

ARVIND

ARVIND FASHIONS LIMITED

Please see below the applicable information pertaining to Arvind Fashions Limited (the "Company") in accordance with circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017, issued by the Securities and Exchange Board of India ("SEBI")

Arvind Fashions Limited ("AFL")

Corporate Identification Number: U52399GJ2016PLC085595

Registered: Arvind Limited Premises, Naroda Road, Ahmedabad – 380025

Tel: +91-79-30138000 ; **Fax:** +91-79-30138671 ;

Corporate Office : 08th Floor , Du Parc Trinity, 17, M G Road, Bangalore-560015

Tel: +91-80-41550650 ; **Fax:** +91-80-41550651 ;

Website: <https://arvindbrands.com/>

Contact Person: Kannan S, CFO ; **Email:** kannans@arvindbrands.co.in

Promoter of AFL*: Arvind Limited ("AL")

**Upon the Scheme of Arrangement (as defined hereinafter) becoming effective, the promoters of AFL shall be identified in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations").*

CONSIDERATION UNDER THE COMPOSITE SCHEME OF ARRANGEMENT AND LISTING DETAILS

Pursuant to the composite Scheme of Arrangement amongst AL, AFL, Anveshan Heavy Engineering Limited ("AHEL") and The Anup Engineering Limited ("TAEL") and their respective shareholders and Creditors in connection with demerger of Branded Apparel Undertaking of AL into AFL (the "Scheme of Arrangement"), each shareholder of AL shall be issued 1 Equity Share of face value of Rs. 4* each of AFL (the "Equity Share") for every 5 fully paid up equity share(s) of Rs. 10 each of AL held by such shareholder as on the record date, to be determined in accordance with the Scheme of Arrangement. Further, pursuant to the Scheme of Arrangement, and subject to applicable laws and receipt of requisite approvals, including exemption from Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 (the "SCRR") to be obtained from the SEBI, the Equity Shares would be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" together with BSE referred to as the "Stock Exchanges").

** Upon the Scheme of Arrangement becoming effective, the face value of equity shares of AFL will be consolidated from Rs. 2 to Rs. 4*

DETAILS OF MERCHANT BANKER, REGISTRAR AND STATUTORY AUDITOR

MERCHANT BANKER

YES Securities (India) Limited

IFC, Tower 1&2,

Unit 602 A, 6th Floor,

Senapati Bapat Marg,

Elphinstone Road,

Mumbai 400 013

Tel: +91 22 3012 6919

Fax: +91 22 2421 4508

E-mail: chandresh.sharma@yessecuritiesltd.in

Website: www.yesinvest.in

SEBI Registration Number: MB/INM000012227



REGISTRAR

NSDL Database Management Limited

4th Floor, Trade World, A Wing,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013,
Tel - +91 22 4914 2591
Fax- +91 22 4914 2503
E-mail: NileshB@nsdl.co.in
Website: www.nsdl.co.in
SEBI Registration Number: INR000004181

STATUTORY AUDITOR

M/s. Sorab S. Engineer & Co.

No. 909, Atma House, Opp. Old R B I,
Ashram Road,
Ahmedabad – 380 009
Contact Person - Mr. Shreyas Choksi
Phone: +91 79 26584304
E-mail: sseahm@hotmail.com

DETAILS OF PROMOTER OF AFL*

AL is the promoter of AFL. AL is a public listed company incorporated on June 01, 1931 under the provisions of the Companies Act, 1913. The Corporate Identification Number of AL is L17119GJ1931PLC000093. The registered office of AL is situated at Naroda Road, Ahmedabad - 380025. The equity shares of the AL are listed on BSE Limited and the National Stock Exchange of India Limited.

AL was originally incorporated for manufacturing and marketing of textile products. Over the years, it has grown and diversified in several distinct business activities through different undertakings, namely (i) Textiles business comprising of manufacturing of yarn, denim, shirting and knit fabrics, garments, and technical textiles; (ii) Branded Apparel Undertaking consisting of branded apparel, accessories and customised clothing business; and (iii) Engineering Undertaking consisting of manufacturing of critical process engineering equipment.

Name of the Listed Group Companies of AFL*: Arvind Limited and Arvind Smartspaces Ltd

**Upon the Scheme of Arrangement becoming effective, the promoters and group companies of AFL shall be identified in accordance with the SEBI ICDR Regulations.*

BUSINESS OVERVIEW AND STRATEGY OF AFL

The Memorandum of Association of AFL authorizes it to undertake the following activities:

1. To carry on business of manufacturing, marketing, importing, exporting, buying, selling, reselling, transporting, storing developing, promoting, supplying and to act as franchisors, franchisees, wholesalers by way of physical selling or selling online as principals or agents, of any branded or non-branded products or services including but not limited to sports and health improvement equipment, apparel, footwears, food & provisions, household goods, consumer durables, jewellery, luggages, books & stationery, health care and beauty products, toys and music, computers & accessories, telecom products, agri input products, furniture & furnishings, automobile & accessories and acquiring and running food, service and entertainment centres, to provide solutions and services related to web technologies, internet and e-commerce, set up portals and invest in companies providing similar services and purchasing or leasing any movable and immovable properties to carry on these activities.

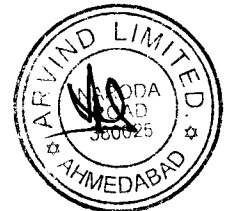


AFL is currently engaged in marketing and promoting of organized wholesale business.

