remuneration is paid which is unfair with regards to the efforts, expertise and the responsibility expected from them in accordance with the Corporate Governance Policies. The Board, therefore, in the view of contributions made by them so far, recognizes the need to suitably remunerate the director(s) of the Company who are neither in the wholtime employment nor Managing Director(s) irrespective of the profit of the Company.

The Ministry of Corporate Affairs has recently amended Section 197(3) of the Companies Act, 2013 and Schedule V thereto, which permits the payment of following remuneration to a Director who is neither a Wholtime Director, nor a Managing Director of a Company, in the event, if the Company has no profits or its profits are inadequate in any financial year by passing Special or Ordinary Resolution, as the case may be:

Sr. No.	Where the effective capital (in rupees) is	Limit of yearly remuneration payable shall not exceed (in rupees) in case of other director
1	Negative or less than 5 crores.	12 lakhs
2	5 crores and above but less than 100 crores.	17 lakhs
3	100 crores and above but less than 250 crores.	24 lakhs
4	250 crores and above.	24 Lakhs plus 0.01% of the effective capital in excess of Rs.250 crores

The above limits can be exceeded if the resolution passed by the shareholders is a special resolution.

The Board and/ or Committee of the Board may from time to time determine, every year the amount of commission within the limit of 1% of the net profit and in the event of the Company having no profits or inadequate profits in any financial year during the above mentioned period, as per the limits specified in Part II of Section II (A) of Schedule V to the Act as applicable to the Company but not exceeding Rs. 75,00,000/- (Rupees Seventy Five Lakhs only) and the same be apportioned amongst the Non-Executive Directors [other than the

Managing Director and Wholtime Director(s)] in such manner and up to such amount as the Board and/or Committee of the Board may, from time to time, determine..

Notwithstanding anything to the contrary herein contained, where in any financial year during the above period(s), the Company has no profits or its profits are inadequate, the Company will pay remuneration for a period not exceeding three years as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013.

The payment of remuneration by way of commission to Non-Executive Directors will be in addition to the sitting fees payable to them for attending each meeting of the Board/ Committee.

Statement of Information for the members pursuant to Section II of Part II of Schedule V to the Companies Act:

I. GENERAL INFORMATION:

Sr. No.	Information	Description													
		Particulars	Rs. in Crores												
1	Nature of industry	Apparel Industry													
2	Date or expected date of commencement of commercial production	Business commenced in 2016, since the Company is into Apparel Industry, hence there is no date of commercial production.													
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.													
4	Financial performance based on given indicators (As per audited financial statements for the year ended 31.03.2021)	<table border="1"> <thead> <tr> <th></th> <th>Standalone</th> <th>Consolidated</th> </tr> </thead> <tbody> <tr> <td>Sales & Other Income</td> <td>313.04</td> <td>2,329.50</td> </tr> <tr> <td>EBIDTA</td> <td>(10.72)</td> <td>(26.54)</td> </tr> <tr> <td>Net Profit</td> <td>(59.41)</td> <td>(595.99)</td> </tr> </tbody> </table>		Standalone	Consolidated	Sales & Other Income	313.04	2,329.50	EBIDTA	(10.72)	(26.54)	Net Profit	(59.41)	(595.99)	
	Standalone	Consolidated													
Sales & Other Income	313.04	2,329.50													
EBIDTA	(10.72)	(26.54)													
Net Profit	(59.41)	(595.99)													
5	Foreign investments or collaborations, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations.													

II. INFORMATION ABOUT THE APPOINTEE:

1. Past remuneration:

Currently, the Non-Executive Directors (other than the Managing Director, Wholtime Directors) are paid commission not exceeding 1% per annum of the net profits of the Company in terms of the resolution passed by the Members at the Annual General Meeting held on 16th July 2018.

2. Recognition or awards: Not Applicable

3. Job profile and his suitability: Not Applicable

4. Remuneration proposed: The details of the proposed remuneration have already been explained hereinabove.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Not Applicable

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

The non-executive directors do not have any pecuniary relationship with the Company except the remuneration and the sitting fees being paid to them. They do not have any pecuniary relationship with managerial personnel of the company.

Sr. No.	Information		Description
1	Reasons of loss or inadequate profits	:	Not Applicable
2	Steps taken or proposed to be taken for improvement	:	Not Applicable
3	Expected increase in productivity and profits in measurable terms	:	Not Applicable

The Board recommends the Resolution set out at Item No. 8 of the accompanying Notice as Special Resolution for the approval of the Members.

