

May 12, 2018

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 12<sup>th</sup> May, 2018 pursuant to the order passed by National Company Law Tribunal, Bench at Ahmedabad dated 16<sup>th</sup> March, 2018.**

Dear Sir / Madam,

Pursuant to the order passed by National Company Law Tribunal, Bench at Ahmedabad dated 16th March, 2018, the NCLT Convened meeting of the Equity Shareholders of the Company was held on Saturday, the 12th May, 2018 at J.B. Auditorium, Ahmedabad Management Association Complex, ATIRA Road, Ahmedabad -380 015 for approving the Composite Scheme of Arrangement involving demerger, amalgamation and restructure of capital amongst Arvind Limited, Arvind Fashions Limited, Anveshan Heavy Engineering Limited and The Anup Engineering Limited and their respective Shareholders and creditors under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013. ("Scheme").

Further, the Company has provided voting facility through (i) e-voting, (ii) postal ballot, and (iii) polling paper or electronic voting system (through tablets) at the venue of the meeting to the Equity Shareholders of the Company.

As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the followings disclosures:-

1. Voting results of Equity Shareholders (including Public Shareholders) along with the Consolidated Scrutinizer's Report - **Annexure A.**
2. Separate Scrutinizer's Report in respect of Voting results of the Public Shareholders - **Annexure B.**

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders (including Public Shareholders) of the Company.



Arvind Limited  
LALBHAI GROUP

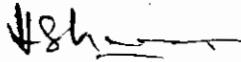
Naroda Road, Ahmedabad 380 025, India  
T +91 79 30138000 W www.arvind.com  
CIN - L17119GJ1931PLC000093

# ARVIND

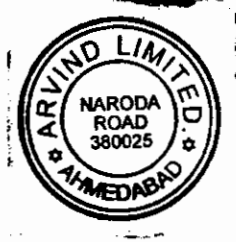
You are requested to take the same on your record.

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 12th May, 2018

Date of NCLT convening Meeting	12-05-2018
Total number of shareholders on cut off date i.e. 31-03-2018	189911
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	110
Promoters and Promoter Group:	1
Public:	109
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	NA
Promoters and Promoter Group:	NA
Public:	NA

## Agenda- wise disclosure

Resolution No. 1 - Approval of Composite Scheme of Arrangement involving De-merger, amalgamation and restructure of Capital amongst Arvind Limited, Arvind Fashions Limited, Anveshan Heavy Engineering Limited and The Anup Engineering 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	111000144	110961992	99.9656	110961992	0	100.0000	0.0000
	Tablet		100	0.0001	100	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	100.0000	0.0000
	<b>Total</b>		<b>111000144</b>	<b>110962092</b>	<b>99.9657</b>	<b>110962092</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E -Voting	106790467	82736271	77.4753	82736271	0	100.0000	0.0000
	Tablet		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	100.0000	0.0000
	<b>Total</b>		<b>106790467</b>	<b>82736271</b>	<b>77.4753</b>	<b>82736271</b>	<b>0</b>	<b>100.0000</b>
Public Non Institutions	E -Voting	40826458	4077563	9.9876	4075347	2216	99.9457	0.0543
	Tablet		1020323	2.4992	1020323	0	100.0000	0.0000
	Postal Ballot		3720	0.0091	3720	0	100.0000	0.0000
	<b>Total</b>		<b>40826458</b>	<b>5101606</b>	<b>12.4958</b>	<b>5099390</b>	<b>2216</b>	<b>99.9566</b>
<b>Total</b>		<b>258617069</b>	<b>198799969</b>	<b>76.8704</b>	<b>198797753</b>	<b>2216</b>	<b>99.9989</b>	<b>0.0011</b>

Note: Thus the resolution was passed with requisite majority.