BOARD OF DIRECTORS

Set forth below are the details regarding the Board of Directors of AFL as on date:

Sr. No.	Name of the Director	Designation	Experience including other directorships
1.	Sanjaybhai Shrenikbhai Lalbhai	Non – Executive Director	<p>Mr. Sanjay Lalbhai is the Chairman and Managing Director of Arvind Ltd. He has overall experience of more than 35 years in textile industry. He has acquired India's first Denim Brand – flying machine in 1981 and is currently guiding the process of building Arvind's impressive apparel brand portfolio. Other than AFL, he holds directorships in:</p> <ol style="list-style-type: none"> 1. Arvind Limited 2. The Anup Engineering Limited 3. Animesh Holdings Private Limited 4. Arvind Lifestyle Brands Limited 5. Adani Ports and Special Economic Zone Limited 6. Arvind Retail Limited 7. Arvind Smartspaces Limited 8. Arvind Foundations 9. Aura Business Ventures LLP 10. Anveshan Heavy Engineering Limited
2.	Jayesh Kantilal Shah	Non – Executive Director	<p>Mr. Jayesh Shah is Executive Director and CFO of our holding Company (Arvind Limited). He is a Member of the Governing Council of Ahmedabad Management Association. He is Associate member of ICAI and a Commerce Graduate from Gujarat University. Other than AFL, he holds directorships in:</p> <ol style="list-style-type: none"> 1. Arvind Limited 2. The Anup Engineering Limited 3. Arvind Foundation 4. Arvind Lifestyle Brands Limited 5. Centerac Emarket Places Private Limited 6. Aura Business Enterprise Private Limited 7. Arvind Internet Limited 8. Arvind Products Limited 9. Arvind Garments Park Private Limited 10. Arvind Goodhill Suit Manufacturing Private Limited 11. Arvind Retail Limited 12. Amplus Capital Advisors Private Limited 13. Firenze Properties and investments Private Limited 14. Arvind Pd Composites Private Limited 15. E-Infochips Limited 16. Calvin Klein Arvind Fashion Private Limited
3.	Renuka Ramnath	Nominee Director	Ms. Renuka Ramnath is the Founder, Managing



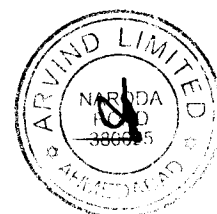
Sr. No.	Name of the Director	Designation	Experience including other directorships
			<p>Director & CEO of Multiples Alternate Asset Management which manages circa \$800 million of Indian and International capital. She has a total experience of over 30 years in finance industry. She was earlier associated with ICICI group. Other than AFL, she holds directorships in:</p> <ol style="list-style-type: none"> 1. L&T Technology Services Limited 2. Cinemax India Limited 3. Multiples ARC Private Limited 4. Shri Nath G Corporate Management Services Private Limited 5. Institutional Investor Advisory Services India Limited 6. Multiples Equity Fund Trustee Private Limited 7. Multiples Alternate Asset Management Private Limited 8. Vikram Hospital (Bengaluru) Private Limited 9. Indian Energy Exchange Limited 10. Peoplestrong Hr Services Private Limited 11. Pvr Limited 12. Vastu Housing Finance Corporation Limited 13. Subhiksha Trading Services Limited 14. Ultratech Cement Limited 15. Encube Ethicals Private Limited 16. Tata Communications Limited 17. Arvind Lifestyle Brands Limited 18. Arvind Limited
4.	Nilesh Dhirajlal Shah	Independent Director	<p>Nilesh Shah is the Managing Director of Kotak Mahindra AMC Since January, 2015. He has had Leadership role at Axis Capital, ICICI Bank Group & Franklin Templeton Mutual Fund Since 1992. He has over 25 years of experience in Capital Market. Other than AFL, he holds directorships in:</p> <ol style="list-style-type: none"> 1. Arvind Limited 2. Kotak Mahindra Asset Management Company Limited 3. Association of Mutual Funds in India 4. Kotak Mahindra Pension Fund Limited
5.	Kamal Singal	Independent Director	<p>Mr. Kamal Singal is the Managing Director & Chief Executive Officer of the Arvind SmartSpaces Limited (formerly Arvind Infrastructure Limited). He holds an Executive Post Graduate Diploma in Management (EPGM) from Indian Institute of Management, Indore. He has been associated with Lalbhai Group since 2001 in various capacities. Prior to joining Lalbhai group, he worked for 9 years in different capacities in DCM Textiles Limited. He is responsible for giving strategic direction to the real estate business and also identifying new business opportunities and to further expand the product portfolio of the</p>



Sr. No.	Name of the Director	Designation	Experience including other directorships
			<p>real estate business. Other than AFL, he holds directorships in:</p> <ol style="list-style-type: none"> 1. The Anup Engineering Limited 2. Arvind Smartspaces Limited 3. Arvind Herbal Homes Private Limited 4. Kausalya Realterve LLP 5. Arvind Infrabuild LLP 6. Karnavati Infracon LLP 7. Arvind Infracon LLP
6.	Nithya Easwaran	Nominee Director	<p>Nithya has over 20 years of rich experience in financial services. She is Managing Director of Multiples Alternate Asset Management, a private equity platform with over US\$1 billion of assets under management. Prior to joining Multiples Alternate Asset Management, she headed the Structured Finance Team of Citibank in India and before that she was a part of the structured finance business of ICICI Ltd. Other than AFL, she holds directorships in:</p> <ol style="list-style-type: none"> 1. Axis Securities Limited 2. Accelyst Solutions Private Limited 3. Freecharge Payment Technologies Private Limited
7.	Kulin Sanjay Lalbhai	Non – Executive Director	<p>Mr. Kulin S Lalbhai, is the Non-Executive Director of the Company. Currently he is also serving as the Executive Director at Arvind Limited. He holds Master's degree in Business Administration from the Harvard Business School and has a Bachelor's degree in Electrical Engineering from Stanford University, USA. He has also worked with management consulting with Mckinsey & Co's, Mumbai Office. Other than AFL, he holds directorships in:</p> <ol style="list-style-type: none"> 1. Arvind Limited 2. Zydus Wellness Limited 3. Arvind Smartspaces Limited 4. Arvind Goodhill Suit Manufacturing Private Limited 5. Arvind Internet Limited 6. Style Audit LLP

DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES, IF ANY, OF AFL IN THE PRECEDING 10 YEARS:

AFL is an unlisted public company incorporated on January 5, 2016 and has not undertaken any public issue since incorporation.



