



FASHIONING POSSIBILITIES

ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)

• **Registered Office:** Naroda Road, Ahmedabad – 382345,
Gujarat, India • **Phone:** + 91 79 6826-8109

• **Website:** www.arvind.com • **Email Id:** investor@arvind.in

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF ARVIND LIMITED

(Convened pursuant to Order dated 8th April, 2025 passed by the Hon'ble
National Company Law Tribunal, Ahmedabad Bench)

Meeting of the Equity Shareholders of Arvind Limited

| | |
|-------------|--|
| Day | Friday |
| Date | 30 th May, 2025 |
| Time | 10:00 a.m. |
| Mode | Through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') |

REMOTE E-VOTING PERIOD

| | |
|-------------------|--|
| Start Date | Tuesday, 27 th May, 2025 at 09:00 a.m. |
| Last Date | Thursday, 29 th May, 2025 at 05:00 p.m. |

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
AHMEDABAD BENCH**

C.A. (CAA)/11(AHM)2025

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement involving transfer and vesting of the Advanced Materials Undertaking of Arvind Limited to Arvind Advanced Materials Limited.

ARVIND LIMITED

(CIN L17119GJ1931PLC000093)

a company incorporated under the Indian Companies Act,
1913 and having its Registered Office at Naroda Road,
Ahmedabad - 382345 in the state of Gujarat

.....**Applicant Transferor Company**

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF
ARVIND LIMITED, APPLICANT TRANSFEROR COMPANY**

To,
The Equity Shareholders of Arvind Limited
(‘The Applicant Transferor Company’).

NOTICE is hereby given that by an Order dated 8th April, 2025 (‘Order’), the Ahmedabad Bench of the National Company Law Tribunal (‘NCLT’) has directed that a Meeting of Equity Shareholders of the Applicant Transferor Company (‘Meeting’) be convened and held on Friday, 30th May, 2025 at 10:00 a.m. through Video Conferencing or Other Audio Visual Means (‘VC/OAVM’) for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement involving transfer and vesting of the Advanced Materials Undertaking of Arvind Limited (‘Applicant Transferor Company’) to Arvind Advanced Materials Limited (‘Applicant Transferee Company’) and their respective shareholders and creditors (‘Scheme’).

In pursuance of the said Order and as directed therein, further Notice is hereby given that a Meeting of the Equity Shareholders of the Applicant Transferor Company will be held on Friday, 30th May, 2025 at 10:00 a.m. through Video Conferencing or Other Audio Visual Means (‘VC/OAVM’), at which time the Equity Shareholders of the Applicant Transferor Company are requested to attend. The following resolution will be considered and if thought fit, be passed, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 (‘SEBI Master Circular’) and other applicable SEBI Circulars, the observation letter(s) issued by each of BSE Limited and the National Stock Exchange of India Limited, dated 22nd October, 2024 and 23rd October, 2024 respectively and all other applicable laws, and enabling provisions in the Memorandum and Articles of Association of the Company; and subject to requisite and applicable approvals from the creditors; and subject to the sanction of the National Company Law Tribunal, Ahmedabad Bench (‘Tribunal’ or ‘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 the Tribunal 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 any Committee thereof, constituted by the Board), the consent of the Equity Shareholders of the Company be and is hereby accorded for the Scheme of Arrangement involving transfer and vesting of the Advanced Materials Undertaking of Arvind Limited (‘Applicant Transferor Company’) to Arvind Advanced Materials Limited, (‘Applicant Transferee Company’) and their respective shareholders and creditors (‘Scheme’).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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 Tribunal while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board of Directors may deem fit and proper without needing to seek any further approval of the shareholders and the shareholders shall be deemed to have given their approval thereto expressly by authority under this resolution.”

“TAKE FURTHER NOTICE that in compliance with the provisions of (i) Section 230(3) read with Section 108 of the Companies Act, 2013; (ii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’); (v) Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023, issued by the Securities and Exchange Board of India (‘SEBI Master Circular’); (vi) in accordance with the requirements provided in the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 (collectively referred to as ‘MCA Circulars’), and (vii) Secretarial Standards on General Meetings as issued by the Institute of Company Secretaries of India (‘SS-2’), the Applicant Transferor Company has provided the facility of voting by remote e-voting and e-voting at the Meeting so as to enable the Equity Shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by Equity Shareholders of the Applicant Transferor Company to the Scheme shall be carried out only through remote e-voting and e-voting at the Meeting.”

