

Notice

NOTICE is hereby given that the Annual General Meeting of the members of the Company will be held on Tuesday, the 6th August, 2019 at 09:30 a.m. at J.B. Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 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, 2019 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. Punit Lalbhai (holding DIN 05125502), who retires by rotation in terms of Article 168 of the Articles of Association of the Company and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. 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 and 203 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder and the applicable provisions of the Security and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the terms of reappointment of Mr. Jayesh K. Shah (holding DIN 00008349) as Director and Group Chief Financial Officer of the Company for a period of five years from 1st October, 2019 to 30th September, 2024 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 may be approved by the Board of Directors of the Company and the Nomination & Remuneration Committee and as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & 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 Section 197 and Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Jayesh K. Shah.

5. 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dileep C. Choksi (holding DIN 00016322), who was appointed as an Independent Director up to May 11, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years upto 11th May 2024 on the Board of the Company.

6. 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 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arpit Kantilal Patel (holding DIN 00059914), who meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to 16th May 2024 on the Board of the Company.

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 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 ₹ 300 Crores (Rupees Three 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.

8. 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 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 3.75 lakhs (Rupees three lakhs seventy five thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad having Firm Registration No. 000025, appointed by the Board to conduct the audit of the cost records of the Company for the financial year ending 31st March 2020, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this Resolution.

Registered Office:
Naroda Road
Ahmedabad-380025
Date: May 17, 2019

By Order of the Board

R. V. Bhimani
Company Secretary

Notes

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item Nos. 3, 4, 5 and 6 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of AGM. 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.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act a proxy for any other person or member.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 31st July 2019 to Tuesday, the 6th August 2019 (both days inclusive).
4. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. The dividend on equity shares for the year ended 31st March, 2019, 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 6th August 2019 or on records of National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on 30th July 2019.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc. to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. in case the shares are held by them in physical form.
SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Pvt. Ltd.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.
In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the AGM.
11. 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 2016-17 will be transferred to this fund on due dates. Those members who have so far not encashed their dividend for the said financial years are requested to approach the Company or its RTA for payment thereof. Kindly note that once unclaimed and unpaid dividends and shares are transferred to the Investor Education and Protection Fund, members will have to approach to IEPF for such dividends and shares.
12. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.arvind.com.
13. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Link Intime India Pvt. Ltd.
14. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be open for inspection without any fee at the registered office of the Company during normal business hours on any working day upto and including the date of the AGM of the Company.
15. The route map showing directions to reach the venue of the 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 2018-19 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

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 4**

Resolution under Item No. 4 of the Notice relates to the reappointment of Mr. Jayesh K. Shah as Director and Group Chief Financial Officer of the Company for a further period of five years from 1st October 2019 to 30th September 2024 and approval of his remuneration and terms of reappointment.

The Nomination and Remuneration Committee, at its meeting held on 17th May 2019, had recommended the reappointment of Mr. Jayesh K. Shah as Director and Group Chief Financial Officer of the Company and terms of remuneration payable to him for a further period of five years from 1st October 2019 to 30th September 2024. The Board of Directors, at their meeting held on 17th May 2019, had approved the same. The Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that he is fit and proper person to hold the said office and his reappointment will be in the interest of the Company.

The material terms of remuneration of Mr. Jayesh K. Shah effective from 1st October 2019 to 30th September 2024 as approved by both the Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 17th May 2019 are as under:

Remuneration**(a) Basic Salary:**

₹ 4,77,500 (Rupees Four Lacs Seventy Seven Thousand Five Hundred 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 Lacs only) per month.

(b) Perquisites and Allowances:

In addition to salary, the following perquisites/allowances shall be allowed to the Director & Group Chief Financial Officer:

CATEGORY – A**(i) Housing:**

The Company shall provide furnished accommodation to the Director & Group Chief Financial Officer. If the Director & Group Chief Financial Officer is having his own accommodation, the Company shall pay house rent allowance upto 40% of the Basic Salary.

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

(ii) Other Allowances:

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

(iii) Personal Accident Insurance:

The Company shall pay / reimburse Personal Accident Insurance Premium upto ₹ 25,000 for the Director & Group Chief Financial Officer.