Capital Structure of AFL as on date

Sr. No.	Particulars	Description of Equity Shares
1	Authorized share capital	125,000,000 Equity Shares of face value of Rs. 2 each*
2	Issued, subscribed and paid-up equity share capital	115,851,454 Equity Shares of face value of Rs. 2 each*

*Pursuant to the Scheme becoming effective, 2 equity shares of face value of Rs.2 each of AFL shall be consolidated into 1 equity share of face value of Rs.4 each.

SHAREHOLDING PATTERN OF AFL PRE & POST SCHEME

Sr. No.	Particulars	Number of Equity Shares prior to Scheme of Arrangement becoming effective	% of holding prior to Scheme of Arrangement becoming effective	Number of Equity Shares post Scheme of Arrangement becoming effective	% of holding post Scheme of Arrangement becoming effective
1.	Promoter*	10,39,06,759	89.69	2,21,99,679	38.48
2.	Public	1,19,44,695	10.31	3,54,83,253	61.51
3.	Non Promoter - Non Public**	-	-	2830	Negligible
	Total	11,58,51,454	100.00	5,76,85,762	100.00

Note: Promoter shareholding includes shares held jointly with nominees

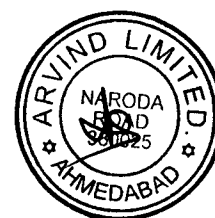
*Upon the Scheme of Arrangement becoming effective, the promoters of AFL shall be identified in accordance with SEB ICDR Regulations.

** Shares in Non Promoter – Non Public Shareholding are the Shares Underlying DRs.

AUDITED FINANCIALS

Standalone Financial Information

Particulars	(in Rs. Crores)		
	As on and for the 6 months period ended on September 30, 2017	FY 2017	FY 2016
Total income from operations	393.68	292.69	Since, the company was incorporated in January 2016, there was no business in the Company and no income was booked during this period. It was formed with paid up
Net Profit/(Loss) before tax and extraordinary items	26.63	(5.61)	
Net Profit/(Loss) after tax and extraordinary items	18.03	(3.54)	
Equity Share Capital	23.17	21.74	
Reserves and Surplus	1,172.27	855.27	
Net Worth	1,195.44	877.02	
Basic and Diluted Earnings per Shares (in Rs.)	Basic-Rs.3.31 Diluted-Rs. 3.14	Basic-Rs.(0.72) Diluted Rs.(0.68)	
Return on Net Worth (%)	3.02%	-0.40%	
Net Asset Value Per Share (in Rs.)	103.65	81.06	



Particulars	As on and for the 6 months period ended on September 30, 2017	FY 2017	FY 2016
			capital of 1 lakh rupees and preliminary expenses towards incorporation were incurred.

Note: As the Company was incorporated on January 5, 2016, financials are not available prior to that date.

Risk Factors

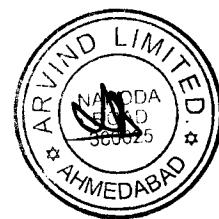
The below mentioned risks are top five risks applicable to AFL:

1. The Scheme of Arrangement is subject to approval of (i) shareholders of AL, AFL & AHEL; (ii) sanction by the National Company Law Tribunal in accordance with Section 230-232 of the Companies Act, 2013; (iii) exemption under Rule 19 (2) (b) of SCRR from SEBI; and (iv) receipt of in-principle and final approvals from the Stock Exchanges for listing and trading of Equity Shares. In cases any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed, which will adversely impact AFL's ability to conduct its business activities as contemplated in the said Scheme of Arrangement.
2. Pursuant to the Scheme of Arrangement, as part of the demerged business, requisite personnel operating the demerged business, would also be part of AFL and based on their experience in the said field, AFL would be in position to continue business operations, however, AFL cannot assure you that it will successfully foray in or continue to be profitable in this business. Any inability to effectively develop and operate its business may have an adverse impact on AFL's financial condition and results of operation.
3. The efforts of AFL at integrating acquired businesses, pursuant to the Scheme of Arrangement becoming effective, based on prevailing market conditions, may not yield timely or effective results or at all, which may affect its financial condition and results of operations. AFL's failure to derive anticipated synergies could expose it to potential risks of integrating acquired businesses. AFL's inability to generate sufficient revenue to offset the costs of acquisitions could significantly disrupt its ability to manage acquired business and adversely affect its financial condition and results of operations.
4. Changes in the regulatory environment in which AFL operates could have a material adverse effect on its business, financial condition, result of operations and prospects. The regulatory and policy environment in which AFL operates is evolving and subject to change. Such changes may adversely affect its business, results of operations and prospects, to the extent that AFL is unable to suitably respond to and comply with any changes in applicable law and policy.
5. The Equity Shares of AFL have never been publicly traded and after the Scheme of Arrangement becoming effective, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to sell the Equity Shares issued pursuant to the Scheme of Arrangement at or above the deemed acquisition cost, or at all.

