

Arvind Limited
LALBHAI GROUP

Naroda Road, Ahmedabad 380 025, India
T +91 79 30138000 W www.arvind.com
CIN - L17119GJ1931PLC000093

ARVIND

June 9, 2017

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

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

Security Code : 500101
Security ID : ARVIND

Symbol : ARVIND

Re.: **Voting Results of the meeting of Equity Shareholders of the Company held on 9th June, 2017 pursuant to the order passed by National Company Law Tribunal, Bench at Ahmedabad dated 7th April, 2017.**

Dear Sir / Madam,

Please Find enclosed the voting results of the NCLT Convened meeting of the Equity Shareholders of the company held on Friday, the 9th June, 2017 at J.B. Auditorium, Ahmedabad Management Association Complex, ATIRA Road, Ahmedabad -380 015.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For, Arvind Limited



R.V. Bhimani
Company Secretary

Encl.: As above



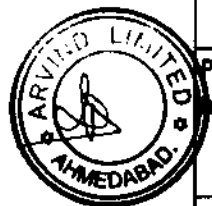
Arvind Limited

Voting Results of the NCLT Convening Meeting of Equity Shareholders dated 9th June, 2017

Date of NCLT convening Meeting	09-06-2017
Total number of shareholders on cut off date i.e. 31-03-2017	178940
No. of shareholders present in the meeting either in person or through proxy:	207
Promoters and Promoter Group:	37
Public:	170
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group:	NA
Public:	NA

Agenda- wise disclosure

Resolution No. 1 - Approval of scheme of Arrangement in the nature of Amalgamation of Arvind Brands & Retail Limited, Arvind Garments Park Private Limited and Dholka Textile Prak Private limited with Arvind Limited and their respective shareholders and creditors.								
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether Promoter /Promoter Group are interested in the Agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E -Voting	111273757	0	0.0000	0	0	0.0000	0.0000
	Poll		109289692	98.2170	109289692	0	100.0000	0.0000
	Postal Ballot		1975519	1.7754	1975519	0	100.0000	0.0000
	Total		111273757	111265211	99.9923	111265211	0	100.0000
Public Institutions	E -Voting	73867240	50919839	68.9343	50919839	0	100.0000	0.0000
	Poll		8067600	10.9218	8067600	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		73867240	58987439	79.8560	58987439	0	100.0000
Public Non Institutions	E -Voting	73218072	22511033	30.7452	22510321	712	99.9968	0.0032
	Poll		3826839	5.2266	3826796	0	99.9989	0.0000
	Postal Ballot		7239	0.0099	7093	136	97.9831	1.8787
	Total		73218072	26345111	35.9817	26344210	848	99.9966
Total		258359069	196597761	76.0948	196596860	848	99.9995	0.0004



CONSOLIDATED SCRUTINIZER'S REPORT

To,
Mr. Jayesh K. Shah
Chairman Appointed for the Meeting
M/s. Arvind Limited
Naroda Road
Ahmedabad-380025

Date: 09th June, 2017

REPORT ON THE VOTING CONDUCTED THROUGH POSTAL BALLOT, E-VOTING AND POLL AT THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF ARVIND LIMITED HELD ON FRIDAY, THE 09TH JUNE, 2017 AT 09.45 A.M AT J. B. AUDITORIUM, AHMEDABAD MANAGEMENT ASSOCIATION, DR. VIKRAM SARABHAI MARG, ATIRA, AHMEDABAD-380015, GUJARAT, INDIA

- 1) I, Hitesh D. Buch, Proprietor, Hitesh Buch & Associates, Practicing Company Secretary have been appointed by National Company Law Tribunal (NCLT), Ahmedabad Bench vide its Final Order dated 07th April 2017 as a Scrutinizer for the purpose of scrutinizing:
 - i) The voting through postal ballot and remote e-voting process (electronic voting) held between 10th day of May, 2017 to 08th day of June 2017 from 9.00 AM till 5.00 PM pursuant to the provisions of Section 108 of the Companies Act 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations); and
 - ii) The poll conducted at the NCLT Convened Meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules in respect of the resolution contained in the Notice dated 17th April, 2017 (the Notice) of the NCLT Convened Meeting of the Equity Shareholders of the company (the Meeting), held on Friday, the 09th day of June 2017 at 09.45 AM at J. B. Auditorium, Ahmedabad Management Association, ATIRA, Ahmedabad-380015, Gujarat, in the matter of the Scheme of Arrangement in the nature of Amalgamation of Arvind Brands & Retail Limited, Arvind Garments Park Private Limited, Dholka Textile Park Private Limited (Transferor Companies) with Arvind Limited (Transferee Company) and their respective shareholders and creditors.
- 2) The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI LODR Regulations relating to voting through remote e-voting, postal ballot and through poll on the resolution contained in the Notice of the Meeting.