(iv) Club Fees:

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

The aggregate value of perquisites for (i) to (iv) 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.

(v) Medical Reimbursement:

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

CATEGORY – B

- i. The Company shall contribute towards Provident Fund/ Superannuation Fund/ Annuity Fund/ National Pension Fund provided that such contributions either singly or put together shall not exceed the tax-free limit prescribed under the Income-tax Act.
- ii. The Company shall pay Gratuity as per rules of the Company.
- iii. 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 Director and Group Chief Financial Officer at the entire cost of the Company.

CATEGORY – D

The Director and Group Chief Financial Officer shall be entitled to Performance Linked Variable Pay/ Special Allowance/ Role Award/ Bonus/ Commission on profits 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 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 profits 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 for any one of Managing Directors and Whole time Directors and subject further to the overall limit of 10% of the annual net profit of the Company for all Managing Directors and Whole time Directors 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 Director and Group Chief Financial Officer, 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 abovementioned 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 Wholetime 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.

The resolution at Item No. 4 is put before the members as a Special Resolution.

As required under Schedule V to the Companies Act, 2013, the relevant details for Item No. 4 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 31.03.2019)

Particulars	₹ in Crores
Sales & Other Income	6592.34
EBIDTA	722.80
Net Profit	199.44

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

ii. Information about the appointee

- 1 Background details :

Mr. Jayesh K. Shah, a commerce graduate and Chartered Accountant has been in employment with the Company since 1st July, 1993 and prior to his employment with the Company he was associated with group companies for seven years.

- 2 Past remuneration :

Particulars	FY 18-19	FY 17-18
Salary	69,48,000	69,48,000
Perquisites/Allowances	1,38,41,365	1,38,38,163
Commission/Bonus	1,88,50,000	2,43,86,000
Total	3,96,39,365	4,51,72,163

Note: Remuneration includes contribution to Provident Fund and Superannuation.

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

Mr. Jayesh K. Shah has been appointed as the Director and Group Chief Financial Officer of the Company and he will

carry out such duties as may be entrusted to him by the Chairman and Managing Director but subject to supervision and control of Board of Directors, from time to time.

Taking into consideration his qualifications and expertise in the relevant fields, he is suited for the responsibilities assigned to him 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 profile of Mr. Jayesh K. Shah, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him 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. Jayesh K. Shah does not have any pecuniary relationship with the Company and its managerial personnel.

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.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

The Draft of Agreement to be entered into between the Company and Mr. Jayesh K. Shah for remuneration is available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day.

Since the resolution at Item No. 4 relates to payment of remuneration to Mr. Jayesh K. Shah, he and his relatives are deemed to be concerned or interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

The Members at Annual General Meeting held on 30th July 2014 approved the appointment of Mr. Dileep Choksi as an Independent Director of the Company for a period of five years upto 11th May 2019. Now, the Board of Directors of the Company ('the Board') on 9th May 2019, on the recommendation of the Nomination and Remuneration Committee, recommended the re-appointment of Mr. Dileep Choksi as an Independent Director of the Company with effect from 12th May 2019 to the members in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations 2015") or any amendment thereto or modification thereof and his appointment shall not be subject to retire by rotation.

The Board is of the view that the continued association of Mr. Dileep Choksi would benefit the Company, given the knowledge, experience and performance of Mr. Dileep Choksi and the Board of Directors are also satisfied with the overall performance evaluation results of Mr. Dileep Choksi. Declaration has been received from Mr. Dileep Choksi that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Dileep Choksi fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Dileep Choksi, in terms of Section 149 of the Act. Requisite Notice proposing the re-appointment of Mr. Dileep Choksi has been received by the Company and consent has been filed by Mr. Dileep Choksi pursuant to Section 152 of the Act.