Item No. 9

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

As an abundant caution, the Board decided to seek approval of the shareholders to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loans taken by Arvind Youth Brands Private Limited, a 99.99% subsidiary of the Company or PVH Arvind Fashion Private Limited, a 50% Joint Venture of the Company up to Rs. 250 crores (Rupees Two Hundred Fifty Crores only) collectively.

The Board of Directors recommends resolution as set out in item No. 9 for approval of the members of the Company by way of passing a Special Resolution.

None of the directors, KMPs or any of their relatives is, directly or indirectly, concerned or interested in the proposed resolution except to the extent of their shareholding, Common Directorship's if any, in the aforesaid Companies.

Item No. 10

The Company came out with a Rights Issue of 1,48,02,856 equity shares of Rs.4 each at a premium of Rs.131 per equity share ("**Rights Equity Shares**") to the existing Equity Shareholders of the Company in the ratio of 3 Equity Shares for every 20 Equity Shares held in the Company on the record date i.e. Wednesday, February 24, 2021 through letter of offer dated February 19, 2021 ("**Letter of Offer**") and the Company received Application Money of Rs.2 per Rights Equity Share with a premium of Rs.68 per Rights Equity Share and 1,48,01,776, Rights Equity Shares were allotted to the eligible applicants on March 25, 2021.

Subsequently, in terms of the Letter of Offer and board resolution dated April 7, 2021, the First and Final Call Money Notice requiring payment of the balance amount of Rs. 2 per Rights Equity Share with a premium of Rs.63 per Rights Equity Share was dispatched on May 6, 2021 and the holders of partly paid equity shares were given time till May 24, 2021, to make the payment of the First and Final Call Money. Pursuant to the above Notice, the Company has received full payment of First and Final Call Money on 1,45,56,343 partly paid-up equity shares (out of the total of 1,48,01,776 partly paid up equity shares) and the said shares became fully paid up. In respect of balance 2,45,433 partly paid-up equity shares for which the First and Final Call Money has not been received, the Company will send final demand cum forfeiture notice giving the holders of such partly paid-up equity shares a specified time period to make the payment of First and Final Call Money with or without interest and in case, any such holder(s) fails to make payment within the specified time, the Company will forfeit such equity shares in accordance with the Letter of Offer and in terms of the Articles of Association of the Company and subsequently, the equity shares which may be forfeited on account of non-payment of First and Final Call Money ("**Forfeited Shares**") may be offered and reissued to such person(s) as the Board thinks proper.

In terms of provisions of Regulation 41(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members is required for issue and offer of any shares otherwise than through pro-rata basis. Since it is proposed to offer and reissue Forfeited Shares to any person(s) as the Board may think proper, the approval of members is being sought enable the Board of Directors of the Company to re-issue the Forfeited Shares to any person/s at such price and on such terms and conditions as it thinks proper.

The proposed resolution is in the interest of the Company hence the Board recommends resolution as set out in item No. 10 for approval of the members of the Company by way of passing a Special Resolution.

None of the directors, KMPs or any of their relatives is, directly or indirectly, concerned or interested in the proposed resolution except to the extent of their shareholding, if any in the Company and to the extent of offer of Forfeited Shares, if any to any of them.

By Order of the Board

Date: June 03, 2021

Place: Bangalore

Registered Office:

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

Vijay Kumar B S
Company Secretary

Details of Directors seeking Appointment / Re-appointment at the Fifth Annual General Meeting

[Pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and SS-2 – Secretarial Standards on General Meetings

