

Notice

NOTICE is hereby given that the Annual General Meeting of the members of the Company will be held on Friday, the 25th September 2020 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

- To receive, consider and adopt the audited financial statements [including consolidated financial statements] of the Company for the financial year ended March 31, 2020 and the reports of the Directors and Auditors thereon.
- 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.

SPECIAL BUSINESS

- 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 and 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and subject to all approvals, permissions and sanctions as may be necessary, approval 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 wholetime employment nor managing director(s), in accordance with and upto the limits not exceeding 1% as laid down under the provisions of Section 197 of the Act, computed in the manner specified in the Act, and paid to the Directors of the Company or some or any of them (other than the Managing Director and Wholetime Director(s)), for a period of 5 years from 1st April 2020 to 31st March 2025 in such manner and upto such amount within the above limit as the Board and/ or Committee of the Board may, from time to time, determine.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/ or Committee of the Board be and are hereby authorized to take all actions and to do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty or doubt that may arise in this regard.

- 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Bakul H. Dholakia (holding DIN 00005754), who was appointed as an Independent Director up to July 31, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years upto July 31, 2024 on the Board 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 the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Renuka Ramnath (holding DIN 00147182), who was appointed as an Independent Director up to July 31, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years upto July 31, 2024 on the Board 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 the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nilesh Shah (holding DIN 01711720), who was appointed as an Independent Director up to May 5, 2020 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years upto May 5, 2025 on the Board 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 the provisions of Sections 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force (“Act”) and subject to necessary approvals,

permissions, sanctions of any authority, statutory or otherwise, as may be required and subject to such conditions and modifications as may be prescribed by these authorities, the Main Object Clause (2) of Memorandum of Association of the Company be and is hereby altered by inserting following new Sub Clause (2)(rr), after existing Clause (2)(r) so as to read as under:

(2)(rr) : To carry on business as builders, contractors, developers and to engage in development of land and/ or building property of any tenure, nature or kind, and to engage in organization, purchase, trading, sale, lease, exchange of property, and to construct, maintain, repair, renovate property, itself or through other agencies, and to hold property for development, construction, sale, lease, hire or exchange and to participate in joint ventures for development of property and to provide services for development of land and/ or building, property, and all other businesses or services related to above and to carry on any activity in connection therewith or incidental thereto other than the Real Estate business as defined under the foreign direct investment laws that may be updated from time to time

RESOLVED FURTHER THAT all the copies of Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) or any of the Directors, the Company Secretary or duly authorized officer of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered desirable, expedient and necessary in their absolute discretion, deem proper, necessary or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to accept and carry out any modifications, alteration or changes to aforementioned resolution as may be suggested or directed by the Registrar of Companies or any other appropriate authority without requiring any further approval of the members of the Company and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

8. 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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (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 subordinated 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 ₹ 150 Crores (Rupees One Hundred Fifty 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, subordinated 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, undertakings as may be necessary for giving effect to this resolution.

9. 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 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 3.75 lakhs (Rupees three lakhs seventy five thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad having Firm Registration No. 000025, appointed by the Board to conduct the audit of the cost records of the Company for the financial year ending 31st March 2021, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this Resolution.

Registered Office:
Naroda Road
Ahmedabad-380025
Date: June 27, 2020

By Order of the Board
R. V. Bhimani
Company Secretary

Notes

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as “MCA Circulars”) 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. 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. 20 below.
2. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 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 Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company’s website www.arvind.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
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 purpose 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. 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 & Remuneration Committee and Stakeholders’ Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
7. **Registration of email ID and Bank Account details:**
In case the shareholder’s email ID is already registered with the Company/ its Registrar & Share Transfer Agent (“RTA”)/ Depositories, log in details for e-Voting are being sent on the registered email address.
In case the shareholder has not registered his/ her/ their email address with the Company/ its RTA/ Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
 - (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/ Bank detail Registration - fill in the details and upload the required documents and submit.
OR
 - (ii) **In the case of Shares held in Demat mode:**
The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
8. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 9 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item Nos. 4, 5 and 6 of the Notice, are also annexed.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September 2020 till Friday, 25th September 2020 (both days inclusive).
10. 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.
11. 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.
12. 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.
13. 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.
 14. All unclaimed dividends and shares in respect thereof up to the financial year 2005-06 and for financial year 2011-12 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 and shares in respect thereof for the financial years 2012-13 to 2017-18 will be transferred to this fund on due dates. Those members who have so far not encashed their dividend for the said financial years are requested to approach the Company or its RTA for payment thereof. Kindly note that once unclaimed and unpaid dividends and shares in respect thereof are transferred to the Investor Education and Protection Fund, members will have to approach to IEPF for such dividends and shares.
 15. 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.
 16. 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.
 17. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with Notice.
 19. **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.arvind.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. Friday, 18th September 2020. 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 Tuesday, 22nd September 2020.
 - b. End of remote e-Voting: 05:00 P.M. (IST) on Thursday, 24th September 2020.
 - 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

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 Shareholders' section.
 3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.