Summary of Outstanding Litigations, Claims and Regulatory Actions

1. Total number of outstanding litigations against AFL and amount involved

NIL



2. Brief details of top material outstanding litigations against AFL and the amount involved

NIL

3. Regulatory action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoter/ Group Companies in Last 5 financial years including outstanding action*

NIL

** Upon the Scheme of Arrangement becoming effective, the promoters and group companies of AFL shall be identified in accordance with SEB ICDR Regulations.*

4. Brief details of outstanding criminal proceedings against the promoter*

NIL

**Upon the Scheme of Arrangement becoming effective, the promoters of AFL shall be identified in accordance with SEB ICDR Regulations.*

ANY OTHER IMPORTANT INFORMATION OF THE COMPANY

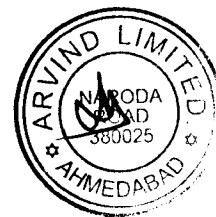
Pursuant to the Scheme becoming effective, 2 equity shares of face value of Rs.2 each of AFL shall be consolidated into 1 equity share of face value of Rs.4 each

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956 (to the extent applicable), the Companies Act, 2013 and the guidelines/ regulations issued by the Government of India or the guidelines/ regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

Date: November 22, 2017

Place: Ahmedabad



ANUP

THE ANUP ENGINEERING LIMITED

Please see below the applicable information pertaining to The Anup Engineering Limited (the "*Company*") in accordance with circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017, issued by the Securities and Exchange Board of India ("*SEBI*")

The Anup Engineering Limited ("*TAEL*")

Corporate Identification Number: U99999GJ1962PLC001170

Registered: Behind 66 KV Elec. Sub-Station, Odhov Road, Ahmedabad-382415.
Tel: 07922872823/07922870622; **Fax:** 07922870642; **Website:** www.anupengg.com

Contact Person: Rakesh Poddar, Company Secretary

Email: rakesh.poddar@arvind.in

Promoter of TAEL*: Arvind Limited

** On and from the Effective Date, TAEL shall stand dissolved and the name of AHEL shall stand changed to TAEL.*

CONSIDERATION UNDER THE COMPOSITE SCHEME OF ARRANGEMENT AND LISTING DETAILS

Pursuant to the composite Scheme of Arrangement amongst Arvind Limited ("*AL*"), Arvind Fashions Limited ("*AFL*"), Anveshan Heavy Engineering Limited ("*AHEL*") and TAEL and their respective shareholders and Creditors in connection with amalgamation of TAEL into AHEL (the "*Scheme of Arrangement*"), each shareholder of TAEL shall be issued 7 Equity Share of face value of Rs. 10 each of AHEL (the "*Equity Share*") for every 10 fully paid up equity share(s) of Rs. 10 each of AHEL held by such shareholder as on the record date to be determined in accordance with the Scheme of Arrangement.

DETAILS OF MERCHANT BANKER, REGISTRAR AND STATUTORY AUDITOR

MERCHANT BANKER

YES Securities (India) Limited

IFC, Tower 1&2, Unit 602 A, 6th Floor

Senapati Bapat Marg

Elphinstone Road

Mumbai 400 013

Tel: +91 22 3012 6919

Fax: +91 22 2421 4508

E-mail: chandresh.sharma@yessecuritiesltd.in

Website: www.yesinvest.in

SEBI Registration Number: MB/INM000012227

REGISTRAR

Link Intime India Private Limited,

C 101, 247 Park,

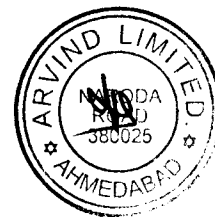
L B S Marg, Vikhroli West

Mumbai - 400083,

Maharashtra

Tel: +91 22 4918 6200

Fax: +91 22 4918 6195



Website: www.linkintime.co.in
SEBI Registration Number: INR000004058

STATUTORY AUDITOR

Sorab S. Engineer & Co.,
Atma House, Opp. Old RBI,
Ashram road, Ahmedabad – 380 009,
Contact Person: Mr. Shreyas Choksi
Phone: +91 79 2658 4304, 9824032517
E-mail: sseahm@hotmail.com

DETAILS OF PROMOTER OF TAEI*:

AL is the promoter of AFL. AL is a public listed company incorporated on June 01, 1931 under the provisions of the Companies Act, 1913. The Corporate Identification Number of AL is L17119GJ1931PLC000093. The registered office of AL is situated at Naroda Road, Ahmedabad - 380025. The equity shares of the AL are listed on BSE Limited and the National Stock Exchange of India Limited.

AL was originally incorporated for manufacturing and marketing of textile products. Over the years, it has grown and diversified in several distinct business activities through different undertakings, namely (i) Textiles business comprising of manufacturing of yarn, denim, shirting and knit fabrics, garments, and technical textiles; (ii) Branded Apparel Undertaking consisting of branded apparel, accessories and customised clothing business; and (iii) Engineering Undertaking consisting of manufacturing of critical process engineering equipment.

Name of the Listed Group Companies of TAEI*: Arvind Limited & Arvind Smartspaces Limited

** On and from the Effective Date, TAEI shall stand dissolved and the name of the AHEL shall stand changed to TAEI.*

BUSINESS OVERVIEW AND STRATEGY OF TAEI

The Memorandum of Association of TAEI authorizes it to undertake the following activities:

TAEI is in the business of manufacturing, fabricating, altering, marketing, buying, selling, dealing in all kinds of centrifuges, water softening plants, pumps, dryers and other plants and apparatus. Pursuant to the Scheme of Arrangement becoming effective, TAEI shall stand dissolved without winding up. On and from the Effective Date, the name of the TAEI shall be struck off from the records of the concerned RoC.

