

Arvind Limited
LALBHAI GROUP

Naroda Road, Ahmedabad 380 025, India
T +91 79 30138000 W www.arvind.com

CIN - L17119GJ1931PLC000093

ARVIND

July 4, 2016

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

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 : 500 101
Security ID : ARVIND

Symbol : ARVIND

Dear Sirs,

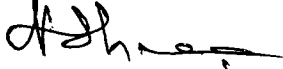
Sub : Submission of Notice of Annual General Meeting under Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations)

Pursuant to Regulation 30(6) of the Listing Regulations, we send herewith the Notice alongwith e-voting instructions slip of the Annual General Meeting of the Company to be held on 4th August, 2016. The aforesaid have also been sent to all eligible shareholders and are also available on the website of the Company at www.arvind.com

This is for your information and records.

Thanking you,

Yours faithfully,



R. V. Bhimani
Company Secretary

Encl : As above.

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of the Company will be held on Thursday, the 4th August, 2016 at 9.30 a.m. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad – 380 006 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, 2016 and the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Kulin Lalbhai (holding DIN 05206878), who retires by rotation in terms of Article 168 of the Articles of Association of the Company and being eligible, offers himself for reappointment.
4. To appoint M/s. Sorab S. Engineers & Co., Chartered Accountants (ICAI Registration No.110417W) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the board to fix their remuneration.

SPECIAL BUSINESS

5. 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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad having Firm Registration No. 000025, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records maintained by the company in respect of textiles and telecommunication products for the financial year ending March 31, 2017, amounting to ₹ 3.75 Lacs (Rupees Three lacs seventy five thousand only) as also the payment of service tax as applicable and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.
6. 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 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and also subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the terms of reappointment of Mr. Sanjay Lalbhai (holding DIN 00008329) as Chairman and Managing Director of the Company for a period of five years from 1st April, 2017 to 31st March, 2022 on the terms and conditions of appointment and remuneration as set out in the draft agreement of the reappointment submitted to the meeting and initialed 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 and the Nomination & Remuneration Committee be and are hereby severally authorized to alter and vary such terms of reappointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Sanjay Lalbhai.

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

RESOLVED THAT pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended up to date and other applicable SEBI regulations and guidelines, the provisions of Memorandum and Articles of Association of the Company and subject to such applicable laws, rules and regulations and guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof which the Board may have constituted / reconstituted to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches Secured / Unsecured/ Redeemable Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the period of one year from the date of passing of the Special Resolution by the members, for an amount not exceeding ₹ 500 Crores (Rupees Five hundred crores only) on such terms and conditions and at such times, at par or at such premium, as may be decided by the Board to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc. shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board be and is hereby authorized to determine as to the time of issue of the NCDs, the terms of the issue, number of NCDs to be allotted in each tranche, issue price, rate of interest, redemption period, security, listing on one or more recognized stock exchanges and all such terms as are provided in offering of a like nature as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to settle any questions or difficulties that may arise in regard to the said issue(s).

RESOLVED FURTHER THAT the approval is hereby accorded to the Board to appoint lead managers, arrangers, underwriters, depositories, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents etc., with such agencies and to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to this resolution.