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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.: 1800-222-990 or send a request at evoting@nSDL.co.in.

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

- I. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nSDL.com> by using their remote e-Voting login credentials and selecting the EVEN for Company's AGM.

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. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.

- II. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Further, an additional time of 15 minutes after the commencement of the meeting shall also be provided for joining the meeting.
- III. Members are encouraged to join the Meeting through Laptops for better experience.
- IV. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- V. 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.
- VI. Members who need assistance before or during the AGM, can contact NSDL on evoting@nSDL.co.in / 1800-222-990.
- VII. Members seeking any information with regard to the annual accounts for 2019-20 or any business to be dealt at the AGM, are requested to send an e-mail on investor@arvind.in on or before 22nd September 2020 along with their name, DP ID and Client ID/ folio number, PAN and mobile number. The same will be replied by the Company suitably.
- VIII. 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@arvind.in on or before 22nd September 2020. 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.

Registered Office:
Naroda Road
Ahmedabad-380025
Date: June 27, 2020

By Order of the Board
R. V. Bhimani
Company Secretary

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

Item No. 3

Currently, the Non-Executive Directors (other than the Managing Director, Wholetime 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 6th August 2015 and as decided by the Board of Directors of the Company. The said approval is valid for a period of five years from 1st April 2015.

Section 197 of the Companies Act, 2013 permits the payment of remuneration to a Director who is neither a Wholetime Director, nor a Managing Director of a Company, by way of commission not exceeding 1% of the net profits of the Company, if the Company authorizes such payment by a Special Resolution at the General Meeting of the Company. The Non-Executive Directors including Nominee Directors are required to devote more time and attention to the Company, particularly in view of more responsibility expected of them through Corporate Governance Policies. The Board, therefore, recognizes the need to suitably remunerate the director(s) of the Company who are neither in the wholetime employment nor managing director(s) with commission up to a ceiling of 1% of the net profits, if any, of the Company, every year, computed in the manner specified in the Act, for a period of 5 years from 1st April 2020 to 31st March 2025. 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 the same be apportioned amongst the Non-Executive Directors [other than the Managing Director and Wholetime Director(s)] in such manner as the Board and/or Committee may deem fit for a period from 1st April 2020 to 31st March 2025. 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.

Item No. 4

The Members at Annual General Meeting held on 30th July 2014 approved the appointment of Dr. Bakul H. Dholakia as an Independent Director of the Company for a period of five years upto 31st July 2019. Now, the Board of Directors of the Company ('the Board') on 23rd July 2019, on the recommendation of the Nomination & Remuneration Committee, recommended the re-appointment of Dr. Bakul H. Dholakia as an Independent Director of the Company with effect from 1st August 2019, to the members in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 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 Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

The Board is of the view that the continued association of Dr. Bakul H. Dholakia would benefit the Company, given the knowledge, experience and performance of Dr. Bakul H. Dholakia. Declaration has been received from Dr. Bakul H. Dholakia that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Dr. Bakul H. Dholakia fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for

re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Dr. Bakul H. Dholakia, in terms of Section 149 of the Act. Requisite Notice proposing the re-appointment of Dr. Bakul H. Dholakia has been received by the Company, and consent has been filed by Dr. Bakul H. Dholakia pursuant to Section 152 of the Act.

Dr. Bakul H. Dholakia and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item No. 5

Members at Annual General Meeting held on 30th July 2014 approved the appointment of Ms. Renuka Ramnath as an Independent Director of the Company for a period of five years upto 31st July 2019. Now, the Board of Directors of the Company ('the Board') on 23rd July 2019, on the recommendation of the Nomination & Remuneration Committee, recommended the re-appointment of Ms. Renuka Ramnath as an Independent Director of the Company with effect from 1st August 2019, to the members in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 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 Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof and her appointment shall not be subject to retirement by rotation.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to avail services of Ms. Renuka Ramnath as an Independent Director. Ms. Renuka Ramnath fulfils the conditions specified in Section 149(6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Consent of the Members is required by way of Special Resolution for reappointment of Ms. Renuka Ramnath, in terms of Section 149 of the Act. Requisite Notice proposing the appointment of Ms. Renuka Ramnath has been received by the Company, and consent has been filed by Ms. Renuka Ramnath pursuant to Section 152 of the Act.