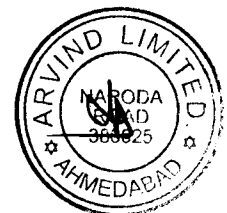
BOARD OF DIRECTORS

Set forth below are the details regarding the Board of Directors of TAEI as on date:

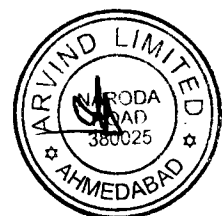
Sr. No.	Name of the Director	Designation	Experience including other directorships
1.	Sanjaybhai Shrenikbhai Lalbhai	Director	Mr. Sanjay Lalbhai is the Chairman and Managing Director of Arvind Ltd. He has overall experience of more than 35 years in textile industry. He has acquired India's first Denim Brand – flying machine in 1981 and is currently guiding the process of building Arvind's impressive apparel brand portfolio. Other than AFL, he holds directorships in: 1. Arvind Limited 2. Arvind Fashions Limited 3. Animesh Holdings Private Limited 4. Arvind Lifestyle Brands Limited



Sr. No.	Name of the Director	Designation	Experience including other directorships
			5. Adani Ports and Special Economic Zone Limited 6. Arvind Retail Limited 7. Arvind Smartspaces Limited 8. Arvind Foundations 9. Aura Business Ventures LLP 10. Anveshan Heavy Engineering Limited
2.	Jayesh Kantilal Shah	Director	Mr. Jayesh Shah is Executive Director and CFO of our holding Company (Arvind Limited). He is a Member of the Governing Council of Ahmedabad Management Association. He is Associate member of ICAI and a Commerce Graduate from Gujarat University. Other than TAEI, he holds directorships in: 1. Arvind Foundation 2. Arvind Lifestyle Brands Limited 3. Centerac Emarket Places Private Limited 4. Aura Business Enterprise Private Limited 5. Arvind Internet Limited 6. Arvind Products Limited 7. Arvind Garments Park Private Limited 8. Arvind Goodhill Suit Manufacturing Private Limited 9. Arvind Retail Limited 10. Amplus Capital Advisors Private Limited 11. Firenze Propertiesandinvestments Private Limited 12. Arvind Pd Composites Private Limited 13. E-Infochips Limited 14. Calvin Klein Arvind Fashion Private Limited 15. Arvind Limited 16. Arvind Fashions Limited
3.	Samvegbhai Arvindbhai Lalbhai	Director	Mr. Samvegbhai Arvindbhai Lalbhai is a director of company since 18.10.1995. He is managing director of Atul Limited. He is past president of Ahmedabad Textile Mills Association and Gujarat Chamber of Commerce and Industry. Other than TAEI, he holds directorships in: 1. Arvind Products Limited 2. Saumya Farms And Organic Products Private Limited 3. Sneh Farms Private Limited 4. Arvind Farms Pvt Limited 5. Bengal Tea & Fabrics Limited 6. Atul Limited 7. National Design Business Incubator 8. Sneh Farms LLP 9. Aharabal Investment And Trading LLP 10. Kongposh Investment and Trading LLP 11. Sangarmal Investment and Trading LLP 12. Samveg Tradecom LLP



Sr. No.	Name of the Director	Designation	Experience including other directorships
4.	Bhupendra Mangaldas Shah	Director	<p>Mr. B M Shah is Working as Registrar and CFO at Ahmedabad University since April 2009. Also holding the charge of Director at Ahmedabad Education Society. He holds M.Com. LL.B., F.C.A., ISA, CISA (USA). He is Associated with CSR of Lalbhai Group for more than 10 years as Executive Director of Narottam Lalbhai Rural Development Fund. Also advising two other NGOs of the Group as the Trustee of SHARDA Trust and Chandraprasad Desai Memorial Foundation which are engaged in the field of providing help and support to urban poor through education, vocational training and health improvement programme. Other than TAEI, he holds directorships in:</p> <ol style="list-style-type: none"> 1. Pinnacle Shares Registry Private Limited 2. Wellcrow Photogears Private Limited 3. Cresque Design Private Limited 4. Ahmedabad University Support Foundation 5. AIC-LMCP Foundation
5.	Kamal Singal	Director	<p>Mr. Kamal Singal, is the Managing Director & Chief Executive Officer of the Arvind SmartSpaces Limited (formerly Arvind Infrastructure Limited). He holds an Executive Post Graduate Diploma in Management (EPGM) from Indian Institute of Management, Indore. He has been associated with Lalbhai Group since 2001 in various capacities. Prior to joining Lalbhai group, he worked for 9 years in different capacities in DCM Textiles Limited. He is responsible for giving strategic direction to the real estate business and also identifying new business opportunities and to further expand the product portfolio of the real estate business. Other than TAEI, he holds directorships in:</p> <ol style="list-style-type: none"> 1. Arvind Fashions Limited 2. Arvind Smartspaces Limited 3. Arvind Herbal Homes Private Limited 4. Kausalya Realerve LLP 5. Arvind Infrabuild LLP 6. Karnavati Infracon LLP 7. Arvind Infracon LLP
6.	Punit Sanjay Lalbhai	Director	<p>Mr. Punit Lalbhai has an MBA from INSEAD, France. He is also deeply involved in sustainability conservation. He has done his Masters in Environmental Science from Yale University, USA. He has a Bachelor's degree in Conservation Biology from University of California. Other than TAEI, he holds directorships in:</p> <ol style="list-style-type: none"> 1. Arvind Limited 2. Confederation Of Indian Textile Industry 3. Arvind Envisol Limited



Sr. No.	Name of the Director	Designation	Experience including other directorships
			4. Arvind Pd Composites Private Limited 5. Arvind Og Nonwovens Private Limited 6. Arvind Internet Limited 7. Arvind Envisol Private Limited 8. Heartfulness Institute 9. Arvind Transformational Solutions Private Limited 10. Anveshan Heavy Engineering Limited

DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES, IF ANY, OF AFL IN THE PRECEDING 10 YEARS:

TAEL is an unlisted Public company and the equity shares of The Anup Engineering Limited were voluntarily delisted from Ahmedabad Stock Exchange Limited ("ASEL") vide ASEL letter dated June 15, 2015 w.e.f. June 17, 2015.