Registered Office:
Naroda Road
Ahmedabad-380025

Date: May 12, 2016

By Order of the Board

R. V. Bhimani
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person for shareholder.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copy of the Annual Report to the meeting. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
6. The members, holding shares in physical form, are requested to intimate any change in their address or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Link Intime India Pvt. Ltd, Unit : Arvind Limited, 303, Shopper's Plaza V, Opp. Municipal Market, Off. C. G. Road, Navrangpura, Ahmedabad - 380009. Those holding shares in dematerialized form may intimate any change in their address or bank details / mandates to their Depository Participants (DP) immediately. Members holding shares in dematerialized form may note that bank details registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 30th July, 2016 to Thursday, the 4th August, 2016 (both days inclusive).
8. The dividend on equity shares for the year ended 31st March, 2016, if declared at the meeting, will be paid / dispatched on due date to those members whose names appear on the Company's Register of Members on 4th August, 2016 or on records of National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on 29th July, 2016.
9. All unclaimed dividends up to the financial year 2005-06 have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company did not declare any dividends on equity shares for the financial years 2006-07 to 2010-11. Unclaimed and unpaid dividends for the financial years 2011-12 to 2014-15 will be transferred to this fund on 3rd November, 2019, 3rd September, 2020, 4th September, 2021 and 11th September, 2022 respectively. Those members who have so far not cashed their dividend warrants for the said financial years are requested to approach the Company or RTA for payment thereof. Kindly note that once unclaimed and unpaid dividends are transferred to the Investor Education and Protection Fund, members will have to approach to IEPF for such dividend.
10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day upto and including the date of the Annual General Meeting of the Company.
11. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2016 is uploaded on the Company's website www.arvind.com and may be accessed by the members.
12. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, form integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
13. Electronic copy of the Annual Report for the year 2015-16 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report for the year 2015-16 is being sent in the permitted mode.
14. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Instructions for e-voting
A separate sheet containing the complete details of the instructions for e-voting is being sent to all the shareholders along with the Annual Report for the year 2015-16 to enable them to cast their votes through e-voting.

Registered Office:
Naroda Road
Ahmedabad-380025

Date: May 12, 2016

By Order of the Board

R. V. Bhimani
Company Secretary

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

Item No.5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as Cost Auditors to conduct the audit of the cost records maintained by the Company in respect of textiles and telecommunication products for the financial year ending March 31, 2017 at a remuneration of ₹ 3.75 lacs plus service tax and out of pocket expenses. In accordance with the provisions of Section 148 (3) of the Act read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 6

Resolution under Item No. 6 of the Notice relates to the reappointment of Mr. Sanjay Lalbhai (holding DIN 00008329) as Chairman and Managing Director of the Company for a further period of five years from 1st April, 2017 to 31st March, 2022 and approval of his remuneration and terms of reappointment.

The Nomination and Remuneration Committee, at its meeting held on 12th May, 2016, had recommended the reappointment of Mr. Sanjay Lalbhai as Chairman and Managing Director of the Company and terms of remuneration payable to him for a further period of five years from 1st April, 2017 to 31st March, 2022. The Board of Directors, at its meeting held on 12th May, 2016, had approved the same. 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 reappointment will be in the interest of the Company.

The material terms of remuneration of Mr. Sanjay Lalbhai effective from 1st April, 2017 to 31st March, 2022 as approved by both Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 12th May, 2016 are as under:

Remuneration:

(a) Basic Salary :

₹ 7,00,000 (Rupees Seven Lacs only) per month with such increase as may be decided by the Board of Directors (which includes any Committee thereof) from time to time, but subject to maximum salary of ₹ 20,00,000 (Rupees Twenty Lacs only) per month.

(b) Perquisites and Allowances:

In addition to salary, the following perquisites / allowances shall be allowed to the Chairman and Managing Director:

CATEGORY – A

- (i) Housing:
The Company shall provide furnished accommodation to the Chairman and Managing Director. If the Chairman and

Managing Director is having his own accommodation, the Company shall pay house rent allowance at the rate of 40 % of the Basic Salary.

The Company shall provide equipment and appliances, furniture, fixtures and furnishing at the residence of the Chairman and Managing Director at the entire cost of the Company. The Company shall reimburse the expenses of maintenance, electricity, servants etc.

(ii) Leave Travel Concession:

The Company shall provide leave travel fare for the Chairman and Managing Director and his family once in a year.

(iii) Other Allowances:

The Company shall pay other allowances as per the Company's policy.

(iv) Personal Accident Insurance:

The Company shall pay / reimburse Personal Accident Insurance Premium upto ₹ 25,000 for the Chairman and Managing Director.

(v) Club Fees:

The Company shall reimburse annual fees for a maximum of 2 clubs.

The aggregate value of perquisites for (i) to (v) 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.

(vi) Medical Reimbursement:

Medical Expenses actually incurred for self and family shall be reimbursed by the Company.