Mr. Dileep Choksi and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item No. 6

The Board of Directors of the Company ("the Board") on 17th May 2019, on the recommendation of the Nomination and Remuneration Committee, recommended the appointment of Mr. Arpit Kantilal Patel as an Independent Director of the Company with effect from 17th May 2019, to the members in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations 2015") or any amendment thereto or modification thereof and his appointment shall not be subject to retire by rotation.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arpit Patel as an Independent Director. Declaration has been received from Mr. Arpit Patel that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Arpit Patel fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent Director and that he is independent of the management of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Consent of the Members is required for appointment of Mr. Arpit Patel, in terms of Section 149 of the Act. Requisite Notice proposing the appointment of Mr. Arpit Patel has been received by the Company and consent has been filed by Mr. Arpit Patel pursuant to Section 152 of the Act.

Mr. Arpit Patel and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution.

The Board recommends this Ordinary Resolution for your approval.

Item No. 7

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 ₹ 300 crores (Rupees three 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. 7 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. 7.

Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at a remuneration of ₹ 3.75 lakhs plus applicable taxes 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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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.

ANNEXURE TO ITEM NO. 3, 4, 5 AND 6 OF THE NOTICE

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

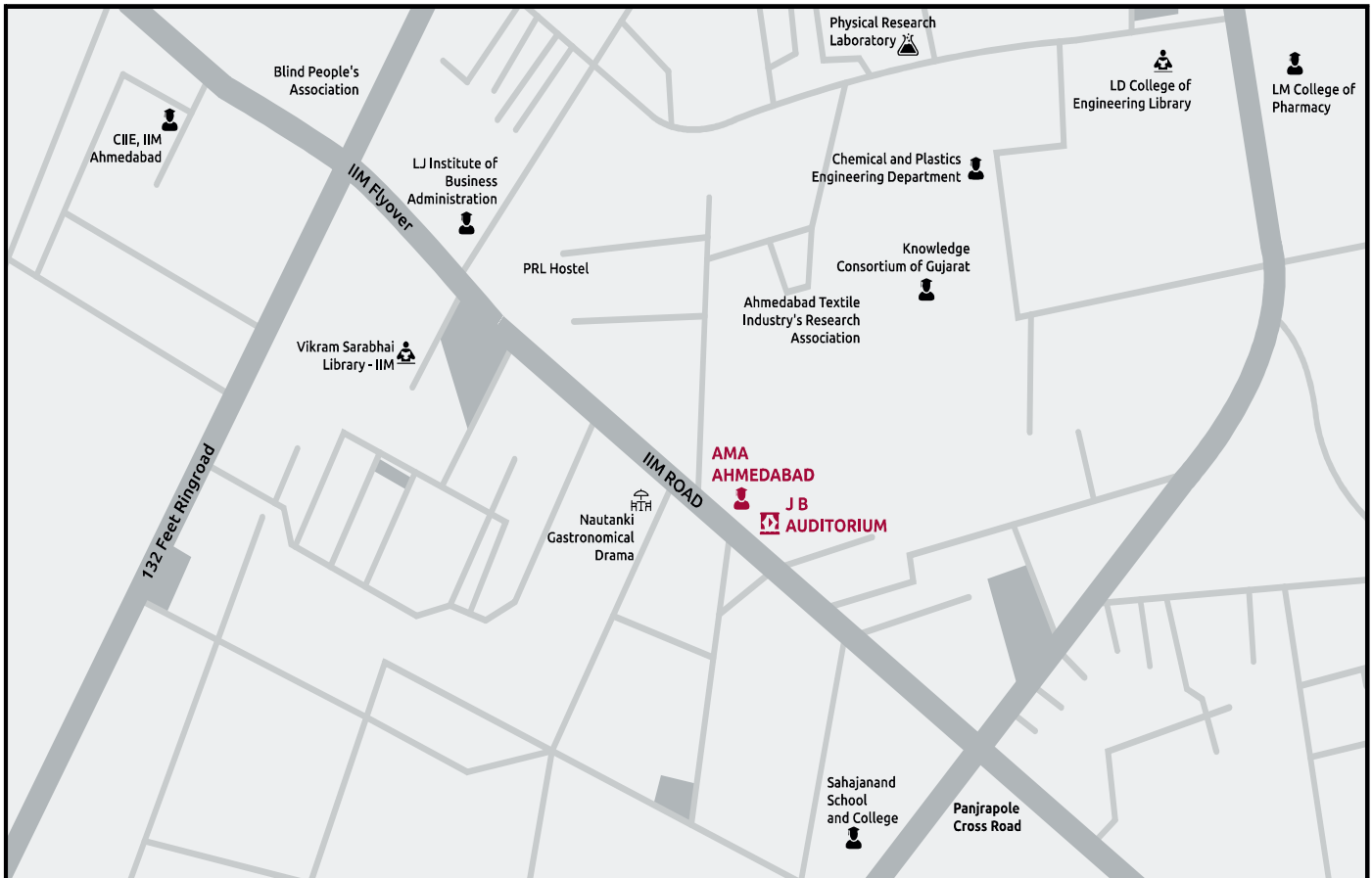
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Punit Lalbhai	Mr. Jayesh Shah	Mr. Dileep Choksi	Mr. Arpit Patel
Director Identification Number (DIN)	05125502	00008349	00016322	00059914
Date of Birth	12th March 1982	25th May 1960	26th December 1949	4th June 1958
Date of first appointment on the Board	26th July 2012	20th November 2002	12th May 2014	17th May 2019
Qualifications	<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"> • Commerce Graduate, Gujarat University • Chartered Accountant, ICAI 	<ul style="list-style-type: none"> • Commerce Graduate • Bachelor of Law • Chartered Accountant, ICAI • Cost Accountant, ICWAI 	<ul style="list-style-type: none"> • Commerce Graduate • Chartered Accountant
