

# ARVIND FASHIONS LIMITED

A MEMBER OF THE LALBHAI GROUP

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

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

Website: www.arvindfashions.com

November 20, 2023

To,  
**BSE Limited**  
Listing Dept. / Dept. of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

To,  
**National Stock Exchange of India Ltd.**  
Listing Dept., Exchange Plaza, 5th Floor  
Plot No. C/1, G. Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**Security Code : 542484**  
**Security ID : ARVINDFASN**

**Symbol : ARVINDFASN**

Dear Sir/Madam,

**Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated October 09, 2023 together with the Explanatory Statement thereto, seeking consent of the Members of Arvind Fashions Limited ("Company") by way of remote e-voting process, on the following item of Special Business:

| Sr. No. | Particulars   | Type of Resolution |
|---------|---|--------------------|
| 1.      | Appointment of Mr. Govind Shrikhande (DIN: 00029419) as an Independent Director of the Company. | Special Resolution |

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited (Link Intime), and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, November 17, 2023. The e-Voting commence at 09:00 A.M. (IST) on Tuesday, November 21, 2023 and end on Wednesday, December 20, 2023 at 05:00 P.M. (IST).

The said Postal Ballot Notice will also be made available on the website of the Company [www.arvindfashions.com](http://www.arvindfashions.com).

You are requested to kindly take the above information on record.

Thanking you,

**Yours faithfully,**  
**For Arvind Fashions Limited**

**Lipi Jha**  
Company Secretary

**Enclosure:** As mentioned above

# ARVIND FASHIONS

ARVIND FASHIONS LIMITED

CIN: L52399GJ2016PLC085595

Registered Office: Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad-380025

Email ID: [investor.relations@arvindbrands.co.in](mailto:investor.relations@arvindbrands.co.in) Website: [www.arvindfashions.com](http://www.arvindfashions.com)

Phone: 91-80-41550601

## POSTAL BALLOT NOTICE

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") to transact the Special Business as set out hereunder by way of postal ballot only through remote e-voting process ("remote e-Voting"). An Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof forms part of this Postal Ballot Notice ("Notice").

## RESOLUTION

### Item No.1:

#### Appointment of Mr. Govind Shrikhande (DIN: 00029419) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Govind Shrikhande (DIN: 00029419), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 8<sup>th</sup> October, 2028 and that his office as an Independent Director shall not be subject to retirement by rotation."

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

**Registered Office:**

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

Date: October 9, 2023

Place: Bengaluru

**By Order of the Board**

Sd/-  
**Lipi Jha**  
**Company Secretary**

## NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 stating all the material facts and the reasons for the proposed resolution is annexed herewith the Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Management Rules and MCA Circulars, your Company has an option for the above mentioned resolution, to seek the approval of the members through Postal Ballot (via remote e-Voting), instead of getting the same passed at a General Meeting. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this postal ballot. If the resolution is approved by the members through Postal Ballot via remote e-Voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the members convened in this regard.
3. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members / List of Beneficial Owners maintained by the Company/Depositories respectively as at close of business hours on Friday, November 17, 2023, (the "**Cut-off date**") and whose e-mail addresses are registered with the Company / Depositories.

For members who have not registered their e-mail addresses, are requested to register the same with DPs/ Link Intime India Pvt. Ltd ("RTA"). Members whose names appears in the Register of Members/ List of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolution(s) set forth in this Notice. **A person who is not a member as on the cut-off date should treat this notice for information purpose only.**

Members to take note that this Postal Ballot Notice will also be available on the Company's website at [www.arvindfashions.com](http://www.arvindfashions.com), websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

4. As per the MCA Circulars on account of the COVID-19 pandemic, physical copies of the Notice, are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-Voting only.
5. In compliance with the MCA Circulars, Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is providing remote e-Voting facility to seek the approval of members of the Company for the resolution(s) contained in this Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("**NDSL**") for facilitating remote e-Voting to enable the members to cast their votes electronically.
6. Voting rights of the members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member / beneficial owner as on the Cut-off date.
7. The e-Voting commence at 09:00 A.M. (IST) on Tuesday, November 21, 2023 and end on Wednesday, December 20, 2023 at 5:00 P.M. (IST). The e-Voting module shall be disabled by NDSL for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
8. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/ Link Intime India Pvt. Ltd.