Ms. Renuka Ramnath and her relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item No. 6

The Members at Annual General Meeting held on 6th August 2015 approved the appointment of Mr. Nilesh Shah as an Independent Director of the Company for a period of five years upto 5th May 2020. Now, the Board of Directors of the Company ('the Board') on 30th April 2020, on the recommendation of the Nomination & Remuneration Committee, recommended the re-appointment of Mr. Nilesh Shah as an Independent Director of the Company with effect from 6th May 2020,

to the members in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 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 Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof and his appointment shall not be subject to retirement by rotation.

The Board is of the view that the continued association of Mr. Nilesh Shah would benefit the Company, given the knowledge, experience and performance of Mr. Nilesh Shah. Declaration has been received from Mr. Nilesh Shah that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Nilesh Shah fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Nilesh Shah, in terms of Section 149 of the Act. Requisite Notice proposing the re-appointment of Mr. Nilesh Shah has been received by the Company, and consent has been filed by Mr. Nilesh Shah pursuant to Section 152 of the Act.

Mr. Nilesh Shah and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item No. 7

The Company has large parcels of surplus land. To bring them to saleable condition, these lands need to be developed, with or without appointing development agents. In order to enable the Company to develop and monetize the land bank, an amendment in the object clause is proposed to be made by inserting new sub-clause (2)(rr) after the existing sub-clause (2)(r) of the Memorandum of Association (MOA) of the Company. This addition of this sub-clause is aimed at providing flexibility to the Company to commence Real Estate development activities, either through itself or through development agencies, for better value realization which otherwise would not be feasible to achieve.

Pursuant to provisions of Section 13 and other applicable provisions, if any of the Act, alteration in the MOA of the Company requires the approval of the members by means of a Special Resolution. In view of this, the proposed special resolution has been recommended to the Members of the Company.

The draft of the altered MOA is uploaded on the Company's website at www.arvind.com and is also available for inspection for the Members at the Registered Office of the Company during normal business hours on all working days.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested (financial or otherwise) in the Special Resolution as set out in Item No. 7 of this Notice.

In the opinion of the Board, the proposed special resolution is in the interest of the Company and its shareholders and therefore,

recommend passing of the Special Resolution as set out in Item No. 7 of this Notice.

Item No. 8

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 ₹ 150 crores (Rupees one hundred fifty 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. 8 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. 8.

Item No. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 at a remuneration of ₹ 3.75 lakhs plus applicable taxes 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. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

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.

ANNEXURE TO ITEM NO. 2, 4, 5 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 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Kulin Lalbhai	Dr. Bakul Dholakia	Ms. Renuka Ramnath	Mr. Nilesh Shah
Director Identification Number (DIN)	05206878	00005754	00147182	01711720
Date of Birth	13th August 1985	15th July 1947	14th September 1961	22nd November 1968
Date of first appointment on the Board	26th July 2012	21st July 2010	28th October 2010	6th May 2015
Qualifications	<ul style="list-style-type: none"> B.Sc. (Electrical Engineering), Stanford University, USA MBA - Harvard Business School, USA 	<ul style="list-style-type: none"> Ph.D. (Economics), MS University, Baroda M.A. (Economics) Gold Medalist 	<ul style="list-style-type: none"> Graduate degree in Textile Engineering from V.J. Technological Institute (VJT), University of Mumbai Post graduate degree in management studies from University of Mumbai Advanced Management Program from the Graduate School of Business Administration, Harvard University 	<ul style="list-style-type: none"> Chartered Accountant Cost Accountant
Expertise in specific functional area	<ul style="list-style-type: none"> Expert in retail technologies and digital transformation Sales and marketing including an understanding of consumer markets in India, US and Europe International business experience covering operations in new geographies Innovation management to ensure continuing relevance of Company's offerings under changing market conditions 	<ul style="list-style-type: none"> Expertise in micro and macro economy General management and financial management skills including mergers and acquisitions Legal and regulatory management Industrial relations and overall stakeholder management 	<ul style="list-style-type: none"> Expertise in Indian consumer and retail markets and e-commerce General management and financial management skills including mergers and acquisitions Legal and regulatory management 	<ul style="list-style-type: none"> Expertise in macro economy Shareholder value creation General management and financial management skills including mergers and acquisitions Legal and regulatory management
Brief Profile & Experience	Mr. Kulin Lalbhai is the Executive Director of Arvind Limited. He is driving new initiatives in the consumer businesses of the group. He has been instrumental in setting up several new retail concepts and also spearheads the group's digital initiatives. He also	Dr. Bakul Dholakia is the former Director of IIM, Ahmedabad . He was also the Director General of International Management Institute, Delhi. Prior to joining IIM, he was the Director of Adani Institute of Infrastructure Management & Gujarat Adani Institute of Medical Sciences, Bhuj. Dr. Dholakia is a Gold Medalist from	Ms. Ramnath is the Founder, Managing Director and CEO of Multiples Alternate Asset Management, a private equity manager and advisor to funds of ~USD 1.6 bn. She has over 30 years of experience in the Indian financial sector across private equity, investment banking and	Mr. Nilesh Shah is the Managing Director (MD) of Kotak Mahindra Asset Management Co. Ltd. He has over 25 years of experience in capital markets and market related investments, having managed funds across equity, fixed income securities and real estate for local and global

