

Notice

NOTICE is hereby given that the Annual General Meeting of the members of the Company will be held on Friday, the 4th August, 2017 at 9:30 a.m. at J.B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements [including consolidated financial statements] of the Company for the financial year ended March 31, 2017 and the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Jayesh Shah (holding DIN 00008349), who retires by rotation in terms of Article 168 of the Articles of Association of the Company and being eligible, offers himself for reappointment.
4. To appoint the Statutory Auditors and to fix their remuneration and 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Deloitte Haskins & Sells LLP (ICAI Firm Registration Number: 117366W/W-100018), Chartered Accountants, 19th Floor, "Shapath V", S. G. Highway, Ahmedabad - 380 015, be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. Sorab S. Engineers & Co., Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company's financial year 2017-18 to hold office from the conclusion of the 86th Annual General Meeting of the Company till the conclusion of the 91st Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad having Firm Registration No. 000025, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records maintained

by the company in respect of Textiles, Electronics and Pultruded Products for the financial year ending March 31, 2018, amounting to ₹ 3.75 lakhs (Rupees Three lakhs seventy five thousand only) as also the payment of service tax as applicable and re-imbusement of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and also subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the terms of reappointment of Mr. Punit Lalbhai (holding DIN 05125502) as Executive Director of the Company for a period of five years from 1st August, 2017 to 31st July, 2022 on the terms and conditions of appointment and remuneration as set out in the draft agreement of the reappointment submitted to the meeting and initialed by the Chairman for identification and that he be paid remuneration by way of salary, perquisites, allowances and commission as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorized to alter and vary such terms of reappointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Punit Lalbhai.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and also subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the terms of reappointment of Mr. Kulin Lalbhai (holding DIN 05206878) as Executive Director of the Company for a period of five years from 1st August, 2017 to 31st July, 2022 on the terms and conditions of appointment and remuneration as set out in the draft agreement of the reappointment submitted to the meeting and initialed by the Chairman for identification and that he be paid remuneration by way of salary, perquisites, allowances and commission as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorized to alter and vary such terms of reappointment and remuneration so as to not exceed the limits specified in Schedule

V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Kulin Lalbhai.

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

NCDs, 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.

Registered Office:
Naroda Road
Ahmedabad-380025

Date: May 11, 2017

By Order of the Board

R. V. Bhimani
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person for shareholder.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copy of the Annual Report to the meeting. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
6. The members, holding shares in physical form, are requested to intimate any change in their address or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Link Intime India Pvt. Ltd, Unit : Arvind Limited, 506-508, Amarnath Business Centre-1, (abc-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off. C. G. Road, Ellisbridge, Ahmedabad - 380006. Those holding shares in dematerialized form may intimate any change in their address or bank details / mandates to their Depository Participants (DP) immediately. Members holding shares in dematerialized form may note that bank details registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 29th July, 2017 to Friday, the 4th August, 2017 (both days inclusive).
8. The dividend on equity shares for the year ended 31st March, 2017, if declared at the meeting, will be paid / dispatched on due date to those members whose names appear on the Company's Register of Members on 4th August, 2017 or on records of National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on 28th July, 2017.
9. All unclaimed dividends up to the financial year 2005-06 have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company did not declare any dividends on equity shares for the financial years 2006-07 to 2010-11. Unclaimed and unpaid dividends for the financial years 2011-12 to 2015-16 will be transferred to this fund on 3rd November, 2019, 3rd September, 2020, 4th September, 2021, 11th September, 2022 and 10th September, 2023 respectively. Those members who have so far not encashed their dividend warrants for the said financial years are requested to approach the Company or RTA for payment thereof. Kindly note that once unclaimed and unpaid dividends are transferred to the Investor Education and Protection Fund, members will have to approach to IEPF for such dividend.
10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day upto and including the date of the Annual General Meeting of the Company.
11. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2017 are uploaded on the Company's website www.arvind.com and may be accessed by the members.
12. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, form integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
13. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report for the year 2016-17 is being sent in the permitted mode.
14. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. The route map showing directions to reach the venue of the Eighty Sixth AGM is annexed.
16. Instructions for e-voting
A separate sheet containing the complete details of the instructions for e-voting is being sent to all the shareholders along with the Annual Report for the year 2016-17 to enable them to cast their votes through e-voting.