CATEGORY – B

The Company shall contribute towards Provident Fund/ Superannuation Fund/ Annuity Fund provided that such contributions either singly or put together shall not exceed the tax-free limit prescribed under the Income-tax Act.

- (i) The Company shall pay Gratuity as per rules of the Company.
(ii) 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 leave accumulated but not availed of will be allowed to be encashed at the end of the term as per rules of the Company.

The above shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.

CATEGORY – C

- (i) The Company shall provide car(s) with driver at the entire cost of the Company for use on Company's business and the same will not be considered as perquisites.
(ii) The Company shall provide telephone and other communication facilities at the residence of the Chairman and Managing Director at the entire cost of the Company.

CATEGORY – D

The Chairman and Managing Director 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 within the overall limit of 5% of net profit and the overall limits of remuneration prescribed under Sections 197 and other applicable provisions of the Companies Act, 2013.

Overall and Minimum Remuneration Limit:

The overall limit of remuneration payable to Directors including Managing Directors, Whole time Directors and Managers in a financial year is 11% of the net profit of the company computed in accordance with Section 198 of the Companies Act, 2013. The aforesaid remuneration is subject to the limit of 5% of the annual net profit of the Company and subject further to the overall limit of 10% of the annual net profit of the Company computed in accordance with Section 198 of the Companies Act, 2013.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration for a period not exceeding three years by way of salary, commission and perquisites as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013.

The above mentioned remuneration may be altered, amended, varied, enhanced or modified from time to time by the Board of Directors of Company or the Nomination and Remuneration Committee as it may, in its discretion, deem fit, within the maximum amount payable to Managing and Whole time Directors in accordance with the provisions of the Companies Act, 2013, including those of Schedule V or any amendments thereto made hereafter in this regard within the overall limits approved by the Company in General Meeting.

The resolution at Item No. 6 is put before the members as a Special Resolution.

As required under Schedule V to the Companies Act, 2013, the relevant details for Item No. 6 to be sent along with the notice calling the general meeting are as under:

I. General Information

- Nature of industry : Textiles Industry.
- Date or expected date of commencement of commercial production :
The Company was incorporated on 1st June, 1931 and commenced commercial production thereafter.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not applicable.
- Financial performance based on given indicators (As per audited financial statements for the year ended 31.03.2016)

Particulars	₹ In crores
Sales and other Income	5407.26
EBIDTA	808.36
Net Profit	318.85

- Foreign investments or collaborators, if any: Not Applicable.

II. Information about the appointee

- Background details:

Mr. Sanjay Lalbhai is the Chairman and Managing Director of Arvind Ltd, a 1 Billion Dollar Indian conglomerate. It was under his leadership that Arvind has become one of the largest manufacturers of woven textiles in India and one of the largest denim fabric manufacturers in the world. He was also responsible for acquiring India's first denim brand – Flying Machine – in 1981 and for guiding the process of building Arvind's current impressive apparel brand portfolio. He serves on the Board of Adani Ports & Special Economic Zone Ltd. – one of India's largest Port companies. He also serves on the board of several premier educational and research institutes. He is the President of Ahmedabad Education Society and Ahmedabad University and is a member of the Board of Governors of Indian Institute of Management, Ahmedabad and a member of the Council of Management of the Physical Research Laboratory. He is also Chairman of CEPT University and is a member on the Governing Body of Adani Institute of Infrastructure Management.

Mr. Sanjay Lalbhai believes that addressing societal concerns and creating long lasting benefit to society is integral to the business strategy and a duty of every business leader. He provides strategic leadership to Arvind's CSR initiatives as Trustee to SHARDA Trust, the CSR arm of the Company.

- Past remuneration:

₹ In crores

Particulars	FY. 15-16	FY. 14-15
Salary	0.93	0.93
Perquisites/allowances/ Contribution to Provident Fund & Superannuation Fund	2.16	2.02
Commission/Bonus	4.53	4.53
Total	7.62	7.48

- Recognition or awards: ---

- Job profile and his suitability:

Mr. Sanjay Lalbhai has been appointed as the Chairman and Managing Director of the Company and he will be in charge of overall management subject to the direction, supervision and control of the Board of Directors of the Company.