Name of the Director	Mr. Sanjay Lalbhai	Mr. Punit Lalbhai	Mr. Suresh Jayaraman	Mr. Shailesh Shyam Chaturvedi
DIN	00008329	05125502	03033110	03023079
Date of Birth	October 04, 1954	March 12, 1982	January 06, 1957	June 15, 1968
Age	66 Years	38 Years	64 Years	53 Years
Qualifications	B.Sc., MMS	MBA from INSEAD and a Masters of Environmental Science from Yale University	BE, PGDM	MBA
Expertise in specific functional areas	Industrialist, Apparel & Textile Industry domain, Entrepreneur, Technology Expert	Financial Services, Asset Management, Capital Markets, Wealth Management, Private Equity.	Apparel & Textile Industry domain, FMCG Industry domain, Marketing, Business Strategy & Corporate Planning.	Apparel & Textile Industry domain, Marketing, Finance, Business Strategy & Corporate Planning.
Brief Profile	<p>Mr. Sanjay Lalbhai is the Chairman and Managing Director of Arvind Ltd., a 1.3 Billion Dollar Indian conglomerate. Over last four decades he has led the transformation of Arvind from a traditional textile mill into one of the world's leading manufacturers of denims, fine woven fabrics, and apparel solutions. He laid the foundations for the branded apparel business by bringing India's initial brands – Flying Machine and Arrow, and opening Exclusive Brand Outlets. Sanjay Lalbhai serves on the Board of Adani Ports & Special Economic Zone Ltd. He is the president of Ahmedabad Education Society, Ahmedabad University and CEPT University, and the Chairman of Council of Administration of Ahmedabad Textile Industry Research Association (ATIRA).</p> <p>Mr. Lalbhai believes that addressing societal concerns and creating long lasting benefit to society is integral to the business strategy and a duty of every</p>	<p>Mr. Punit Lalbhai is the Executive Director of Arvind Limited. He is currently working on building new businesses for the company such as Advanced Materials, Engineering & Agribusiness.</p> <p>Mr. Punit Lalbhai has an MBA from INSEAD, France. He is also deeply involved in sustainability conservation. He has done his Masters in Environmental Science from Yale University, USA. He has a Bachelor's degree in Conservation Biology from University of California.</p>	<p>Mr. Suresh has over 30 years of experience in the FMCG, Lifestyle Brands & Retail industries. This included an 18-year stint at Hindustan Unilever Limited, where he headed the Sales Operations of the beverages business and was a management committee member of the Foods & Beverages business between 1999 and 2002. After HUL, he joined MTR Foods Ltd as its Chief Executive Officer and turned a regional brand into a national and global brand. He is an engineering graduate and has a Master's degree in Business Administration from Indian Institute of Management, Bangalore.</p>	<p>Mr. Shailesh Chaturvedi is one of Arvind's strongest leaders who has successfully led several of our brands over the last 15 years. Mr. Shailesh Chaturvedi joined Arvind in 2006 to lead our Tommy Hilfiger JV. Over the past 15 years he has made Tommy one of the most admired and aspirational brands in the country. He also took over the Calvin Klein brand in FY18 and has scripted a strong turnaround of the business. Most recently he took over the Arrow business in FY19 and is currently working on a plan to energise and reinvigorate the franchise. Shailesh is a proven leader in the apparel space with a total career that spans 28 years in leadership roles in Madura coats, UCB and then Arvind. His deep expertise in working with international brands gives him a unique insight into global best practices and trends. Before his long stint in building the bridge to luxury brand portfolio for Arvind he has worked extensively in the</p>

Name of the Director	Mr. Sanjay Lalbhai	Mr. Punit Lalbhai	Mr. Suresh Jayaraman	Mr. Shailesh Shyam Chaturvedi
	business leader. He provides strategic leadership SHARDA Trust, the CSR arm of Arvind. Mr. Lalbhai is an MBA from Jamnalal Bajaj Institute.			mass premium men's wear segment as well. He took over as Managing Director and CEO of the Company with effect from 1st February 2021.
Date of first appointment	February 02, 2017	April 02, 2019	August 01, 2018	November 12, 2020
Directorships held in other public companies (excluding private, foreign and Section 8 companies)	1. Arvind Limited 2. Arvind Smart Spaces Limited 3. The Anup Engineering Limited	1. Arvind Limited 2. The Anup Engineering Limited 3. Arvind Smart Textiles Limited 4. Arvind Envisol Limited	1. Value Fashion Retail Limited 2. Arvind Lifestyle Brands Limited	1. Arvind Lifestyle Brands Limited
Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholder Relationship Committee)	Member - Stakeholders' Relationship Committee (Arvind Limited) Chairman - Stakeholders' Relationship Committee (Arvind Smart Spaces Limited)	Chairman - Stakeholders' Relationship Committee (The Anup Engineering Limited)	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Mr. Sanjay Lalbhai is father of Mr. Kulin Lalbhai and Mr. Punit Lalbhai, Non-Executive Directors of the Company.	Mr. Punit Lalbhai is son of Mr. Sanjay Lalbhai, Chairman & Non-Executive Director and brother of Mr. Kulin Lalbhai, Non-Executive Director of the Company.	Nil	Nil
Number of shares held in the Company	563	1,342	7,39,220	34,149
The number of Meetings of the Board attended during the year	7 out of 7	7 out of 7	7 out of 7	1 out of 1
Details of remuneration sought to be paid	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance
Remuneration last drawn	Refer Annexure - D to the Directors' Report	Refer Annexure - D to the Directors' Report	Refer Annexure - D to the Directors' Report	Refer Annexure - D to the Directors' Report