

## Scrutinizer's Report

27<sup>th</sup> July, 2014

To,  
The Chairman  
of 83<sup>rd</sup> Annual General Meeting of the shareholders of Arvind Limited to be held on Wednesday, 30<sup>th</sup> day of July, 2014 at 9:30 a.m. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380006.

Dear Sir,

Re: **Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of Companies (Management & Administration) Rules, 2014.**

I, Mr. Hitesh Buch, Practicing Company Secretary (CP No. 8195) have been appointed by the Board of Directors of Arvind Limited as Scrutinizer to conduct the e-voting process by the way of electronic means in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 83<sup>rd</sup> Annual General Meeting of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the votes cast in favour/against the resolutions stated above, based on the reports generated from e-voting system provided by the National Securities Depository Ltd., the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
2. The shareholders holding shares as on the "cut off" date i.e. 13<sup>th</sup> June 2014 were entitled to vote on the proposed resolutions (as set out in the notice of the 83<sup>rd</sup> Annual General Meeting of the Company)
3. The e-voting period commenced on 25<sup>th</sup> July 2014 at 10.00 am and ended on 26<sup>th</sup> July 2014 at 5.00 p.m.
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 26<sup>th</sup> July 2014 (at 5.00 p.m), the evoting portal was blocked for voting.
5. The votes were unblocked on 26<sup>th</sup> July 2014 at 5.00 p.m. in the presence of two witnesses, named herein under, who are not in the employment of the

- | -



310, Aditya Plaza, Nr. Karnavati Apartments, Jodhpur, Satellite, Ahmedabad-380015.

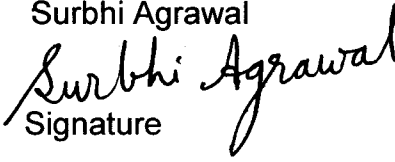
Phone : 079-40321260 Mobile : 098254 43440 E-mail : pcs.buchassociates@gmail.com / hiteshbuch@yahoo.co.in

company. They have signed below in confirmation of the votes being unblocked in their presence.

Name:  
Sujith Ramachandran

  
Signature

Name:  
Surbhi Agrawal

  
Signature

6. 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 of the list of shares with differential voting rights.
7. The details containing, *inter alia*, list of Equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of National Securities Depository Ltd. i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

**Item No. 1**

**Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March 2014**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	161	49618485	99.999%
(ii) Voted against the resolution	3	201	0.001%
<b>Total</b>	<b>164</b>	<b>49618686</b>	<b>100%</b>
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	



**Item No.2****Ordinary Resolution for declaration of dividend**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	161	49732626	99.999%
(ii) Voted against the resolution	3	201	0.001%
<b>Total</b>	164	49732827	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.3****Ordinary Resolution for re-appointment of Mr. Sanjay S Lalbhai as a Director of the Company who retires by rotation**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	150	35442345	71.27%
(ii) Voted against the resolution	14	14290482	28.73%
<b>Total</b>	164	49732827	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	



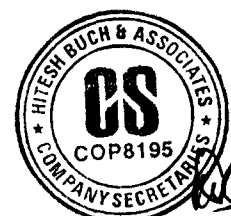
**Item No.4****Ordinary Resolution for appointment of Sorab S. Engineer & Co., Chartered Accountants as Auditors of the Company and fixing their remuneration**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	95	18801410	37.80%
(ii) Voted against the resolution	68	30931215	62.20%
<b>Total</b>	163	49732625	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.5****Ordinary Resolution for appointment of Dr. Bakul Dholakia as an Independent Director of the Company**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	145	47374247	95.48%
(ii) Voted against the resolution	18	2244379	4.52%
<b>Total</b>	163	49618626	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

- 4 -



**Item No.6****Ordinary Resolution for appointment of Ms. Renuka Ramnath as an Independent Director of the Company**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	154	49728487	99.999%
(ii) Voted against the resolution	8	1140	0.001%
<b>Total</b>	162	49729627	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.7****Ordinary Resolution for appointment of Mr. Dileep C Choksi as an Independent Director of the Company**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	155	49589770	99.72%
(ii) Voted against the resolution	7	139857	0.28%
<b>Total</b>	162	49729627	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

-5-



**Item No.8****Ordinary Resolution for appointment of Mr. Vallabh Bhanshali as an Independent Director of the Company**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	156	49728687	99.999%
(ii) Voted against the resolution	7	1140	0.001%
<b>Total</b>	<b>163</b>	<b>49729827</b>	<b>100%</b>
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	

**Item No.9****Special Resolution for appointment and approval of overall remuneration of Mr. Jayesh Shah as Wholetime Director and Chief Financial Officer for a period of five years from 1st October, 2014 to 30th September, 2019**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	153	49728294	99.999%
(ii) Voted against the resolution	8	2593	0.001%
<b>Total</b>	<b>161</b>	<b>49730887</b>	<b>100%</b>
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	

-6-



**Item No.10****Special Resolution for borrowing of monies in excess of paid up capital and free reserves**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	146	49176313	98.88%
(ii) Voted against the resolution	16	556289	1.12%
<b>Total</b>	<b>162</b>	<b>49732602</b>	<b>100%</b>
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	

**Item No.11****Special Resolution for creation of mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure the financial assistance**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	146	49175011	98.88%
(ii) Voted against the resolution	18	557816	1.12%
<b>Total</b>	<b>164</b>	<b>49732827</b>	<b>100%</b>
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	



**Item No.12**

**Special Resolution for creation of mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure the financial assistance**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	160	49732586	99.999%
(ii) Voted against the resolution	4	241	0.001%
<b>Total</b>	<b>164</b>	<b>49732827</b>	<b>100%</b>
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	

**Item No.13**

**Special Resolution for alteration of Articles of Association of the Company by inserting new article 149A**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	144	35426000	71.24%
(ii) Voted against the resolution	15	14305294	28.76%
<b>Total</b>	<b>159</b>	<b>49731294</b>	<b>100%</b>
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	

- 8 -





**Item No.14****Ordinary Resolution for approval of remuneration of the Cost Auditors**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	159	49660262	99.86%
(ii) Voted against the resolution	4	69565	0.14%
<b>Total</b>	163	49729827	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.15****Ordinary Resolution for not to fill, for the time being, the vacancy caused by the retirement of Mr. Sudhir Mehta, Director, who retires by rotation at the AGM and does not seek re-appointment**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	157	49731629	99.999%
(ii) Voted against the resolution	7	1198	0.001%
<b>Total</b>	164	49732827	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

-9-



Thanking you, Sir

*Hitesh Buch*

CS Hitesh Buch  
For Hitesh Buch & Associates  
Company Secretary in Practice  
CP No. 8195



Place: Ahmedabad