Taking into consideration his qualifications and expertise in the relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.

- Remuneration proposed: Since the same have been already explained in detail hereinabove, the same are not repeated.
- 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 w.r.t. the country of his origin):

Considering the size of the Company, the profile of Mr. Sanjay Lalbhai, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages 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, Mr. Sanjay Lalbhai does not have any pecuniary relationship with the Company. Mr. Punit Lalbhai and Mr. Kulin Lalbhai, Executive Directors of the Company are sons of Mr. Sanjay Lalbhai.

III. Other Information:

- Reasons of loss or inadequate profits: N.A.
- Steps taken or proposed to be taken for improvement: N.A.
- Expected increase in productivity and profits in measurable terms: N.A.

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. Sanjay Lalbhai 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 re-appointment and payment of remuneration to Mr. Sanjay Lalbhai, he and Mr. Punit Lalbhai and Mr. Kulin Lalbhai, Executive Directors, being sons of Mr. Sanjay Lalbhai, are 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

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company cannot issue securities on a private placement basis unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of such company, by a special resolution for each offer or invitation, and further provides that in case of an offer or invitation for secured / unsecured non-convertible redeemable debentures (NCDs), it shall be sufficient if the company passes a special resolution once a year for all the offers and invitations for such NCDs to be made during the said year.

In order to meet the financial needs of the Company, the Company may make an offer of NCDs or invite subscription to NCDs on private placement basis, in one or more tranches, during the period of 1 (one) year from the date of passing of the special resolution by the members, for an aggregate amount not exceeding ₹ 500 crores (Rupees five hundred crores). It is proposed that the Board which term shall be deemed to include any Committee of Directors which the Board may have constituted / will constitute to exercise any or all of its powers including the powers conferred by this resolution, be authorized to issue NCDs within the aforesaid limits, on such terms and conditions as it may deem fit.

The Board recommends the resolution at Item No. 7 for your approval.

None of the Directors or any Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

ANNEXURE TO ITEMS 3 AND 6 OF THE NOTICE

Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Kulin Lalbhai	Mr. Sanjay Lalbhai
Director Identification Number (DIN)	05206878	00008329
Date of Birth	13 th August, 1985	10 th April, 1954
Nationality	Indian	Indian
Date Appointment on the Board	26 th July, 2012	17 th March, 1979
Qualifications	B.Sc.(Electrical Engineering), Stanford University, USA MBA - Harvard Business School, USA	B.Sc. MMS
Expertise in specific functional area	Consumer Businesses, Corporate Strategy, B2C Business, E-Commerce Business and Real Estate Business.	Business Strategy, Product Development & Branding, Operations and General Management.
Number of Shares held in the Company	Nil	811564
List of the Directorships held in Other companies (excluding Foreign, private and Section 8 companies)	1. Arvind Infrastructure Limited 2. Arvind Internet Limited	1. Arvind Brands & Retail Limited 2. Arvind Lifestyle Brands Limited 3. Amol Dicalite Limited 4. Adani Ports and Special Economic Zone Limited 5. Arvind Infrastructure Limited
Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees across public companies including Arvind Limited	Nil	Member - Stakeholders' Relationship Committee (Arvind Limited) Chairman -Stakeholders' Relationship Committee (Arvind Infrastructure Limited)
Relationships between Directors inter-se	Mr. Kulin Lalbhai is a son of Mr. Sanjay Lalbhai, Chairman and Managing Director and a brother of Mr. Punit Lalbhai, Executive Director of the Company.	Mr. Punit Lalbhai and Mr. Kulin Lalbhai, Executive Directors of the Company are sons of Mr. Sanjay Lalbhai.

Registered Office:
Naroda Road
Ahmedabad-380025

Date: May 12, 2016

By Order of the Board

R. V. Bhimani
Company Secretary

ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)

Regd. Office : Naroda Road, Ahmedabad-380 025.