Copies of the Scheme of Arrangement and the Explanatory Statement under Section 102 read with Sections 230 to 232 of the Companies Act, 2013 can be obtained free of charge between 11:00 a.m. to 1:00 p.m. on all working days, at the Registered Office of the Applicant Transferor Company, up to the date of the Meeting, and/or at the office of the Advocate Mrs. Swati Soparkar at 301, Shivalik 10, Opp. SBI Zonal Office, S. M. Road, Ambawadi, Ahmedabad 380 015, Gujarat.

NCLT has appointed Mr. Bimal Ranjan Garg, Advocate to act as Chairman of the said Meeting to be held on 30th May, 2025 and in respect of any adjournment or adjournments thereof.

The Equity Shareholders may refer to the notes to this Notice for further details on joining the Meeting through VC/OAVM and on e-voting.

Dated this 18th April, 2025

Place: Ahmedabad

Registered Office:

Naroda Road, Ahmedabad-382 345

CIN: L17119GJ1931PLC000093

Phone: +91 79 68268109

Website: www.arvind.com

Email: investor@arvind.in

BIMAL RANJAN GARG
CHAIRMAN APPOINTED FOR THE MEETING
C.A. (CAA)/11(AHM)2025
NCLT (AHM) DIV. BN.-1-Ahmedabad

NOTES:

- 1) As per the said Order and MCA Circulars, Meeting of the Equity Shareholders of Applicant Transferor Company will be held through VC/OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and MCA Circulars, the Applicant Transferor Company has provided e-voting facility through National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com. This facility is being provided to the Shareholders holding shares in physical or dematerialized form, as on **Friday, 23rd May, 2025 (‘cut-off date’)**, to exercise their right to vote by electronic means on the business specified in the accompanying Notice. The detailed procedure for participation in the Meeting through VC/OAVM and remote e-voting/ e-voting during the Meeting is provided in **Note No. 19 & 20**.
- 2) Since, the Meeting is being held pursuant to NCLT Order and MCA Circulars through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for Meeting. **Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
- 3) Only Equity Shareholders of the Applicant Transferor Company may attend the Meeting (either in person or by authorised representative). It is further informed that in view of para 3(A)(x) of the MCA General Circular No. 14/2020 dated 8th April, 2020, voting through proxy shall not be permitted. However, voting through authorised representative is permitted. The authorised representative may attend the Meeting provided that a certified copy of the Board Resolution/authorisation letter together with attested specimen signature of the duly authorised signatory who are authorised to vote is submitted to the Applicant Transferor Company at investor@arvind.in before the commencement of the Meeting of the Equity Shareholders of the Applicant Transferor Company.
- 4) The quorum for the Meeting of the Equity Shareholders of the Applicant Transferor Company as directed by the NCLT shall be as per section 103 of the Act. The Equity Shareholder or authorised representative of the body corporate attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) Shareholders can join the Meeting of the Equity Shareholders of the Applicant Transferor Company through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility for participation during the Meeting through VC/OAVM will be made available for 1,000 Equity Shareholders on first come first served basis. Large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first come first served basis.
- 6) The Explanatory Statement pursuant to Section 102 read with Sections 230 to 232 of the Companies Act, 2013 (‘Act’) and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the Rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed.
- 7) All documents referred to in the accompanying Notice and the Explanatory Statement along with the Statutory Registers maintained by the Applicant Transferor Company will be available for inspection by the Equity Shareholders in electronic mode upto the date of the Meeting and will also be available electronically for inspection during the Meeting. Equity Shareholders seeking to inspect such documents can send an email to investor@arvind.in.

- 8) The Equity Shareholders of the Applicant Transferor Company whose names appear in the records of the Applicant Transferor Company as on Friday, 23rd May, 2025 ('cut-off date') shall be eligible to attend and vote at the Meeting of the Equity Shareholders of the Applicant Transferor Company either personally (in case of individuals) or through authorised representative. Electronic Copy of Notice along with its Annexures is being sent to all the Equity Shareholders of Applicant Transferor Company as on 30th September, 2024, whose e-mail addresses are registered with the Applicant Transferor Company/Depository Participants, for communication purpose. Equity Shareholders who have not registered their email addresses may register their email addresses by following below process:

| | |
|-------------------------|---|
| Physical Holding | By clicking on the below link, the Shareholders may register his / her email address, mobile number and bank details: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html After clicking the above link, the Shareholders have to fill the relevant details in the respective fields and attach self attested copy of PAN and address proof and cancelled cheque leaf. |
| Demat Holding | By clicking on the link below, the Shareholders may register his / her email address and mobile number: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html For registration of bank details, the Shareholders may contact their respective DPs. |