Capital Structure of TAEL (Pre-Scheme)

Sr. No.	Particulars	Description of Equity Shares
1	Authorized share capital	15,000,000 Equity Shares of Rs. 10 each
2	Issued, subscribed and paid-up equity share capital	13,600,000 Equity Shares of Rs. 10 each

SHAREHOLDING PATTERN OF TAEL PRE SCHEME*

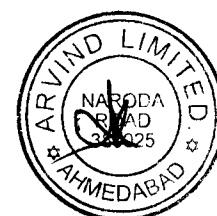
Sr. No.	Particulars	Number of Equity Shares prior to Scheme of Arrangement becoming effective	% of holding prior to Scheme of Arrangement becoming effective	Number of Equity Shares post to Scheme of Arrangement becoming effective	% of holding post to Scheme of Arrangement becoming effective
1.	Promoter*	1,28,06,030	94.16	-	-
2.	Public	7,93,970	5.84	-	-
	Total	1,36,00,000	100	-	-

* On and from the Effective Date, TAEL shall stand dissolved and the name of the AHEL shall stand changed to TAEL.

AUDITED FINANCIALS

Standalone Financial Information

Particulars (in Rs. Crores)	As on and for the 6 months period ended on September 30, 2017	FY 2017 (IND AS)	FY 2016 (IND AS)	FY 2015 (IGAAP)	FY 2014 (IGAAP)	FY 2013 (IGAAP)
Total income from Operations (net)	80.71	185.44	147.58	136.91	105.76	74.15
Net Profit/(Loss) before tax	17.01	49.04	36.62	27.51	17.35	7.00



Particulars (in Rs. Crores)	As on and for the 6 months period ended on September 30, 2017	FY 2017 (IND AS)	FY 2016 (IND AS)	FY 2015 (IGAAP)	FY 2014 (IGAAP)	FY 2013 (IGAAP)
and extraordinary items						
Net Profit/(Loss) after tax and extraordinary items	11.16	31.83	23.43	18.15	11.26	4.94
Equity Share Capital	13.60	13.60	3.40	3.40	3.40	3.40
Reserves and Surplus	166.20	155.06	133.46	63.67	45.67	34.41
Net Worth	179.80	168.66	136.86	67.07	49.07	37.81
Basic and Diluted Earnings per Shares (in Rs.)	***8.20	*23.40	689.20	533.78	331.04	145.27
Return on Net Worth (%)	6.21	18.87	17.12	27.06	22.95	13.07
Net Asset Value Per Share (in Rs.)	1322	**1240	4025	1973	1443	1102

* After sub-division and issue of Bonus shares

** After sub-division and issue of Bonus shares

*** Not Annualized

Risk Factors

The below mentioned risks are top risks applicable to TAEI

1. The Scheme of Arrangement is subject to approval of (i) shareholders of AL, AFL, AHEL & TAEI; (ii) sanction by the National Company Law Tribunal in accordance with Section 230-232 of the Companies Act, 2013; (iii) in-principal and final approvals from the Stock Exchanges for listing and trading of Equity Shares.

Further, on and from the Effective Date, TAEI shall stand dissolved and the name of the AHEL shall stand changed to TAEI

Summary of Outstanding Litigations, Claims and Regulatory Actions

1. Total number of outstanding litigations against TAEI and amount involved

23 Cases involving total amount of Rs.27 lacs

2. Brief Details of top 5 material outstanding litigations against TAEI and the amount involved

NIL

3. Regulatory action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoter/ Group Companies in Last 5 financial years including outstanding action

NIL

4. Brief details of outstanding criminal proceedings against the promoter

NIL



ANY OTHER IMPORTANT INFORMATION OF THE COMPANY

Upon the Scheme becoming effective, the TAEI shall stand dissolved without winding up. On and from the Effective Date, the name of TAEI shall be struck off from the records of the concerned RoC.

Pursuant to the scheme of arrangement, TAEI will amalgamate into AHEI and the name of AHEI (Anveshan Heavy Engineering Limited) shall be changed to TAEI (The Anup Engineering Limited)

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956 (to the extent applicable), the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

Date: November 22, 2017

Place: Ahmedabad



ANVESHAN HEAVY ENGINEERING LIMITED*

**On and from the effective date name of Anveshan Heavy Engineering Limited will be changed to The Anup Engineering Limited*

Please see below the applicable information pertaining to Anveshan Heavy Engineering Limited (the "**Company**") in accordance with circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017, issued by the Securities and Exchange Board of India ("**SEBI**")

Anveshan Heavy Engineering Limited ("AHEL")

Corporate Identification Number: U29306GJ2017PLC099085

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

Tel: 07922872823/07922870622; **Fax:** 079228700642;

Contact Person: Rakesh Poddar

Email: rakesh.poddar@arvind.in

Promoter of AHEL*: Sanjaybhai Shrenikbhai Lalbhai

Upon the scheme of Arrangement (as defined hereinafter) becoming effective, the promoters of AHEL shall be identified in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations**").*