Registered Office:
Naroda Road
Ahmedabad-380025

By Order of the Board

R. V. Bhimani
Company Secretary

Date: May 11, 2017

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No.5**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as Cost Auditors to conduct the audit of the cost records maintained by the Company in respect of Textiles, Electronics and Pultruded Products for the financial year ending March 31, 2018 at a remuneration of ₹3.75 lakhs plus service tax and out of pocket expenses.

In accordance with the provisions of Section 148 (3) of the Act read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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

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

Item No. 6 & 7

Resolutions under Item No.6 & 7 of the Notice relate to the reappointments of Mr. Punit Lalbhai (holding DIN 05125502) and Mr. Kulin Lalbhai (holding DIN 05206878) as Executive Directors of the Company for a further period of five years from 1st August, 2017 to 31st July, 2022 and approval of their remuneration and terms of reappointment.

The Nomination and Remuneration Committee, at its meeting held on 11th May, 2017, had recommended the reappointments of Mr. Punit Lalbhai and Mr. Kulin Lalbhai as Executive Directors of the Company and terms of remuneration payable to them for a further period of five years from 1st August, 2017 to 31st July, 2022. The Board of Directors, at its meeting held on 11th May, 2017, had approved the same. The Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that they are fit and proper persons to hold the said offices and their reappointments will be in the interest of the Company.

The material terms of remuneration of Mr. Punit Lalbhai effective from 1st August, 2017 to 31st July, 2022 as approved by both Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 11th May, 2017 are as under:

Remuneration:**(a) Basic Salary :**

₹ 3,45,000 (Rupees three lakhs forty five thousand only) per month with such increase as may be decided by the Board of Directors (which includes any Committee thereof) from time to time, but subject to maximum salary of ₹10,00,000 (Rupees ten lakhs only) per month.

(b) Perquisites and Allowances:

In addition to salary, the following perquisites / allowances shall be allowed to the Executive Director:

CATEGORY – A**(i) Housing:**

The Company shall provide furnished accommodation to the

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

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

(ii) Leave Travel Concession:

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

(iii) Other Allowances:

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

(iv) Personal Accident Insurance:

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

(v) Club Fees:

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

The aggregate value of perquisites for (i) to (v) above for each year shall be computed as per the provisions of Income-tax Act, 1961. In case of benefits for which no specific rule of valuation is provided under the Income-tax Act, the perquisites value of such benefit shall be taken at actual cost.

(vi) Medical Reimbursement:

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

CATEGORY – B

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

(i) The Company shall pay Gratuity as per rules of the Company.**(ii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per rules of the Company.**

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

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

The Executive Director shall be entitled to Performance Linked Variable Pay/Special Allowance/ Role Award/ Bonus/Commission on profits etc. or in any other form as the Nomination and Remuneration Committee and

the Board of Directors may determine from time to time within the overall limit of 5% of net profit and the overall limits of remuneration prescribed under Section 197 and other applicable provisions of the Companies Act, 2013.

The material terms of remuneration of Mr. Kulin Lalbhai effective from 1st August, 2017 to 31st July, 2022 as approved by both Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 11th May, 2017 are as under:

Remuneration:

(a) Basic Salary :

₹ 3,45,000 (Rupees three lakhs forty five thousand only) per month with such increase as may be decided by the Board of Directors (which includes any Committee thereof) from time to time, but subject to maximum salary of ₹10,00,000 (Rupees ten lakhs only) per month.

(b) Perquisites and Allowances:

In addition to salary, the following perquisites / allowances shall be allowed to the Executive Director:

CATEGORY – A

(i) Housing:

The Company shall provide furnished accommodation to the Executive Director. If the Executive Director is having his own accommodation, the Company shall pay house rent allowance at the rate of 40 % of the Basic Salary.

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

(ii) Leave Travel Concession:

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

(iii) Other Allowances:

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

(iv) Personal Accident Insurance:

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

(v) Club Fees:

The Company shall reimburse annual fees for a maximum of 2 clubs. The aggregate value of perquisites for (i) to (v) above for each year shall be computed as per the provisions of Income-tax Act, 1961. In case of benefits for which no specific rule of valuation is provided under the Income-tax Act, the perquisites value of such benefit shall be taken at actual cost.

(vi) Medical Reimbursement:

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

CATEGORY – B

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

(i) The Company shall pay Gratuity as per rules of the Company.