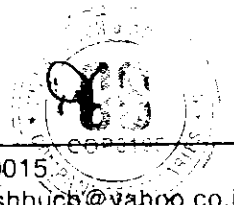
**CONSOLIDATED SCRUTINIZER'S REPORT**

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

Date:12<sup>th</sup> May, 2018

**REPORT ON THE VOTING CONDUCTED THROUGH POSTAL BALLOT, E-VOTING, AND TAB - BASED E-VOTING AT THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF ARVIND LIMITED HELD ON SATURDAY, THE 12<sup>TH</sup> MAY, 2018 AT 10.00 A.M AT J. B. AUDITORIUM, AHMEDABAD MANAGEMENT ASSOCIATION COMPLEX, ATIRA ROAD, 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 16<sup>th</sup> March, 2018 as Scrutinizer for the purpose of scrutinizing:
  - i) The voting through postal ballot and remote e-voting process (electronic voting) held between 12<sup>th</sup> day of April, 2018 from 9.00 AM to 11<sup>th</sup> day of May, 2018 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 under the provisions of Section 109 of the Act read with Rule 21 of the Rules and Tab - based e-voting (using TABLET device) conducted at the venue of the Meeting in respect of the resolution contained in the Notice dated 1<sup>st</sup> April, 2018 (the Notice) of the NCLT Convened Meeting of the Equity Shareholders of the company (the Meeting), held on Saturday, the 12th May, 2018 At 10.00 AM at J. B. Auditorium, Ahmedabad Management Association Complex, ATIRA Road, Ahmedabad-380015, Gujarat, in the matter of Composite Scheme of Arrangement involving de-merger, amalgamation and restructure of Capital amongst Arvind Limited, Arvind Fashions Limited, Anveshan Heavy Engineering Limited and The Anup Engineering Limited 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, 2015 relating to voting through remote e-voting, postal ballot and Tab - based e-voting 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, 2015 to provide remote e-voting facility and Tab - based e-voting at the venue of the meeting to the Equity Shareholders of the company.
- 4) My responsibility as Scrutinizer for the voting process (through ballot, remote e-voting and Tab - based e-voting at the Meeting), was restricted to scrutinize the postal ballot papers, remote e-voting process, and voting conducted through Tab-based e-voting system at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on postal ballots, the reports generated from the remote e-voting system and voting conducted through Tab-based e-voting provided by NSDL at the Meeting.
- 5) The voting 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 read with Section 66 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. CFD/DIL3/CIR/2017/21 dated 10th day of March, 2017, the observation letters issued by each of BSE Limited and National Stock Exchange of India Limited 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 Composite Scheme of Arrangement involving De-merger, amalgamation and restructure of Capital amongst Arvind Limited, Arvind Fashions Limited, Anveshan Heavy Engineering Limited and The Anup Engineering Limited and 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. 31<sup>st</sup> March 2018 were entitled to vote on the proposed resolution reproduced above.
- 7) The e-voting period commenced on 12<sup>th</sup> day of April, 2018 at 09:00 AM (09.00 hours) and ended on 11<sup>th</sup> day of May, 2018 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 11<sup>th</sup> day of May 2018 (at 05:00 PM), the e-voting portal was blocked for voting.
- 9) 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.
- 10) The details containing, inter alia, list of Equity Shareholders, 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>.
- 11) 110 Shareholders holding 1021645 shares in aggregate were present in person or through proxy at the NCLT Convened Meeting of the Equity Shareholders; out of which, 107 Shareholders holding 1020559 shares cast their vote and 3 Shareholders holding 1086 shares did not cast their vote at the meeting. From among 107 Shareholders who cast their vote, 1 shareholder holding 226 shares cast his vote for 90 shares and did not cast his vote for 136 shares.
- 12) The postal ballot papers and votes cast through the e-voting module of NSDL were diligently scrutinized. The ballot papers and votes cast through the e-voting module of NSDL 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.
- 13) **The summary of voting through remote e-voting, postal ballot and Tab-based e-voting at the NCLT convened meeting is as under:**