9. The Board of Directors (“the Board”) of the Company has appointed Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145, COP 8195), as the Scrutinizer in accordance with the provisions of the Act & Rules for conducting the postal ballot (e-Voting process) in a fair and transparent manner.
10. Upon completion of the scrutiny of the votes casted, the Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by him on or before December 22, 2023.
11. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.arvindfashions.com](http://www.arvindfashions.com) and on the website of NDSL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result declared by the Chairperson or any other person authorized by the Chairperson and the same shall be communicated to BSE and NSE, where the shares of the Company are listed.
12. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-Voting i.e. Wednesday, December 20, 2023.
13. All material documents referred to in the Explanatory Statement shall be available for inspection electronically from 10:00 A.M. to 5:00 P.M. (IST) on all working days till the last date for receipt of votes through the remote e-Voting process. Members seeking to inspect such documents can send an e-mail to [investor.relations@arvindbrands.co.in](mailto:investor.relations@arvindbrands.co.in).

**14. Information and instructions for voting through electronic means (e-Voting):**

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

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 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. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click |

|   |  |
|---|--|
|   | <p>on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 digits 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>  |
| <p>Individual Shareholders (holding securities in</p>                     | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p>   |

|   |  |
|---|--|
| demat mode) login through their depository participants | 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 <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|---|--|

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

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 – 4886 7000 and 022 – 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33           |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcs.buchassociates@gmail.com](mailto:pcs.buchassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 – 4886 7000 and 022 – 2499 7000 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto:investor.relations@arvindbrands.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

## ANNEXURE TO NOTICE

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

#### Item No.1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('Board'), by way of a circular resolution passed on October 9, 2023, has appointed Mr. Govind Shrikhande (DIN: 00029419) as a Non-Executive, Independent Director of the Company with effect from 9<sup>th</sup> October, 2023 for a term of 5 consecutive years up to 8<sup>th</sup> October, 2028, subject to the approval of Members in the ensuing General Meeting. In terms of section 160 of the Companies Act, 2013, ("Act") the Company has received notices in writing from a member proposing the candidature of Mr. Govind Shrikhande (DIN: 00029419), for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Mr. Govind Shrikhande (DIN: 00029419), has given declarations to the Board of Directors of the Company that he met the criteria of Independence, as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has also received from Mr. Govind Shrikhande (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Govind Shrikhande has also confirmed that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

In the opinion of the Board, Mr. Govind Shrikhande (DIN: 00029419) skills, background and experience are aligned with the role and capabilities identified by the Nomination and Remuneration Committee and that he fulfils the conditions specified in the Act and the Listing Regulations for appointment as Independent Director and he is independent of the management. The Board was satisfied that the appointment of Mr. Govind Shrikhande is justified for the following reasons:

- He has extensive industry experience of almost 38 years in the entire chain of Fabrics to Apparel to Retailing.
- He possesses deep knowledge and expertise in Governance, Marketing, Strategy, Supply Chain, people management and Product Innovation.

Given Mr. Govind Shrikhande (DIN: 00029419) expertise, your Board is of the view that Mr. Govind Shrikhande's appointment as an Independent Director would be of immense value to the Company.

As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Mr. Govind Shrikhande (DIN: 00029419), as an Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Govind Shrikhande (DIN: 00029419), shall be open for inspection by the members at the Registered Office during normal business hours (from

10:00 a.m. till 5:00 p.m.) on any working day (except Saturday) from the date dispatch of this notice until the last date for receipt of votes by e-voting.

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Govind Shrikhande (DIN: 00029419), to whom the resolution relates, is concerned or interested in the Resolution mentioned in Item No. 1 of the Notice.