(ii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per rules of the Company.

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

CATEGORY – C

(i) The Company shall provide car(s) with driver at the entire cost of the Company for use on Company's business and the same will not be considered as perquisites.

(ii) The Company shall provide telephone and other communication facilities at the residence of the Executive Director at the entire cost of the Company.

CATEGORY – D

The Executive Director shall be entitled to Performance Linked Variable Pay/Special Allowance/Role Award/Bonus/Commission on profits etc. or in any other form as the Nomination and Remuneration Committee and the Board of Directors may determine from time to time within the overall limit of 5% of net profit and the overall limits of remuneration prescribed under Section 197 and other applicable provisions of the Companies Act, 2013.

Overall and Minimum Remuneration Limit:

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

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

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

The resolutions at Item No. 6 & 7 are put before the members as Special Resolutions.

As required under Schedule V to the Companies Act, 2013, the relevant details for Item No. 6 & 7 to be sent along with the notice calling the general meeting are as under:

I. General Information

1. Nature of industry: Textiles Industry.
2. Date or expected date of commencement of commercial production :
The Company was incorporated on 1st June, 1931 and commenced commercial production thereafter.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
4. Financial performance based on given indicators (As per audited financial statements for the year ended 31.03.2017)

Particulars	₹ in crores
Revenue from Operations	5956
EBIDTA	722
Net Profit	271

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

II. Information about the appointee

1. Background details:

Mr. Punit Lalbhai

Mr. Punit Lalbhai is the Executive Director of the Arvind Limited. He is currently working on building new businesses for the company such as Advanced Materials, engineering and Agribusiness.

Mr. Punit Lalbhai is an MBA from INSEAD (France) specialized in Strategy and General Management, along with Post-Graduate degree in Masters of Environmental Science from Yale University and a Bachelor's degree in Science (Conservation Biology) from University of California, USA. He has several awards and honors during his career including Research Grants, Presidential Fellowship Grants, J.M. Long Endowed Scholarship and inclusion in Dean's Lists for consistent Academic Excellence. He is passionate about nature conservation and sustainability.

Mr. Kulin Lalbhai

Mr. Kulin Lalbhai is the Executive Director of Arvind Limited. He is driving new initiatives in the consumer businesses of the group. He is also spearheading Arvind's foray into e-commerce space. He also plays an active role in the overall corporate strategy for the group with particular focus on B2C businesses. 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 worked with management consulting with McKinsey & Co's Mumbai office.

2. Past remuneration:

Mr. Punit Lalbhai

Particulars	₹ in crores	
	FY. 16-17	FY. 15-16
Salary	1.48	1.29
Perquisites/allowances/ Contribution to Provident Fund & Superannuation Fund	0.12	0.11
Commission/Bonus	1.10	0.50
Total	2.70	1.90

Mr. Kulin Lalbhai

Particulars	₹ in crores	
	FY. 16-17	FY. 15-16
Salary	1.48	1.29
Perquisites/allowances/ Contribution to Provident Fund & Superannuation Fund	0.12	0.11
Commission/Bonus	1.10	0.50
Total	2.70	1.90

3. Recognition or awards: ---
4. Job profile and their suitability:

Mr. Punit Lalbhai

Mr. Punit Lalbhai has been appointed as the Executive Director of the Company. He will work on building new businesses for the company such as Advanced Materials, Engineering & Agribusiness. He will also be deeply involved in sustainability conservation.

Mr. Kulin Lalbhai

Mr. Kulin Lalbhai has been appointed as the Executive Director of the Company. He will drive new initiatives in the consumer businesses of the group. He will also spearhead Arvind's foray into e-commerce space. He will also play an active role in the overall corporate strategy for the group with particular focus on B2C businesses.

In addition to the above business specific responsibilities, they will carry out such duties as may be entrusted to them by the Chairman and Managing Director but subject to supervision and control of Board of Directors, from time to time.

Taking into consideration their qualifications and expertise in the relevant fields, they are suited for the responsibilities assigned to them by the Board of Directors.

5. Remuneration proposed: Since the same have been already explained in detail hereinabove, the same are not repeated.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):
Considering the size of the Company, the profiles of Mr. Punit Lalbhai and Mr. Kulin Lalbhai, the responsibilities shouldered by them and the industry benchmarks, the remuneration proposed to be paid to them is commensurate with the remuneration packages paid to similar appointees in other companies.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed, Mr. Punit Lalbhai and Mr. Kulin Lalbhai do not have any pecuniary relationship with the Company. Mr. Punit Lalbhai and Mr. Kulin Lalbhai are brothers and they are sons of Mr. Sanjay Lalbhai, Chairman and Managing Director of the Company.