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

Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Postal ballot	24	2.7304%	3720	0.0019%
Remote e-voting	727	82.7076%	197773610	99.4837%
Tab-based e-voting at the meeting	107	12.1729%	1020423	0.5133%
<b>Total</b>	<b>858</b>	<b>97.6109%</b>	<b>198797753</b>	<b>99.9989%</b>

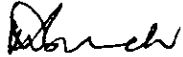
(ii) Voted **against** the resolution:

Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Postal ballot	0	0.0000%	0	0.0000%
Remote e-voting	21	2.3891%	2216	0.0011%
Tab-based e-voting at the meeting	0	0.0000%	0	0.0000%
<b>Total</b>	<b>21</b>	<b>2.3891%</b>	<b>2216</b>	<b>0.0011%</b>

Note: Excluding invalid votes

(iii) There were no **invalid** votes.

The postal ballots and all other relevant records are handed over to the Company Secretary of the Company for safe custody.

  
Hitesh D. Buch  
For Hitesh Buch & Associates  
Company Secretaries  
CP No. 8195  
FCS 3145



Place: Ahmedabad  
Date: 12<sup>th</sup> May, 2018



**SCRUTINIZER'S REPORT**  
(In respect of Public Shareholding)

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

Date: 12<sup>th</sup> May, 2018

**REPORT ON THE VOTING CONDUCTED THROUGH POSTAL BALLOT, E-VOTING, AND TAB - BASED E-VOTING AT THE NCLT CONVENED MEETING OF THE PUBLIC SHAREHOLDERS OF ARVIND LIMITED HELD ON SATURDAY, THE 12<sup>TH</sup> MAY, 2018 AT 10.00 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 16<sup>th</sup> March, 2018 as Scrutinizer for the purpose of scrutinizing:
  - i) The voting through postal ballot and remote e-voting process (electronic voting) held between 12<sup>th</sup> day of April, 2018 from 9.00 AM to 11<sup>th</sup> day of May, 2018 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 under the provisions of Section 109 of the Act read with Rule 21 of the Rules and Tab - based e-voting (using TABLET device) conducted at the venue of the Meeting in respect of the resolution contained in the Notice dated 1<sup>st</sup> April, 2018 (the Notice) of the NCLT Convened Meeting of the Equity Shareholders of the company (the Meeting), held on Saturday, the 12<sup>th</sup> May, 2018 At 10.00 AM at J. B. Auditorium, Ahmedabad Management Association Complex, ATIRA Road, Ahmedabad-380015, Gujarat, in the matter of Composite Scheme of Arrangement involving de-merger, amalgamation and restructure of Capital amongst Arvind Limited, Arvind Fashions Limited, Anveshan Heavy Engineering Limited and The Anup Engineering Limited and their respective Shareholders and Creditors.
- 2) Further to my Consolidated Scrutinizer's Report of even date, I submit my report **in respect of public shareholders** as under:





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

Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members	% of total number of valid votes cast
Postal ballot	24	2.8436%	3720	0.0042%
Remote e-voting	693	82.1090%	86811618	98.8316%
Tab-based e-voting at the meeting	106	12.5592%	1020323	1.1616%
<b>Total</b>	<b>823</b>	<b>97.5118%</b>	<b>87835661</b>	<b>99.9975%</b>

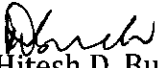
(ii) Voted **against** the resolution:

Mode of Voting	Number of Members voted	% of total number of members voted	Number of votes cast by members`	% of total number of valid votes cast
Postal ballot	0	0.0000%	0	0.0000%
Remote e-voting	21	2.4882%	2216	0.0025%
Tab-based e-voting at the meeting	0	0.0000%	0	0.0000%
<b>Total</b>	<b>21</b>	<b>2.4882%</b>	<b>2216</b>	<b>0.0025%</b>

Note: Excluding invalid votes

(iii) There were no **invalid** votes.

Thanking you.

  
Hitesh D. Buch  
For Hitesh Buch & Associates  
Company Secretaries  
CP No. 8195  
FCS 3145



Place: Ahmedabad  
Date: 12<sup>th</sup> May, 2018