- 3) The Company appointed National Securities Depository Limited (NSDL), the Agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI LODR Regulations, to provide remote e-voting facility to the Equity Shareholders of the company from 9.00 AM (09.00 hours) of 10th day of May, 2017 to 08th day of June 2017 till 5.00PM (17.00 hours).
- 4) My responsibility as a Scrutinizer for the voting process (through ballot, remote e-voting and poll at the Meeting), was restricted to scrutinize the postal ballot papers, remote e-voting process and poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the Notice, based on postal ballots, the reports generated from the remote e-voting system provided by NSDL and based on the poll taken at the Meeting.
- 5) The voting through postal ballot, e-voting and poll at the NCLT convened meeting was conducted to consider, and if thought fit, to pass the following resolution with or without modification:

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 and Circular No. SEBI/LAD/NRO/GN/2016-17/029 dated 15th February, 2017 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench, at Ahmedabad ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement involving amalgamation of Arvind Brands & Retail Limited, Arvind Garments Park Private Limited and Dholka Textile Park Private Limited with Arvind Limited, with an appointed date of 1 April 2016, as proposed by the Applicant Companies with their respective shareholders and creditors ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

- 6) The shareholders holding shares as on the "cut off" date i.e. 31st March, 2017 were entitled to vote on the proposed resolution reproduced above.
- 7) The e-voting period commenced on 10th May, 2017 at 09:00 AM (09.00 hours) and ended on 08th June, 2017 at 5:00 PM (17.00 hours).
- 8) Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 08th June, 2017 (at 05:00 PM), the e-voting portal was blocked for voting.
- 9) The electronic votes were unblocked on 09th June, 2017 at 11:00 AM in the presence of two witnesses, namely CS Ankita Patel and CS Sudhir Dave, who are not in the employment of the Company, and who have signed below in confirmation of the votes being unblocked in their presence.
- 10) The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence, there is no requirement of maintaining the list of shares with differential voting rights.
- 11) The details containing, inter alia, list of equity share holders, who voted "For" or "Against" the resolution through e-voting were generated from the e-voting website of National Securities Depository Limited i.e. <https://www.evoting.nsdl.com>
- 12) 206 shareholders were present in person or through proxy at the NCLT Convened Meeting of the equity shareholders.
- 13) The sealed ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (Link Intime India Private Limited) and the authorizations / proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.



14) The poll papers, which were incomplete and/or which were otherwise found defective were treated as invalid and record for the same was maintained.

A. Report on result of voting by Postal Ballot:

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	% of total number of members voted	No of votes cast by the members	% of total number of valid votes cast
39	97.50	1982612	99.993

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	% of total number of members voted	No of vote cast by the members	% of total number of valid votes cast
01	2.50	136	0.007

(iii) Invalid votes:

Reasons for invalidating the votes	Number of members present and voting (in person or by proxy)	Number of votes cast by members
Signature Mismatch	01	10

B. Report on result of voting through electronic voting:

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	% of total number of members voted	Number of votes cast by members*	% of total number of valid votes cast
589	98.003	73430160	99.999



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
12	1.997	712	0.001

(iii) Invalid Votes:

Reasons for invalidating the votes	Number of members present and voting (in person or by proxy)	Number of votes cast by members
-	-	-

C. Report on result of voting by poll at the NCLT convened meeting:

- (i) Out of 207 Equity shareholders present at the venue of the NCLT convened meeting of the equity shareholders, one equity shareholder namely Schroder Asian Alpha Plus Fund holding 17,29,860 equity shares and who had attended the meeting, had already cast its vote by remote e-voting and therefore was not entitled to vote at the venue of the meeting.
- (ii) Thus 206 Equity shareholders were issued 206 poll papers by the Company.
- (iii) Voted in favour of the resolution

Number of Poll Papers	Number of members present and voting (in person or by proxy)	% of total number of members voted	No of vote cast by the members	% of total number of valid votes cast
205	205	100*	121184088	100

(iv) Voted against the resolution

Number of Poll Papers	Number of members Present and voting (in person or by proxy)	% of total number of members voted	No of vote cast by the members	% of total number of valid votes cast
-NIL-	-NIL-	NIL	-NIL-	-NIL-



(v) **Invalid votes:**

Reasons for invalidating the votes	Number of Poll Papers	Number of members Present and voting (in person or by proxy)	Number of Votes cast by members
Not Exercised the votes	1	1	43

D. Consolidated report on result of voting through Postal Ballot, Electronic Voting and Voting by Poll

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	% of total number of members voted	Number of votes cast by members`	% of total number of valid votes cast
Through Postal ballot	39	97.500	19,82,612	99.993
Through Electronic Voting	589	98.003	7,34,30,160	99.999
Through voting by poll	205	100.000	12,11,84,088	100.000
Total	833		19,65,96,860	

(ii) Voted **against** the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	% of total number of members voted	Number of votes cast by members`	% of total number of valid votes cast
Through Postal ballot	1	2.50	136	0.007
Through Electronic Voting	12	1.997	712	0.001
Through voting by poll	-	-	-	-
Total	13		848	

Note: Excluding invalid votes in case of postal ballot and voting by poll.



(iii) **Invalid votes**

Mode of Voting	Number of Members voted (in person or by proxy)	Number of votes cast by members
Through Postal ballot	1	10
Through remote e-Voting	-	-
Through voting by poll	1	43
Total	2	53

Note:

- Shareholders whose signature differed from the signature registered with the Company /RTA, or who improperly voted, or without proper authorization are considered as invalid votes.
- The invalid votes are not considered in the voting result and percentage.

The postal ballot, ballot/poll papers and all other relevant records are handed over to the Company Secretary of the Company for safe custody.

Thanking you.



Hitesh D. Buch

For Hitesh Buch & Associates

Company Secretaries

CP No. 8195

FCS 3145



Place: Ahmedabad

Date: 09th June, 2017

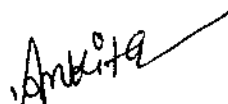
Witness 1:

CS Ankita Patel

57/3B Shyamal Row House

Satellite

Ahmedabad - 380015



Witness 2:

Mr. Sudhir Dave

8/87, Pujan Apartment,

Nr. Dr. Jivraj Mehta Hospital, Vasna,

Ahmedabad - 380007



Countersigned By

For Arvind Limited



Mr. Jayesh K. Shah

Chairman Appointed for the NCLT Convened Meeting of the Equity shareholders of the Company.