III. Other Information:

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

The Board recommends the Special Resolutions set out at item no. 6 & 7 of the accompanying Notice for the approval of the Members.

The Drafts of Agreements to be entered into between the Company and Mr. Punit Lalbhai and Mr. Kulin Lalbhai for remuneration are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day.

Since the resolutions at Item No. 6 & 7 relate to re-appointment and payment of remuneration to Mr. Punit Lalbhai and Mr. Kulin Lalbhai, they and Mr. Sanjay Lalbhai, Chairman and Managing Director of the Company,

being father of Mr. Punit Lalbhai and Mr. Kulin Lalbhai, are deemed to be concerned or interested in the said resolutions. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 6 & 7.

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 ₹ 500 crores (Rupees five hundred crores). It is proposed that the Board which term shall be deemed to include any Committee of Directors which the Board may have constituted / will constitute to exercise any or all of its powers including the powers conferred by this resolution, be authorized to issue NCDs within the aforesaid limits, on such terms and conditions as it may deem fit.

The Board recommends the resolution at Item No. 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.

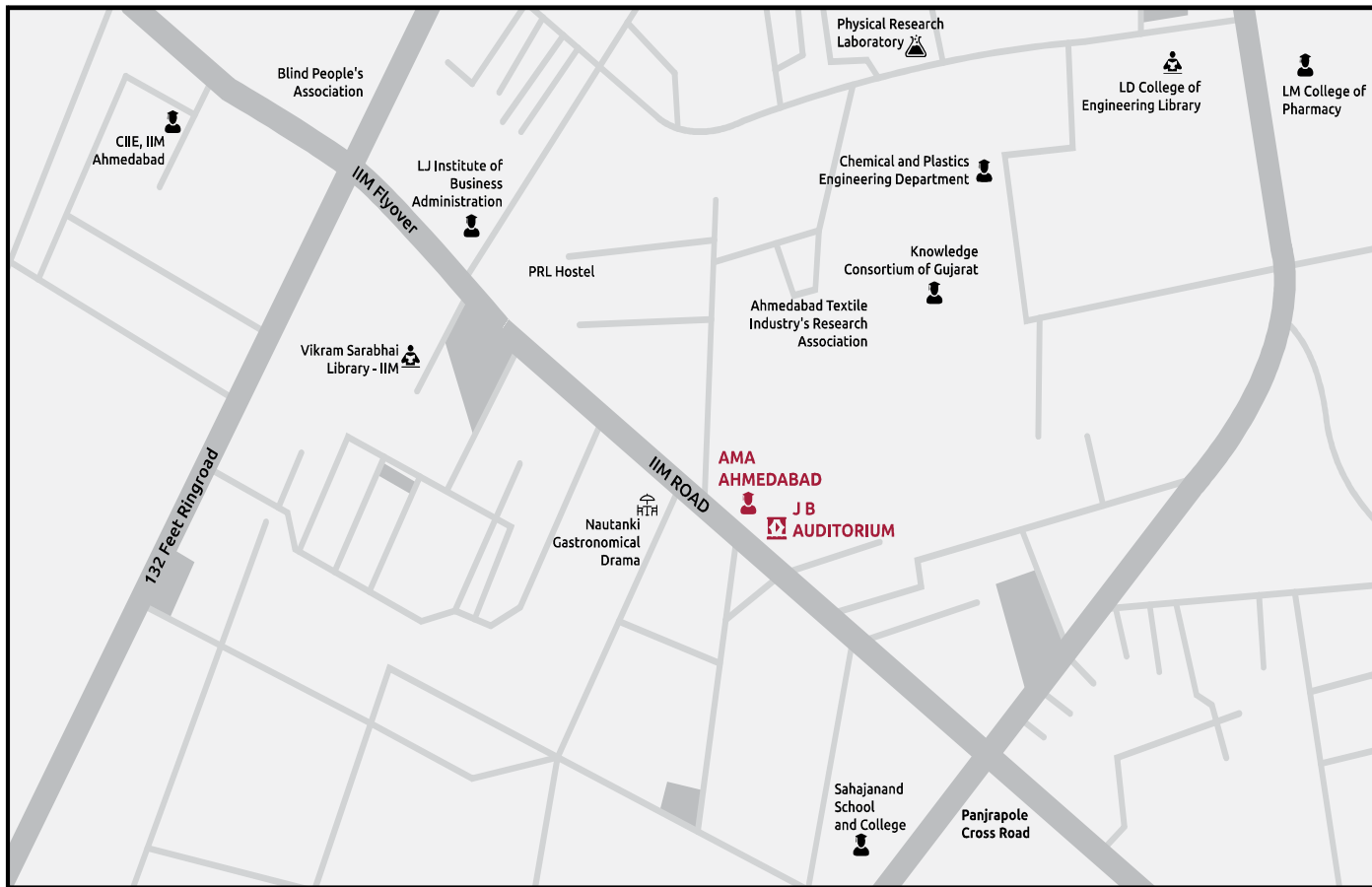
ANNEXURE TO ITEM NO.3, 6 AND 7 OF THE NOTICE