Expertise in specific functional area	Advanced Materials, Engineering and Agribusiness	Wide experience in Finance, Accounts, MIS, Merger, Acquisition, Expansion, Diversification, Project funding Euro-issue and Financial Restructuring	Business Succession, Tax Advisory and Litigation, Structuring of Collaborations, Joint Ventures and Corporate Restructuring, Turnaround and Change Management Strategies	Assignments of statutory audit and corporate advisory involving interplay of various laws
Brief Profile & Experience	<p>Mr. Punit Lalbhai is the Executive Director of Arvind Limited. He is currently working on building new businesses for the Company such as Advanced Materials, Engineering & Agribusiness.</p> <p>Mr. Punit Lalbhai has an MBA from INSEAD, France. He is also deeply involved in sustainability conservation. He has done his Masters in Environmental Science from Yale University, USA. He has a Bachelor's degree in Conservation Biology from University of California.</p>	<p>Mr. Jayesh K. Shah is the Director and Chief Financial Officer of Arvind Limited, a flagship company of the Lalbhai Group. He was working with the group in its various business divisions since 1985 and in the year 2002, he became Director on the Board. Mr. Shah has distinguished academic career and has extensive administrative, financial regulatory and managerial expertise with his vast experience in the field.</p> <p>He started his career in Garment division of the Lalbhai Group and then textile division and also looked after all the financial aspects of the group companies, viz., Textiles, branded garments, electronics and telecom. He was also actively involved in merger,</p>	<p>Mr. Dileep C. Choksi is a Chartered Accountant by profession and has been in practice for over 40 years. His areas of specialization include business succession, tax advisory and litigation, structuring of collaborations and joint ventures and corporate restructuring, turnaround and change management strategies. He also advises some of India's largest business houses on various strategic matters, including family succession and on wills and trusts.</p> <p>Mr. Choksi was the former Joint Managing Partner of Deloitte in India till 2008, before the setting up C.C. Chokshi Advisors Pvt. Ltd. of which he is the Chief Mentor. Mr. Choksi is on the Board of well-known companies including as a member of their committees.</p>	<p>Mr. Arpit Patel is a senior Chartered Accountant with broad experience in handling assignments ranging from statutory audit to corporate advisory involving interplay of various laws. He has contributed as a Partner at M/s Kantilal Patel & Co. and M/s S. R. Batliboi & Co. LLP (a member firm of EY Global). At present, he is a Partner at M/s Arpit Patel & Associates, Chartered Accountants. He has been appointed as a Technical Reviewer of Financial Statements by ICAI, empanelled as a Technical Reviewer with the Quality Review Board established by the Government of India under the Chartered Accountants Act, 1949 and has authored various books in his field.</p>