CONSIDERATION UNDER THE COMPOSITE SCHEME OF ARRANGEMENT AND LISTING DETAILS

Pursuant to the composite Scheme of Arrangement amongst AL, Arvind Fashions Limited ("**AFL**"), Anveshan Heavy Engineering Limited ("**AHEL**") and The Anup Engineering Limited ("**TAEL**") and their respective shareholders in connection with demerger of the Engineering Undertaking of AL into AHEL (the "**Scheme of Arrangement**"), each shareholder of AL shall be issued 1 equity share(s) of face value of Rs. 10 each of AHEL (the "**Equity Share**") for every 27 fully paid up equity share(s) of Rs. 10 each of AL held by such shareholder and 7 Equity Shares of AHEL for every 10 fully paid up equity share(s) of Rs. 10 each of TAEL as on the record date to be determined in accordance with the Scheme of Arrangement. Further, pursuant to the Scheme of Arrangement, and subject to applicable laws and receipt of requisite approvals, including exemption from Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 (the "**SCRR**") to be obtained from the SEBI, the Equity Shares would be listed on BSE Limited and National Stock Exchange of India Limited (the "**Stock Exchanges**").

DETAILS OF MERCHANT BANKER, REGISTRAR AND STATUTORY AUDITOR

MERCHANT BANKER

YES Securities India Limited

IFC, Tower 1&2, Unit 602 A, 6th Floor

Senapati Bapat Marg

Elphinstone Road

Mumbai 400 013

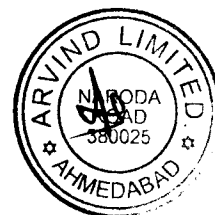
Tel: +91 22 3012 6919

Fax: +91 22 2421 4508

E-mail: chandresh.sharma@yessecuritiesltd.in

Website: www.yesinvest.in

SEBI Registration Number: MB/INM000012227



REGISTRAR

[•]

STATUTORY AUDITOR

Sorab S. Engineer & Co.,
Atma House, Opp. Old RBI,
Ashram road, Ahmedabad – 380 009,
Contact Person: Mr. Shreyas Choksi
Phone: +91 79 2658 4304, 9824032517
E-mail: sseahm@hotmail.com

DETAILS OF PROMOTER OF AHEL*

Mr. Sanjay Lalbhai is Chairman and Managing Director of Arvind Ltd. He has overall experience of more than 35 years in textile industry. He has acquired India's first Denim Brand –flying machine in 1981 and is currently guiding the process of building Arvind impressive brand portfolio.

Name of the Listed Group Companies of AHEL*: **Arvind Limited and Arvind Smartspace Limited**

**Upon the Scheme of Arrangement becoming effective, the promoters and group companies of AHEL shall be identified in accordance with the SEBI ICDR Regulations.*

BUSINESS OVERVIEW AND STRATEGY OF AHEL

The Memorandum of Association of AHEL authorizes it to undertake the following activities:

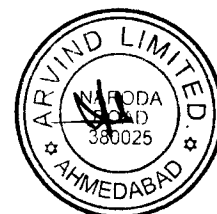
1. To Manufacture, fabricate, manipulate, alter, assemble, improve, prepare for market, buy, sell and otherwise deal in all kinds of Centrifuges, Water Softening Plants, Rotary Pumps, Dryers, Separators, Laundry Equipments including Washing Machines, Ironers, Presses, Dryers, Hospital Equipments, Disinfecting Plants and apparatus and all kinds of Plants, Machinery, components parts, accessories, fittings, fixtures, apparatus, tools and implements.
2. To carry on the business of mechanical engineers, machinists, filters, millwrights, founders, wire drawers, tube makers, metallurgists, saddlers, galvanizers, japanners, annealers, enamellers, electroplaters, vulvanizers, painters and packing case makers.

As on date, AHEL is not carrying on any business activity. Pursuant to the Scheme of Arrangement becoming effective, it will carry on owning, operating, investing, and promoting business in the fields of engineering, including but not limited to manufacturing, fabricating, altering, marketing, buying, selling, and otherwise deal in all kinds of centrifuges, water softening plants, pumps, dryers and other plants and apparatus and such other ventures as may be identified by the Board from time to time.

BOARD OF DIRECTORS

Set forth below are the details regarding the Board of Directors of AHEL as on date:

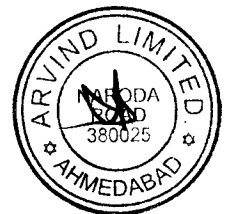
Sr. No.	Name of the Director	Designation	Experience including other directorships
1.	Paresh Shah	Director	Mr. Paresh Ambalal Shah has done his Bachelor's in Commerce from Gujarat University. He is an