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

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

Name of the Director	Mr. Jayesh Shah	Mr. Punit Lalbhai	Mr. Kulin Lalbhai
Director Identification Number (DIN)	00008349	05125502	05206878
Date of Birth	25 th May, 1960	12 th March, 1982	13 th August, 1985
Nationality	Indian	Indian	Indian
Date Appointment on the Board	20 th November, 2002	26 th July, 2012	26 th July, 2012
Qualifications	<ul style="list-style-type: none"> Commerce Graduate, Gujarat University Chartered Accountant, ICAI 	<ul style="list-style-type: none"> B.Sc. (Conservative Biology), University of California, USA MES (Environmental Science), Yale University, USA MBA (Strategy & General Management), INSEAD, France 	<ul style="list-style-type: none"> B.Sc. (Electrical Engineering), Stanford University, USA MBA, Harvard Business School, USA
Expertise in specific functional area	Wide experience in Finance, Accounts, MIS, Merger, Acquisition, Expansion, Diversification, Project funding, Euro-issue and Financial Restructuring.	Advanced Materials, Engineering and Agribusiness	Consumer Businesses, Corporate Strategy, B2C Business and E-Commerce Business.
Number of Shares held in the Company	Nil	3714 Shares	Nil
List of the Directorships held in Other companies (excluding Foreign, private and Section 8 companies)	<ol style="list-style-type: none"> Fairchem Speciality Limited Arvind Fashions Limited Arvind Lifestyle Brands Limited E-Infochips Limited The Anup Engineering Limited Arvind Internet Limited 	<ol style="list-style-type: none"> Arvind Envisol Limited Arvind Internet Limited The Anup Engineering Limited 	<ol style="list-style-type: none"> Zydu Wellness Limited Arvind Smartspaces Limited Arvind Fashions Limited Arvind Internet Limited
Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across public companies including Arvind Limited	<ol style="list-style-type: none"> Chairman – Audit Committee (Fairchem Speciality Limited) Member – Audit & Stakeholders' Relationship Committee (Arvind Limited) Member – Audit Committee (Arvind Fashions Limited) Member – Audit Committee (Arvind Lifestyle Brands Limited) 	Nil	<ol style="list-style-type: none"> Member – Audit Committee (Zydu Wellness Limited)
Relationships between Directors inter-se	Nil	Mr. Punit Lalbhai is a son of Mr. Sanjay Lalbhai, Chairman and Managing Director and a brother of Mr. Kulin Lalbhai, Executive Director of the Company.	Mr. Kulin Lalbhai is a son of Mr. Sanjay Lalbhai, Chairman and Managing Director and a brother of Mr. Punit Lalbhai, Executive Director of the Company.

**Route Map for the venue of the meeting, J. B. Auditorium
Ahmedabad Management Association (AMA), Ahmedabad**





ARVIND LIMITED

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

(CIN: L17119GJ1931PLC000093)

Registered Office :

Naroda Road, Ahmedabad - 380 025, India.

Website : www.arvind.com

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

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

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

Dear Member,

Subject : Process and Manner for availing e-Voting facility

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

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

The electronic voting particulars are set out below:

EVEN (Remote e-voting event number)	User ID	Password/PIN

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

Commencement of e-voting	End of e-voting
1st August, 2017 at 09:00 a.m. IST	3rd August, 2017 at 5:00 p.m. IST

Please read the instructions printed overleaf before exercising your vote.