- 9) In compliance with the NCLT Order, MCA Circulars and the SEBI Circular dated 3rd October, 2024, the Notice of the Meeting is being sent through electronic mode to those Equity Shareholders whose email addresses are registered with the Company's RTA / DPs or through registered post / speed post / Air mail or courier or hand delivery to those Equity Shareholders whose e-mail addresses are not registered with the Company's RTA/ DPs as on 30th September, 2024. Equity Shareholders may note that the Notice alongwith all the annexures will also be available on the Company's website i.e. <https://www.arvind.com/scheme-arrangement>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
- 10) Equity Shareholders who would like to express their views / have questions may send their views / questions 7 days prior to Meeting mentioning their name, demat account number / folio number, email id, mobile number at investor@arvind.in and register as a Speaker. Only those Equity Shareholders who have registered as a Speaker will be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting.
- 11) The Notice convening the aforesaid Meetings will be published through advertisement in 'Indian Express' (English Edition) and 'Financial Express' (Gujarati Edition) as directed by NCLT in its order.
- 12) Mr. Keshav Khaneja, Insolvency Professional, having Registration No. IBBI/IPA-002/IP-N01131/2021-2022/13759 has been appointed as the Scrutinizer to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner.
- 13) The Scrutinizer shall, after the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution and invalid votes, if any and submit the same to the Chairman of the Meeting or a person authorised by Chairman in writing who shall countersign the same.
- 14) Results of voting shall be submitted by the Chairman in form of the Chairman's report alongwith an Affidavit on receipt of consolidated report from the Scrutinizer. The said report along with the Scrutinizer's Report shall be placed on the Applicant Transferor Company's website i.e. www.arvind.com and on the website of NSDL and shall also be communicated to the Stock Exchanges where the shares of the Applicant Transferor Company are listed.
- 15) Voting rights of the Equity Shareholders shall be in proportion to their shareholding in the Applicant Transferor Company as on Friday, 23rd May, 2025. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Ahmedabad Bench.
- 16) In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Equity Shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the Equity Shareholders of the Company, attending and voting through remote e-voting and e-voting facility made available during the Meeting through VC/ OAVM.
- 17) The SEBI Master Circular provides that the approval of 'public shareholders' of the Applicant Transferor Company to the Scheme shall be obtained by way of voting through e-voting. As the Applicant Transferor Company is seeking the approval of its Equity Shareholders (which includes public shareholders) to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting is necessary to be carried out by the Applicant Transferor Company for seeking the approval to the Scheme by its public shareholders in terms of SEBI Master Circular. This Notice (as set out above) sent to the Equity Shareholders (which includes public shareholders) of the Applicant Transferor Company would be deemed to be the Notice sent to the public shareholders of the Applicant Transferor Company. For this purpose, the term 'public' shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term 'public shareholders' shall be construed accordingly. Thus, in accordance with the terms of the SEBI Master Circular the Applicant Transferor Company has provided the facility of voting by e-voting to its public shareholders.
- 18) In accordance with the SEBI Master Circular, the Scheme shall be acted upon only if the number of votes cast by the public shareholders in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the public shareholders against it and shall be deemed to have been passed on the date of the Meeting.
- 19) **Process regarding remote e-voting and e-voting during the Meeting, and attending the Meeting through VC/ OAVM:**
- Remote e-voting period begins on **Tuesday, 27th May, 2025 at 09:00 a.m.** and shall end on **Thursday, 29th May, 2025 at 05:00 p.m.** During this period, Equity Shareholders of the Applicant Transferor Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date i.e. Friday, 23rd May, 2025** may cast their vote electronically. E-voting module shall be disabled by NSDL for voting thereafter.
 - Equity Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting.