Sr. No.	Name of the Director	Designation	Experience including other directorships
			Associate member of Institute of Cost and Works Accountant of India & The Institute of Company Secretaries of India and Fellow member of The Institute of Chartered Accountants of India.
2.	Sanjaybhai Shrenikbhai Lalbhai	Director	<p>Mr. Sanjay Lalbhai is the Chairman and Managing Director of Arvind Ltd. He has overall experience of more than 35 years in textile industry. He has acquired India's first Denim Brand – flying machine in 1981 and is currently guiding the process of building Arvind's impressive apparel brand portfolio. Other than AFL, he holds directorships in:</p> <ol style="list-style-type: none"> 1. Arvind Limited 2. The Anup Engineering Limited 3. Animesh Holdings Private Limited 4. Arvind Lifestyle Brands Limited 5. Adani Ports and Special Economic Zone Limited 6. Arvind Retail Limited 7. Arvind Smartspaces Limited 8. Arvind Foundations 9. Arvind Fashions Limited 10. Aura Business Ventures LLP
3.	Punit Sanjay Lalbhai	Director	<p>Mr. Punit Lalbhai has an MBA from INSEAD, France. He is also deeply involved in sustainability conservation. He has done his Masters in Environmental Science from Yale University, USA. He has a Bachelor's degree in Conservation Biology from University of California. Other than TAEI, he holds directorships in:</p> <ol style="list-style-type: none"> 1. Arvind Limited 2. Confederation Of Indian Textile Industry 3. Arvind Envisol Limited 4. Arvind Pd Composites Private Limited 5. Arvind Og Nonwovens Private Limited 6. Arvind Internet Limited 7. Arvind Envisol Private Limited 8. Heartfulness Institute 9. Arvind Transformational Solutions Private Limited 10. The Anup Engineering Limited

DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES, IF ANY, OF AFL IN THE PRECEDING 10 YEARS:

AHEL is an unlisted public company incorporated on September 14, 2017 and has not undertaken any public issue since incorporation.



Capital Structure of AHEL Pre Scheme

Sr. No.	Particulars	Description of Equity Shares
1	Authorized share capital	2,50,000 Equity Shares of Rs. 10 each
2	Issued, subscribed and paid-up equity share capital	50,000 Equity Shares of Rs. 10 each

SHAREHOLDING PATTERN OF AHEL PRE & POST SCHEME

Sr. No.	Particulars	Number of Equity Shares prior to Scheme of Arrangement becoming effective	% of holding prior to Scheme of Arrangement becoming effective	Number of Equity Shares post to Scheme of Arrangement becoming effective	% of holding post to Scheme of Arrangement becoming effective
1.	Promoter*	50,000	100	42,28,841	41.49
2.	Public	-	-	59,62,745	58.22
3.	Non Promoter - Non Public**	-	-	524	0.01
	Total	50,000	100	1,01,92,110	100

Note: Promoter shareholding includes shares held jointly with nominees.

*Upon the Scheme of Arrangement becoming effective, the promoters of AHEL shall be identified in accordance with SEBI ICDR Regulations.

** Shares in Non Promoter – Non Public Shareholding are the Shares Underlying DRs.

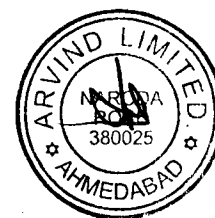
AUDITED FINANCIALS

As the Company got incorporated on September 14, 2017, financial statements are not available.

Risk Factors

The below mentioned risks are top five risks applicable to AHEL

1. The Scheme of Arrangement is subject to approval of (i) shareholders of AL, AFL & AHEL; (ii) sanction by the National Company Law Tribunal in accordance with Section 230-232 of the Companies Act, 2013; (iii) exemption under Rule 19 (2) (b) of SCRR from SEBI; and (iv) in-principal and final approvals from the Stock Exchanges for listing and trading of Equity Shares. In cases any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed, which will adversely impact AFL's ability to commence its business activities as contemplated in the said Scheme of Arrangement.
2. AHEL is entering into the business in which it may not have experience. Pursuant to the Scheme of arrangement, as part of the demerged and amalgamated business, requisite personnel operating the demerged and amalgamated business, would also be part of AHEL and based on their experience in the said field, AHEL would be in position to continue business operations, however, AHEL cannot assure you that it will successfully foray in or continue to be profitable in this business. Any ability to effectively develop and operate its business may have an adverse impact on AHEL's financial condition and results of operation.
3. The efforts of AHEL at integrating acquired businesses, pursuant to the Scheme of Arrangement becoming effective, may not yield timely or effective results or at all, which may affect its financial condition and results of operations. AHEL's failure to derive anticipated synergies could expose it to potential risks of integrating acquired businesses. AHEL's inability to generate sufficient revenue to offset the costs of acquisitions could significantly disrupt its ability to manage acquired business and adversely affect its financial condition and results of operations.



4. Changes in the regulatory environment in which AHEL operates could have a material adverse effect on its business, financial condition, result of operations and prospects. The regulatory and policy environment in which AHEL operates is evolving and subject to change. Such changes may adversely affect its business, results of operations and prospects, to the extent that AHEL is unable to suitably respond to and comply with any changes in applicable law and policy.
5. The Equity Shares of AHEL have never been publicly traded and after the Scheme of Arrangement becoming effective, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to sell the Equity Shares issued pursuant to the Scheme of Arrangement at or above the deemed acquisition cost, or at all.

Summary of Outstanding Litigations, Claims and Regulatory Actions

1. Total number of outstanding litigations against AHEL and amount involved
Nil
2. Brief Details of top 5 material outstanding litigations against AHEL and the amount involved
Nil
3. Regulatory action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoter/ Group Companies in Last 5 financial years including outstanding action*
Nil

** Upon the Scheme of Arrangement becoming effective, the promoters of AHEL shall be identified in accordance with SEBI ICDR Regulations.*

4. Brief details of outstanding criminal proceedings against the promoter*
Nil

**Upon the Scheme of Arrangement becoming effective, the promoters of AHEL shall be identified in accordance with SEBI ICDR Regulations.*

ANY OTHER IMPORTANT INFORMATION OF THE COMPANY

On and from the Effective Date, the name of TAEI shall be struck off from the records of the concerned RoC. Further, the name of AHEL (Anveshan Heavy Engineering Limited) shall be changed to TAEI (The Anup Engineering Limited)

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956 (to the extent applicable), the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

Date: November 22, 2017

Place: Ahmedabad