These details and instructions form integral part of the Notice for the 86th Annual General Meeting to be held on August 4, 2017.

INSTRUCTIONS FOR E-VOTING

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

1. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file viz; “**Arvind remote e-voting.pdf**” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
Note: Shareholders already registered with NSDL for e-voting will not receive the pdf file “**Arvind remote e-voting.pdf**”.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on **Shareholder - Login**
 - (iv) Put your user ID and password. Click Login.
 - (v) After successful login, you can change the password with new password of your choice.
 - (vi) Home page of remote e-voting opens. **Click on remote e-voting: Active Voting Cycles.**
 - (vii) Select “**EVEN**” of “Arvind Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “**Submit**” and also “**Confirm**” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pcs.buchassociates@gmail.com or evoting@arvind.in with a copy marked to evoting@nsdl.co.in
2. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - (i) Initial password is provided on the front page:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on **toll free no.: 1800-222-990**.
4. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN + Folio No).
5. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 28th July, 2017**.
7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 28th July, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@arvind.in or ahmedabad@linkintime.co.in
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “*Forgot User Details/Password?*” or “*Physical User Reset Password?*” option available on www.evoting.nsdl.com or contact NSDL at the **toll free no.: 1800-222-990**.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through electronic voting system or ballot paper.
9. The facility for voting, either through electronic voting system or ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through electronic voting system or ballot paper.
10. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
11. The remote e-voting period commences on **1st August, 2017 (9:00 a.m.) and ends on 3rd August, 2017 (5:00 p.m.)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28th July, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
12. Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145/ COP 8195) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “electronic voting system” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.arvind.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed.

Registered Office:
Arvind Limited
Naroda Road
Ahmedabad - 380 025
Date: May 11, 2017

By order of the Board

R.V. Bhimani
Company Secretary

ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)
 Regd. Office: Naroda Road, Ahmedabad-380 025.
 E-mail: investor@arvind.in Website: www.arvind.com
 Phone: 079-30138000, Fax: 079-30138668

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
 Joint shareholders may obtain additional Slip at the venue of the meeting.

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

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **86TH ANNUAL GENERAL MEETING** of the Company held on Friday, the 4th August, 2017 at 9:30 a.m. at J.B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015.

* Applicable for investors holding shares in electronic form.

 Signature of Shareholder / proxy

ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)
 Regd. Office: Naroda Road, Ahmedabad-380 025.
 E-mail: investor@arvind.in Website: www.arvind.com
 Phone: 079-30138000, Fax: 079-30138668

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 86th Annual General Meeting of the Company, to be held on the 4th August, 2017 at 9:30 a.m. at J.B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional *	
		For	Against
Ordinary Business			
1	Ordinary Resolution for adoption of Audited Financial Statements including Consolidated Financial Statements for the financial year 31st March, 2017 and Reports of Directors and Auditors thereon.		
2	Ordinary Resolution for declaration of dividend on equity shares.		
3	Ordinary Resolution for re-appointment of Mr. Jayesh Shah as Director of the Company, liable to retire by rotation.		
4	Ordinary Resolution for appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (ICAI Firm Registration Number: 117366W/W-100018), 19th Floor, "Shapath V", S. G. Highway, Ahmedabad - 380 015 as statutory auditors of the Company in place of M/s. Sorab S. Engineers & Co., Chartered Accountants and to fix their remuneration.		

Resolution No.	RESOLUTIONS	Optional *	
Special Business			
5	Ordinary Resolution for Ratification of the remuneration of M/s. Kiran J. Mehta & Co., Cost Accountants for the financial year ending 31 st March, 2018.		
6	Special Resolution for re-appointment of Mr. Punit Lalbhai as Executive Director of the Company for a period of 5 years from 1st August, 2017 to 31st July, 2022 and remuneration payable to him.		
7	Special Resolution for re-appointment of Mr. Kulin Lalbhai as Executive Director of the Company for a period of 5 years from 1st August, 2017 to 31st July, 2022 and remuneration payable to him.		
8	Special Resolution for approval of offer or invitation to subscribe to Non-convertible Debentures on private placement basis upto ₹ 500 crores.		

Signed this _____ day of _____, 2017

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 86th Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.