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

Step 1: Access to NSDL e-Voting system

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

A. Details on Step 1 is mentioned below:

A. Login method for e-voting for individual Shareholders holding shares in demat form:

- a) In terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, the Individual Shareholders holding securities in demat mode are required to vote through their demat account maintained with Depositories and Depository Participants (DPs). Shareholders are advised to update their mobile number and email address with their DPs in order to access e-voting facility.
- b) Login method for remote e-voting:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.  |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 02223058542-43 |

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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 etc.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

20) General Guideline for attending the Meeting through VC / OAVM and e-voting on the day of Meeting:

- a) Procedure for e-voting on the day of the Meeting and attending the Meeting will remain same as the instructions mentioned above.
- b) The link for VC / OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c) Shareholders are encouraged to join the Meeting through Laptops / Desktops for better experience. Further, the Shareholders will be required to allow camera and use Internet with good speed to avoid any disturbance during the Meeting.
- d) Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e) Only those Shareholders, who will be present in Meeting through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting prior to Meeting day and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during Meeting.
- f) If any votes are casted by the Shareholders through e-voting available during Meeting and if the same Shareholders have not participated in the Meeting through VC / OAVM facility, then the votes casted by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders participating in the Meeting.
- g) Shareholders who have voted through remote e-voting prior to meeting day will be eligible to attend the Meeting. However, they will not be eligible to vote during Meeting.

EXPLANATORY STATEMENT UNDER SECTIONS 230 TO 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ('ACT') AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ACCOMPANYING THE NOTICE OF THE MEETINGS OF EQUITY SHAREHOLDERS, SECURED CREDITORS AND UNSECURED CREDITORS OF ARVIND LIMITED, AS WELL AS UNSECURED CREDITORS OF ARVIND ADVANCED MATERIALS LIMITED, CONVENED PURSUANT TO THE ORDER DATED 8TH APRIL 2025 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH

- Pursuant to the Order dated 8th April 2025 ('Order'), passed by the Ahmedabad Bench of the Hon'ble National Company Law Tribunal ('NCLT' or 'Tribunal'), in Company Application No. C.A. (CAA)/11(AHM)2025, Separate Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors (Including creditors towards Lease Liabilities) of Arvind Limited as well as the Unsecured Creditors (Including creditors towards Lease Liabilities) of Arvind Advanced Materials Limited are being convened and will be held, for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Arrangement involving Transfer and vesting of the Advanced Materials Undertaking of Arvind Limited (hereinafter referred to as 'AL' or the 'Applicant Transferor Company') to Arvind Advanced Materials Limited (hereinafter referred to as 'AAML' or the 'Applicant Transferee Company') and their respective shareholders and creditors ('Scheme') by way of slump sale under Sections 230 to 232 and other applicable provisions, applicable if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment or amendment thereof) read with the Rules issued thereunder. The Hon'ble NCLT has vide the above referred Order, dispensed with the Meetings of the Shareholders of the Applicant Transferee Company in view of the written consents from all of them having been placed on record. The Meeting of Secured Creditors of the said Applicant Transferee Company is held to be not necessary as there are no Secured Creditors of the said Company.
- The definitions contained in the Scheme will apply to this Explanatory Statement also.
- A copy of the Scheme setting out in detail the terms and conditions of the Arrangement, which has been approved by the Board of Directors of both the Applicant Companies at their respective Meetings held on 6th May, 2024 is attached to this Explanatory Statement and forms part of this Statement as **Annexure 1**.
- As stated earlier, NCLT by its Order has, inter alia, directed that a Meeting of the Equity Shareholders of AL, shall be convened on Friday, 30th May, 2025 at 10:00 a.m. through Video Conferencing or OAVM. The separate Meetings of the Secured Creditors and Unsecured Creditors (Including creditors towards Lease Liabilities) of AL and the Unsecured Creditors (Including creditors towards Lease Liabilities) of AAML shall be convened and held on Friday, 30th May, 2025 through Video Conferencing or OAVM at 12:00 noon, 02:00 p.m. and 4.00 p.m. respectively.

NCLT by its Order has further directed the Applicant Transferor and Transferee Company to provide e-voting facility through remote e-voting system and e-voting at the time of aforesaid Meetings to be conducted by VC or OAVM.