Email: investor@arvind.in, Website : www.arvind.com

Phone: 079-30138000, Fax: 079-30138668

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **85TH ANNUAL GENERAL MEETING** of the Company held on Thursday, 4th August, 2016 at 9:30 a.m. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad - 380 006.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy

ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)

Registered Office : Naroda Road, Ahmedabad-380 025.

Email: investor@arvind.in Website : www.arvind.com

Phone: 079-30138000, Fax: 079-30138668

Name of the member (s):
Registered address:
E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 85th Annual General Meeting of the Company, to be held on the 4th August, 2016 at 9:30 a.m. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad - 380 006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1	Ordinary Resolution for adoption of Audited Financial Statements including Consolidated Financial Statements for the financial year 31 st March, 2016 and Reports of Directors and Auditors thereon.		
2	Ordinary Resolution for declaration of dividend on equity shares.		
3	Ordinary Resolution for re-appointment of Mr. Kulin Lalbhai as Director of the Company, liable to retire by rotation.		
4	Ordinary Resolution for appointment of Sorab S. Engineer & Co., Chartered Accountants as Auditors of the Company and fixing their remuneration.		

Resolution No.	RESOLUTIONS	Optional*	
Special Business			
5	Ordinary Resolution for Ratification of the remuneration of M/s. Kiran J. Mehta & Co., Cost Accountants for the financial year ending 31 st March, 2017.		
6	Special Resolution for re-appointment of Mr. Sanjay Lalbhai as Chairman and Managing Director of the Company for a period of five years from 1 st April, 2017 to 31 st March, 2022 and remuneration payable to him.		
7	Special Resolution for approval of offer and invitation to subscribe to Non-convertible Debentures on private placement basis upto ₹ 500 crores.		

Signed this _____ day of _____, 2016

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 85th Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.



ARVIND LIMITED

(Incorporated under the Indian Companies Act, VII of 1913)
(CIN: L17119GJ1931PLC000093)

Registered Office :

Naroda Road, Ahmedabad - 380 025, India.

Website : www.arvind.com

Phone No. : 079 - 30138000, Fax No. : 079 - 30138668

Name and Registered Address of Shareholder :
(in block letters)

Registered Folio No./DP ID No./Client ID No.:	No. of shares held :

Dear member,

Subject : Process and manner for availing e-Voting facility

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The e-voting facility is available at the link <https://www.evoting.nsdl.com/>

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
1st August, 2016 at 09:00 a.m. IST	3rd August, 2016 at 5:00 p.m. IST

Please read the instructions printed overleaf before exercising your vote.

These details and instructions form integral part of the Notice for the 85th Annual General Meeting to be held on August 4, 2016.

INSTRUCTIONS FOR E-VOTING

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

1. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants] :
 - (i) Open email and also open PDF file viz; **“Arvind remote e-voting.pdf”** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: **<https://www.evoting.nsdl.com/>**
 - (iii) Click on **Shareholder – Login**
 - (iv) Enter the user ID and password as initial password/PIN noted in step (i) above. Click on Login.
 - (v) The Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting will open. **Click on remote e-voting: Active Voting Cycles.**
 - (vii) Select **“EVEN”** of “Arvind Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on **“Submit”** and also **“Confirm”** when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to **pcs.buchassociates@gmail.com** or **evoting@arvind.in** with a copy marked to **evoting@nsdl.co.in**
2. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the front of this letter.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the “Downloads” section of **www.evoting.nsdl.com** or call on **toll free no.: 1800-222-990.**
4. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
5. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 29th July, 2016.**
7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 29th July, 2016, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in**, **evoting@arvind.in** or **ahmedabad@linkintime.co.in**
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on **www.evoting.nsdl.com** or contact NSDL at the **toll free no.: 1800-222-990.**
8. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
9. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
10. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
11. The remote e-voting period commences on **1st August, 2016 (9:00 am) and ends on 3rd August, 2016 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th July, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
12. Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their vote by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company **www.arvind.com** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and the BSE Limited, Mumbai.

Registered Office:
Arvind Limited
Naroda Road
Ahmedabad - 380 025.
Date: 12th May, 2016

By Order of the Board

R. V. Bhimani
Company Secretary