Name of the Director	Mr. Punit Lalbhai	Mr. Jayesh Shah	Mr. Dileep Choksi	Mr. Arpit Patel
		<p>acquisition, expansion, diversification, project funding and euro issue of the Company. Being a dynamic professional, he has always been exploring new business opportunities and challenges. He successfully undertook financial restructuring of the Company during the period 2000 to 2002.</p> <p>He has also served on the Board of e-infochips Limited. Mr. Shah is a Member of the Governing Council of Ahmedabad Management Association.</p> <p>Mr. Shah is Associate member of ICAI and a Commerce Graduate from Gujarat University.</p>	<p>Mr. Choksi is member of the Society of Trust and Estate Practitioners (STEP). He is also a trustee of the A.D. Shroff Memorial Trust and member of Council of Forum of Free Enterprise. Mr. Choksi has contributed various papers on Professional matters relating to Tax and Business reorganization. He has been a speaker at various seminars and conferences of professional interests organized by the Reserve Bank of India, the Institute of Chartered Accountants, Bombay Chartered Accountants' Society etc.</p> <p>Mr. Choksi contributed in the preparation of Kanga and Palkhivala's The Law and Practice of Income Tax (Eighth Edition) - the last edition written by late Mr. N.A. Palkhivala and Mr. B.A. Palkhivala.</p>	
Number of Shares held in the Company	3714 Shares	Nil	Nil	Nil
Details of remuneration sought to be paid	Refer report on Corporate Governance	Refer report on Corporate Governance	Refer report on Corporate Governance	---
Remuneration last drawn	Refer Annexure - E to the Directors' Report	Refer Annexure - E to the Directors' Report	Refer Annexure - E to the Directors' Report	---
Number of Board Meetings attended during the year	4 out of 4	4 out of 4	4 out of 4	---
List of the Directorships held in Other Companies	<ol style="list-style-type: none"> 1. Arvind Fashions Limited 2. Arvind PD Composites Private Limited 3. Arvind OG Nonwovens Private Limited 4. Confederation of Indian Textile Industry 5. Arvind Smart Textiles Limited 	<ol style="list-style-type: none"> 1. Arvind Fashions Limited 2. Arvind PD Composites Private Limited 3. Arvind Goodhill Suit Manufacturing Private Limited 4. Calvin Klein Arvind Fashion Private Limited 5. Firenze Properties and Investments Private Limited 	<ol style="list-style-type: none"> 1. Lupin Limited 2. AIA Engineering Limited 3. Swaraj Engines Limited 4. ICICI Prudential Life Insurance Company Limited 5. Hexaware Technologies Limited 6. Tata Housing Development Company Limited 	<ol style="list-style-type: none"> 1. The Anup Engineering Limited 2. Kantilal Patel And Company Consultancy Pvt. Ltd.