- Background of Arvind Limited, the Applicant Transferor Company.
 - Arvind Limited, the ("Transferor Company") is a public listed company incorporated on 1st June 1931, under the provisions of the Indian Companies Act, 1913 in the name and style of Arvind Mills Limited under the corporate identification number L17119GJ1931PLC000093, having its registered office situated at Naroda Road, Ahmedabad – 382345, in the state of Gujarat. The name of the company was changed to Arvind Limited with effect from 15th April 2008. Over a period of time, the structure of the company has undergone several changes under several Schemes of Arrangements. The Transferor Company is engaged, inter alia, in businesses spanning the entire value chain of textiles either directly or through its subsidiaries and joint ventures with other entities. The equity shares of the Transferor Company are listed on BSE Limited and the National Stock Exchange of India Limited. The Permanent Account Number of the Transferor Company is AABCA2398D. The Transferor Company was originally incorporated for manufacturing and marketing of textile products. However, it has grown and diversified in several distinct business activities through different undertakings/subsidiaries. The present main business segments of the Transferor Company includes (i) Textiles business comprising of manufacturing and supply of woven, denim and garment products and (ii) Advanced Materials business comprising of manufacturing and supply of products relating to human protection, industrial and composites etc. Email id of the Transferor Company is investor@arvind.in. Website of the Transferor Company is www.arvind.com
 - There is no change in name of the Applicant Transferor Company in the last five years. The Registered Office of AL is situated at Naroda Road, Ahmedabad - 382 345 in the state of Gujarat. There is no change in Object Clause of the Transferor Company in the last five years except:
 - Insertion of sub-clause 2(rr) in Clause III of Object clause in MOA as approved by the Special Resolution passed at the Annual General Meeting held on 25th September, 2020 and
 - Insertion of sub-clause 2(t) and 2(u) in Clause III of Object Clause in MOA as approved the Special Resolution passed by the Members on 22nd December, 2022 through postal ballot by remote e-Voting only ("remote e-Voting")
 - The Share Capital of AL as on 31st March, 2024 and as on the date of Notice, is as under:-

As on 31st March, 2024

| Particulars | Rupees |
|---|----------------------|
| Authorised Share Capital | |
| 57,45,00,000 equity shares ₹ 10/- each | |
| 1,00,00,000 preference shares of ₹ 100/- each | 674,50,00,000 |
| Total | 674,50,00,000 |
| Issued, Subscribed and Paid Up Share Capital | |
| 26,16,30,474 equity shares ₹ 10/- each | 261,63,04,740 |
| Total | 261,63,04,740 |

As on the date of Notice

| Particulars | Rupees |
|---|-----------------------|
| Authorised Share Capital | |
| 57,45,00,000 equity shares ₹ 10/- each | |
| 1,00,00,000 preference shares of ₹ 100/- each | 674,50,00,000 |
| Total | 674,50,00,000 |
| Issued, Subscribed and Paid Up Share Capital | |
| 26,18,17,974 equity shares ₹ 10/- each | 261,81,79,740 |
| Total | 261,81,79,740* |

*The increase in paid up share capital between 31st March, 2024 and as on the date of Notice, is due to the allotment of ESOPs during this period.

(iv) **The main objects of AL are as under:**

Main objects:-

1. To carry on the business of spinning, weaving or manufacturing or dealing in cotton or other fibrous substances and the preparation, dyeing or colouring of any of the said substances and the sale of yarn, cloth or other manufactures fibrous products.
2. To carry on all or any of the business following, namely, cotton spinners and doublers, flax, hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers, and makers of vitriol, bleaching and dyeing materials and to purchase, comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton, silk and other fibrous substances and to weave or otherwise manufacture, buy, sell and deal in linen, cloth and other goods and fabrics, whether textile, fribled, knitted or looped and to supply power and to carry on or be interested in the businesses of flour mill proprietors, pressing and ginning mill proprietors and oil mill proprietors, paper mill proprietors and ice manufacturers in all their branches and either in Ahmedabad or other parts of India.

(v) Arvind Limited, the Applicant Transferor Company is a listed public limited Company. It is, inter alia, engaged in the business spanning the entire value chain of textiles either directly or through its subsidiaries and joint ventures with other entities. During the Financial Year ended on 31st March, 2024, on standalone basis, AL had Total Income of ₹ 7153.84 Crores. The Net Profit was to the tune of ₹ 304.90 Crores. It had Total Reserves of ₹ 3214.74 Crores. Whereas on consolidated basis, the Total Income was ₹ 7778.58 Crores and Net Profit was ₹ 352.63 Crores. It had Total Reserves of ₹ 3281.12 Crores. It is a dividend paying Company. Copies of Audited Financial Results of AL as on 31st March, 2024 and Unaudited Financial Results as on 31st December, 2024 along with a Divisional Unaudited Balance Sheet as on 31st March, 2024 and as on 31st December, 2024 indicating Assets and Liabilities of the Undertaking being transferred viz. Advanced Materials Undertaking, Remaining Business and Cumulative is annexed herewith as **Annexure 9**.