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

**Registered Office:**

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

Date: October 9, 2023

Place: Bengaluru

**By Order of the Board**

Sd/-  
**Lipi Jha**  
Company Secretary

## ANNEXURE

Details of Directors seeking Appointment Pursuant to Regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and SS-2 – Secretarial Standards on General Meetings are as mentioned below:

|                                      |  |
|--------------------------------------|--|
| Name of Director                     | Mr. Govind Shrikhande  |
| Director Identification Number (DIN) | 00029419   |
| Date of Birth                        | 7 <sup>th</sup> September 1960   |
| Age                                  | 63 Years   |
| Date of first appointment            | 9 <sup>th</sup> October 2023   |
| Qualifications                       | Bachelor Degree in Textile and MBA in Marketing  |
| Brief Profile                        | <p>Mr. Govind is the former Managing Director of Shoppers Stop. He is Retail professional with a degree in Textile Technology (B. Text) from VJTI Mumbai and Masters in Marketing (MBA) from Symbiosis Institute of Management.</p> <p>He has successfully worked over the last 38 years. In the entire chain of Fabrics to Apparel to Multi-Format Retailing including Department Stores, Hypermarket, Airport Retail, Beauty, Home, Books &amp; Music etc. across Marquee Companies like Mafatlal, Johnson &amp; Johnson, Arvind, Bombay Dyeing &amp; Shoppers Stop.</p> <p>He is a passionate retailer who believes that retail is a combination of art, science &amp; math. He strongly believes that people (teams), product innovation &amp; consumer-centric strategy will drive the new retail to a platform experience.</p> <p>Since August 2018, Mr. Govind is advising a number of private equity companies including Kalari capital, Multiples, Sauce &amp; 9 River &amp; Start-up CEO's as a mentor &amp; advisor. He is an independent director on the Board of V Mart Retail, IR&amp;H Pvt. Ltd, Donear Industries Limited, Brand Concepts Ltd and SDL Retail.</p> <p>He is also on the Board of We School &amp; Symbiosis UAS &amp; SSPU. He has been a mentor with the Bombay Chamber of Commerce for the last three (3) years under the "Shadow The Leader Programme".</p> <p>He joined Shoppers Stop as Head of Buying &amp; Merchandising in April 2001, became the COO in 2004 and was promoted to the position of CEO in April 2006. He became the Managing Director of the Company in 2009. The Company tripled the number of stores under his leadership. He was the part of three successful turnarounds during his tenure at Shoppers Stop.</p> <p>His other achievements include "The Most Admired Retail Professional of the Year" in 2009, "Rashtriya Udyog Ratna" by</p> |

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|   | National Education & Human Resource Development Organization and Award of Excellence for creating & Nurturing Excellence in the field of Business in 2012, Retail Icon of Indiaby Images Magazine in 2019.  |
| Expertise in specific functional areas  | Retail, Marketing, Textile Technology   |
| Skills and Capabilities for the role and the manner in which the proposed person meets such requirements                          | Refer explanatory statement   |
| Directorships held in other companies (excluding foreign companies and Section 8 companies)                                       | <ol style="list-style-type: none"> <li>1. V-Mart Retail Limited</li> <li>2. Brand Concepts Limited</li> <li>3. Donear Industries Limited</li> <li>4. India Retails &amp; Hospitality Private Limited</li> <li>5. S D Retail Private Limited</li> <li>6. Radiance Areo Hospitality Services Private Limited</li> </ol>   |
| Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholder Relationship Committee) | <ol style="list-style-type: none"> <li>1. V-Mart Retail Limited (Audit Committee)</li> <li>2. Donear Industries Limited (Audit Committee)</li> </ol>  |
| Inter-se relationship with other Directors and Key Managerial Personnel   | None  |
| Number of shares held in the Company  | Nil   |
| The number of Meetings of the Board attended during the year  | One   |
| Name of listed Entities from which the Director has resigned in the last three (3) years  | None  |
| Terms and conditions of appointment/re-appointment and Remuneration sought to be paid/last drawn                                  | <p><b>Terms and conditions of re-appointment and Remuneration sought to be paid:</b></p> <p>Entitled for:<br/>Sitting fee as may be approved by the Board of Directors within limits prescribed under Companies Act, 2013, Commission as approved by the Shareholders in 8<sup>th</sup> Annual General Meeting held on September 12, 2023.</p> <p>He will not be paid any remuneration/commission except as stated above.</p> |

*Note: The Directorships, Committee Memberships and Chairmanships do not include positions in foreign companies, private companies (which are not subsidiaries of public companies), Section 8 Companies & Limited Liability Partnership.*