Name of the Director	Mr. Kulin Lalbhai	Dr. Bakul Dholakia	Ms. Renuka Ramnath	Mr. Nilesh Shah
	<p>plays an active role in the overall Corporate Strategy.</p> <p>Mr. Kulin Lalbhai holds an MBA from the Harvard Business School, and a B.Sc. in Electrical Engineering from the Stanford University. Prior to his current role, he has also been a management consultant at McKinsey & Co.</p>	<p>Baroda University and holds a Doctorate in Economics. He has 47 years of professional experience including 33 years at IIM, Ahmedabad. During the course of his long tenure at IIM Ahmedabad, Dr. Dholakia occupied the Reserve Bank of India Chair from 1992 to 1999, served as the Dean from 1998 to 2001 and as the Director of the Institute from 2002 to 2007. He had received Best Professor Award for his teaching in Postgraduate Programme at IIMA. He has guided 20 Ph.D. students specializing in Economics, Finance, Business Policy and Public Systems at IIMA. He has been a consultant to various national and international organizations.</p> <p>In 2007, Dr. Dholakia was awarded Padma Shri by the Government of India in recognition of his distinguished services in the field of education. In 2008, Dr. Dholakia was conferred the coveted Bharat Asmita National Award for his contribution to management education and teaching by the Hon'ble Chief Justice of India. In 2017, Dr. Dholakia received the prestigious AIMA Award for Excellence in Academic Leadership for his outstanding contribution to management education in India.</p> <p>Dr. Dholakia has been a major guiding force behind the numerous initiatives and expansion of activities at IIMA contributing to its 56 enhanced international image and global recognition. His achievements in institution building have been nationally and internationally acclaimed.</p> <p>Dr. Dholakia had been a Board Member of Reserve Bank of India Western Area Board from 1993 to 2001. In recognition of his efforts to improve the quality of management education, the</p>	<p>structured finance. Ms. Ramnath started her career with the ICICI Group and had leadership roles in investment banking, structured finance and e-commerce. She led ICICI Venture as the MD & CEO of ICICI Venture to become one of the largest private equity funds in India. One of the most experienced private equity fund managers in India, Ms. Ramnath has a full cycle track record of investing capital raised from global Institutions. She is a Board member of EMPEA, the global industry association for private capital in emerging markets. She is also the Chairperson of the Executive Committee of Indian Venture Capital Association. She is a recent winner of the IVCJ Special Achievement Award.</p> <p>Ms. Ramnath has obtained a graduate degree in textile engineering from V.J. Technological Institute (VJT), University of Mumbai and a post graduate degree in management studies from University of Mumbai. She has also completed the Advanced Management Program from the Graduate School of Business Administration, Harvard University.</p>	<p>investors. In his previous assignments, Mr. Nilesh Shah has held leadership roles with Axis Capital, ICICI Prudential Asset Management, Franklin Templeton and ICICI securities. Mr. Nilesh Shah is the recipient of the inaugural Business Standard Fund Manager of the year award - Debt in 2004. Kotak, Franklin Templeton and ICICI Prudential Mutual Fund have received many awards including the best fund house of the year award under his leadership. Mr. Nilesh Shah is a gold medalist chartered accountant and a merit ranking cost accountant. His hobbies include reading and educating investors on financial planning. Mr. Nilesh Shah has co-authored book on Financial Planning called "A Direct Take".</p>