(vi) The details of the Promoters (including Promoter Group) of the Applicant Transferor Company as on the date of the Notice are as under:

| Sr. No. | Names of the Promoter and Promoter Group | No. of shares held | % of Holding |
|---------|--|--------------------|--------------|
| 1 | Sanjaybhai Shrenikbhai Lalbhai | 170 | 0.00% |
| 2 | Jayshreeben Sanjaybhai Lalbhai | 345 | 0.00% |
| 3 | Punit Sanjaybhai | 3714 | 0.00% |
| 4 | Swati S Lalbhai | 9712 | 0.00% |
| 5 | Sunil Siddharth Lalbhai | 5437 | 0.00% |
| 6 | Vimla S Lalbhai | 970 | 0.00% |
| 7 | Taral S Lalbhai | 4074 | 0.00% |
| 8 | Astha Lalbhai | 1925 | 0.00% |
| 9 | Sunil Siddharth HUF | 18 | 0.00% |
| 10 | Kalpana Shripal Morakhia | 12 | 0.00% |
| 11 | Kulin S Lalbhai | 0 | 0.00% |
| 12 | Poorva Punitbhai Lalbhai | 0 | 0.00% |
| 13 | Jaina Kulin Lalbhai | 0 | 0.00% |
| 14 | Ishaan Punit Lalbhai | 0 | 0.00% |
| 15 | Ruhani Punit Lalbhai | 0 | 0.00% |
| 16 | Ananyaa Kulin Lalbhai | 0 | 0.00% |
| 17 | Aura Securities Private Limited | 89730590 | 34.27% |
| 18 | Aura Business Ventures LLP | 6960988 | 2.66% |
| 19 | Atul Limited | 4127471 | 1.58% |
| 20 | Aagam Holdings Private Limited | 1876258 | 0.72% |
| 21 | Lalbhai Realty Finance Private Limited | 455000 | 0.17% |
| 22 | Akshita Holdings Private Limited | 150000 | 0.06% |
| 23 | Anusandhan Investments Limited | 115000 | 0.04% |
| 24 | Aayojan Resources Private Limited | 96000 | 0.04% |
| 25 | Adhinami Investments Private Limited | 78500 | 0.03% |
| 26 | Aura Business Enterprise Private Limited | 100 | 0.00% |
| 27 | Aura Merchandise Private Limited | 100 | 0.00% |
| 28 | Aura Securities Pvt. Ltd. | 100 | 0.00% |
| 29 | Swati S Lalbhai (As a Trustee of Siddharth Family Trust) | 3620 | 0.00% |
| 30 | Sanjaybhai Shrenikbhai Lalbhai (As a Representative trustee of Discretionary Trust) | 1394 | 0.00% |
| 31 | Arvind Fashions Limited | 0 | 0.00% |
| 32 | The Anup Engineering Limited (Formerly known as Anveshan Heavy Engineering Limited) | 0 | 0.00% |
| 33 | Arvind SmartSpaces Limited | 0 | 0.00% |

| | | | |
|----|---|------------------|---------------|
| 34 | Advait Merchandise Private Limited (Formerly known as Kasturbhai Lalbhai Museum Limited) | 0 | 0.00% |
| 35 | Anukul Investments Private Limited | 0 | 0.00% |
| 36 | Amplus Capital Advisors Private Limited | 0 | 0.00% |
| 37 | Kasturbhai Lalbhai (India) Private Limited (formerly known as Shruti Trade Link Private Limited) | 0 | 0.00% |
| 38 | Aagam Agencies Private Limited | 0 | 0.00% |
| 39 | Amal Limited | 0 | 0.00% |
| 40 | Atul Finserv Limited (Formerly known as Ameer Trading Corporation Limited) | 0 | 0.00% |
| 41 | Anchor Adhesives Private Limited | 0 | 0.00% |
| 42 | Atul Bioscience Limited | 0 | 0.00% |
| 43 | Rudolf Atul Chemicals Limited | 0 | 0.00% |
| 44 | Style Audit LLP | 0 | 0.00% |
| 45 | J P Trunkshow LLP | 0 | 0.00% |
| 46 | Aura Weaving Private Limited | 0 | 0.00% |
| 47 | Adhvesh Weaving Private Limited | 0 | 0.00% |
| 48 | Aroh Enterprise Private Limited (formerly known as White Ocean Smartspaces Private Limited) | 0 | 0.00% |
| | Total | 103621498 | 39.58% |