Name of the Director	Mr. Punit Lalbhai	Mr. Jayesh Shah	Mr. Dileep Choksi	Mr. Arpit Patel
	<p>6. Arvind Polser Engineered Composite Panels Private Limited</p> <p>7. Arvind Envisol Limited</p> <p>8. The Anup Engineering Limited</p> <p>9. Adient Arvind Automotive Fabrics India Private Limited</p> <p>10. Arvind Norm CBRN Systems Private Limited</p> <p>11. Heartfulness Institute</p>	<p>6. Arvind Internet Limited</p> <p>7. Aura Securities Private Limited</p> <p>8. Amplus Capital Advisors Private Limited</p> <p>9. Aura Business Enterprise Private Limited</p> <p>10. Centerac Emarket Places Private Limited</p> <p>11. Arvind Foundation</p> <p>12. Arvind Worldwide Inc. USA</p> <p>13. Arvind Textile Mills Limited, Bangladesh</p>	<p>7. Gujarat International Finance Tec-City Company Limited</p> <p>8. Miramac Properties Private Limited</p>	
<p>Membership/Chairmanship of the Committees of other Companies in which position of Director is held</p>	<p>1. Chairman - Stakeholders' Relationship and Corporate Social Responsibility Committee (The Anup Engineering Limited)</p> <p>2. Member - Nomination & Remuneration Committee (The Anup Engineering Limited)</p>	<p>1. Member - Audit, Nomination & Remuneration, Corporate Social Responsibility, Stakeholders' Relationship and Risk Management Committee (Arvind Fashions Limited)</p>	<p>1. Member - Audit and Corporate Social Responsibility Committee (Lupin Limited)</p> <p>2. Chairman - Stakeholders' Relationship Committee (Lupin Limited)</p> <p>3. Chairman - Audit, Governance & Compliance Committee (Hexaware Technologies Limited)</p> <p>4. Member - Stakeholders' Relationship Committee (Hexaware Technologies Limited)</p> <p>5. Chairman - Audit Committee (Swaraj Engines Limited)</p> <p>6. Member - Audit and Nomination & Remuneration Committee (Tata Housing Development Company Limited)</p> <p>7. Member - Audit, Corporate Social Responsibility and Customer Service & Policyholders' Protection Committee (ICICI Prudential Insurance Company Limited)</p> <p>8. Member - Audit Committee (Gujarat International Finance Tec-City Company Limited)</p>	<p>1. Member - Stakeholders' Relationship Committee and Corporate Social Responsibility Committee (The Anup Engineering Limited)</p> <p>2. Chairman - Audit Committee and Nomination & Remuneration Committee (The Anup Engineering Limited)</p>
<p>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</p>	<p>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.</p>	<p>--</p>	<p>--</p>	<p>--</p>

**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 - 68268000, Fax No.: 079 - 68268668

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

Sr. No.

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 from time to time 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
110888		

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

Commencement of e-voting	End of e-voting
2 nd August 2019 at 09:00 a.m. IST	5 th August 2019 at 05:00 p.m. IST

Please read the instructions provided below before exercising your vote.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on August 6, 2019.

INSTRUCTIONS FOR E-VOTING

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001**

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Arvind Limited to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs.buchassociates@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions

- i. The e-voting period commences on Friday, August 2, 2019 (9.00 a.m. IST) and ends on Monday, August 5, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, July 30, 2019, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ahmedabad@linkintime.co.in or evoting@arvind.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- iv. The facility for voting, either through electronic voting system or poll paper, shall also be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- v. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- vi. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- vii. Mr. Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145/ COP 8195) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- viii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, 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 make and give, not later than 48 hours of 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.
- ix. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.arvind.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

Registered Office:

Arvind Limited
Naroda Road
Ahmedabad - 380 025

By order of the Board

Date: May 17, 2019

R.V. Bhimani
Company Secretary

ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)
Registered Office: Naroda Road, Ahmedabad-380 025
E-mail: investor@arvind.in Website: www.arvind.com
Phone: 079-68268000 Fax: 079-68268668

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 / PROXY _____

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 6th August, 2019 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)
Registered Office: Naroda Road, Ahmedabad-380 025
E-mail: investor@arvind.in Website: www.arvind.com
Phone: 079-68268000 Fax: 079-68268668

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

I/We, being the member (s) of above named Company, hold _____ shares 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 Annual General Meeting of the Company, to be held on 6th August 2019 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 ended 31st March 2019 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. Punit Lalbhai as Director of the Company, liable to retire by rotation.		

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
Special Business			
4.	Special Resolution for appointment and approval of overall remuneration of Mr. Jayesh Shah as Director and Group Chief Financial Officer for a period of five years from 1st October 2019 to 30th September 2024.		
5.	Special Resolution for re-appointment of Mr. Dileep C. Choksi as an Independent Director of the Company.		
6.	Ordinary Resolution for appointment of Mr. Arpit K. Patel as an Independent Director of the Company.		
7.	Special Resolution for approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis upto ₹ 300 crores.		
8.	Ordinary Resolution for Ratification of the remuneration of M/s. Kiran J. Mehta & Co., Cost Accountants for the financial year ending 31st March 2020.		

Signed this _____ day of _____, 2019

Signature of Shareholder _____

Signature of Proxyholder(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 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.