Name of the Director	Mr. Kulin Lalbhai	Dr. Bakul Dholakia	Ms. Renuka Ramnath	Mr. Nilesh Shah
		<p>Government of India had appointed Dr. Dholakia as the Chairman of the National Board of Accreditation for Technical Education in India (2005 to 2008). He has also served as External Director on the Board of several public & private sector companies. He has an extensive experience of conducting executive development programmes for top management of leading companies and also for senior bureaucrats in India and abroad. He has also served as a member of the Jury for various Corporate Excellence Awards and Selection Committees for CEOs.</p> <p>Over the last two decades, Dr. Dholakia has worked on numerous government committees, the recent ones being the Rangarajan Committee on Pricing and Taxation of Petroleum Products (2006) and the Expert Group on Pension Fund constituted by the Government of India (2009). The Competition Commission of India has appointed Dr. Bakul Dholakia as a Member of the Eminent Persons Advisory Group (EPAG), which serves as a think tank to give broad inputs and advice on larger issues impacting markets and competition.</p> <p>Dr. Dholakia is the author of 12 books, 28 monographs and more than 50 research papers published in professional journals in India and abroad.</p>		
Number of Shares held in the Company	Nil	28,200	295	211
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 - E to the Directors' Report	Refer Annexure - E to the Directors' Report	Refer Annexure - E to the Directors' Report	Refer Annexure - E to the Directors' Report
Number of Board Meetings attended during the year	4 out of 5	3 out of 5	3 out of 5	4 out of 5

Name of the Director	Mr. Kulin Lalbhai	Dr. Bakul Dholakia	Ms. Renuka Ramnath	Mr. Nilesh Shah
List of the Directorships held in Other Companies	<ol style="list-style-type: none"> Arvind SmartSpaces Limited Arvind Goodhill Suit Manufacturing Private Limited Arvind Fashions Limited Arvind Internet Limited Zydus Wellness Limited 	<ol style="list-style-type: none"> Gujarat State Petronet Limited Ashima Limited Ashima Dyecot Limited Catalyst Constellations Private Limited 	<ol style="list-style-type: none"> Multiplies Alternate Asset Management Private Limited Multiplies Equity Fund Trustee Private Limited Shri Nath G Corporate Management Services Private Limited PVR Limited Vikram Hospital (Bengaluru) Private Limited Tata Communications Limited Institutional Investor Advisory Services India Limited Vastu Housing Finance Corporation Limited Encube Ethicals Private Limited Multiplies ARC Private Limited (Under Process of Striking Off) People Strong Technologies Private Limited TV18 Broadcast Limited Multiplies Asset Management IFSC Private Limited 	<ol style="list-style-type: none"> Arvind Fashions Limited Kotak Mahindra Asset Management Company Limited Association of Mutual Funds in India Kotak Mahindra Pension Fund Limited Kotak Mahindra Asset Management (Singapore) Pte. Limited
Membership/Chairmanship of the Committees of other Companies in which position of Director is held	<ol style="list-style-type: none"> Member - Corporate Social Responsibility Committee (Arvind Fashions Limited) Member - Audit Committee (Zydus Wellness Limited) 	<ol style="list-style-type: none"> Member - Audit Committee and Nomination and Remuneration Committee (Ashima Limited) Member - Audit Committee (Gujarat State Petronet Limited) 	<ol style="list-style-type: none"> Chairman - Corporate Social Responsibility Committee (Multiplies Alternate Asset Management Private Limited) Member - Nomination and Remuneration Committee (PVR Limited) Chairman - Audit Committee (Tata Communications Limited) Member - Nomination and Remuneration Committee (Tata Communications Limited) 	<ol style="list-style-type: none"> Member - Audit Committee, Stakeholders' Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee (Arvind Fashions Limited) Chairman - Nomination and Remuneration Committee (Arvind Fashions Limited) Member - Audit Committee (Kotak Mahindra Pension Fund Limited)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Kulin Lalbhai is son of Mr. Sanjay Lalbhai, Chairman and Managing Director and brother of Mr. Punit Lalbhai, Executive Director of the Company.	--	--	--