(vii) The details of the Directors of the Applicant Transferor Company as on the date of the Notice are as under:

| Sr. No | Name of Directors | DIN | No. of Shares held | Designation |
|--------|------------------------------------|----------|--------------------|--|
| 1. | Mr. Sanjaybhai Shrenikbhai Lalbhai | 00008329 | 170 | Chairman |
| 2. | Mr. Punit Sanjay Lalbhai | 05125502 | 3,714 | Vice Chairman |
| 3. | Mr. Kulin Sanjay Lalbhai | 05206878 | - | Vice Chairman |
| 4. | Mr. Susheel Kumar Kaul | 08208011 | 2,54,692 | Managing Director & President (Textiles) |
| 5. | Mr. Jayesh Kantilal Shah | 00008349 | 2,47,600 | Director & Group CFO |
| 6. | Mr. Nilesh Dhirajlal Shah | 01711720 | 211 | Independent Director |
| 7. | Ms. Reena Pravin Bhagwati | 00096280 | 60,000 | Independent Director |
| 8. | Ms. Ismet Tehmesp Khambatta | 00030325 | - | Independent Director |
| 9. | Mr. Nagesh Dinkar Pinge | 00062900 | - | Independent Director |
| 10. | Mr. Nilesh Bansilal Mehta | 00199071 | - | Independent Director |

6. Background of Arvind Advanced Materials Limited ('Applicant Transferee Company' or 'AAML') is as under:

- (i) Arvind Advanced Materials Limited, the ("Transferee Company") is a public company incorporated on 24th November, 2015 under the provisions of the Companies Act, 2013 in the name and style of Arvind True Blue Limited. The name of the company was changed to Arvind Polymer Textiles Limited with effect from 11th April, 2023 and was further changed to Arvind Advanced Materials Limited with effect from 7th December 2023 under the corporate identification number U52100GJ2015PLC085165, having its registered office situated at Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad- 380025 in the state of Gujarat. The Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials. The Transferee Company is wholly owned subsidiary company of the Transferor Company. The Permanent Account Number of the Applicant Transferee Company is AAOCA0656R.
- (ii) There is no change in Object Clause of the Transferee Company in the last five years except:
- The alteration in the Memorandum by amending sub-clause 1 of Clause III was made by the Special Resolution passed at the Extraordinary General Meeting held on 25th March, 2022.
 - The alteration in the Memorandum by adding sub-clause 2 of Clause III(A) was made by the Special Resolution passed at the Extraordinary General Meeting held on 01st February 2023.
 - The alteration in the Memorandum by altering Clause III(A) was made by the Special Resolution passed at the Extraordinary General Meeting held on 04th May, 2024.

(iii) The Authorised, Issued, Subscribed and Paid-up Share Capital of AAML as on 31st March, 2024 and as on the date of Notice is as under:-

As on 31st March, 2024:

| Particulars | Rupees |
|---|---------------------|
| Authorised Share Capital | |
| 1,09,25,000 equity shares of ₹ 10/- each 8,19,00,000 preference shares of ₹ 10/- each | 92,82,50,000 |
| Total | 92,82,50,000 |
| Issued, Subscribed and Paid Up Share Capital | |
| 11,429 equity shares of ₹ 10/- each | 1,14,290 |
| Total | 1,14,290 |

As on the date of Notice:

| Particulars* | Rupees |
|--|---------------------|
| Authorised Share Capital | |
| 9,28,25,000 equity shares of ₹ 10/- each | 92,82,50,000 |
| Total | 92,82,50,000 |
| Issued, Subscribed and Paid Up Share Capital | |
| 2,50,00,000 equity shares of ₹ 10/- each | 25,00,00,000 |
| Total | 25,00,00,000 |

*The change in Authorized Share Capital of AAML between 31st March, 2024 and as on the date of notice is due to reclassification of un-issued Preference Share Capital to the Equity Share Capital and change in equity paid up share capital is due to allotment of additional equity shares by AAML to AL pursuant to Rights issue.

Shares of the Applicant Transferee Company are not listed on any of the Stock Exchanges.

(iv) **The main objects of AAML as per Memorandum of Association are as under:**

Main Objects:

To carry on the business of designing, developing, producing, manufacturing, processing, selling offline and/or online, buying, importing, exporting, distributing as wholesalers and/or retailers, supplying, act as franchisors or franchisees & other related activities for either by itself or through other agencies for the following:

- Spun yarns, filaments, threads, woven or nonwoven fabrics, processing, converted thereon in garments/bags/accessories using required processes and/or technologies for various Industry applications.
- Advanced Composites (Fibre Reinforced Composites, Particulate Composites, Natural fibre Composites, Metal Matrix, Ceramic Matrix Composites, Laminates) based on different fibres & resins for various Industry applications.
- Polyurethane, polyols, polyester, PVC cotton fabrics, plastics, emulsions, synthetic leather cloth, plastic foams and sheets, footwear materials, all types of synthetic rubber and elastomers, lattices and formulations thereof.
- Specialized Fibres based on, including but not limited to, glass, carbon, aramid, polyester, nylon, basalt, graphene and other natural fibres.
- Processing of such fibres in Fabrics & Matts.
- Rejuvenating equipments and related accessories.
- All kinds of safety equipments and personal protection equipments.
- Specialty Resins & Chemicals.
- All incidental products and by- products materials stated above

(v) Arvind Advanced Materials Limited, the Applicant Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials. During the financial year ended on 31st March, 2024, AAML had total income of ₹ 99.27 crores. The net profit was to the tune of ₹ 5.27 crores. Copy of Audited financial Results as on 31st March, 2024 and Unaudited Financial Results as on 31st December, 2024 are annexed herewith as **Annexure-10**.

(vi) The details of the Promoters of the Applicant Transferee Company as on the date of the Notice are as under:

| Sr. No | Name of Promoter | No of Shares held | % of Shareholding |
|--------|---|--------------------|-------------------|
| 1. | Arvind Limited(CIN:L17119GJ1931PLC000093)(alongwith Nominees) | 2,50,00,000 | 100% |
| | TOTAL | 2,50,00,000 | 100.00% |

(vii) The details of the Directors of the Applicant Transferee Company as on the date of the Notice are as under:

| Sr. No | Name of Directors | DIN | No of Shares Held | Designation |
|--------|-------------------------------|----------|-------------------|-------------|
| 1. | Mr. Susheel Kumar Kaul | 08208011 | - | Director |
| 2. | Mr. Bhavesh Bipinchandra Shah | 08813073 | - | Director |
| 3. | Mr. Pranav Govardhan Dave | 09045130 | - | Director |

7. Relationship Subsisting Between the Applicant Transferor Company and the Applicant Transferee Company:

The Applicant Transferee Company is a wholly owned subsidiary of the Applicant Transferor Company. The Applicant Transferee Company is a Related Party of the Applicant Transferor Company as per the Companies Act, 2013. There is no common Director on the Board of the Applicant Transferor Company and the Applicant Transferee Company except Mr. Susheel Kaul. Apart from the above, there is no other relationship between the Applicant Transferor Company and the Applicant Transferee Company.

8. Rationale and Salient Features of the Scheme:

The Transferor Company and the Transferee Company are part of the same group ('Arvind Group') and are owned, controlled and managed by the management of the Arvind Group. The present arrangement would inter alia, result in the following main benefits for the abovementioned companies:

- Consolidation of advanced materials business undertaken by the Transferor Company and its wholly owned subsidiary into single entity.
- Focused management and leadership attention for the Advanced Materials Business.
- Emergence of the Transferee Company as a predominantly advanced materials focused company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth.
- Value Creation for stakeholders
- Streamlining operating structure
- Greater efficiencies in operations with optimum utilization of resources, increased cost saving are expected to flow from focused operational efforts, rationalization, standardization and simplification of business process and optimum utilization of resources.

Further, the proposed transfer of Advanced Materials Undertaking is a strategic initiative for unlocking long-term value for all the stakeholders. This initiative will enable the undertaking to pursue a focused long term growth strategy and explore opportunities for raising capital. The standalone structure is expected to enhance visibility, operational agility and investor interest, thereby maximizing value creation.

Salient features of the Scheme:

1. “Definitions:

- (ii) **“Advanced Materials Undertaking”** means all the advanced materials business comprising of all business units/plants situated at various locations in and around Ahmedabad and Gandhinagar in the state of Gujarat, assets, properties, and liabilities of whatsoever nature and kind, and wherever situated, including reserves/retained earnings relating to the said undertaking, of the Transferor Company, in relation to and pertaining to the advanced materials business to be transferred to the Transferee Company and shall include without limitation;
- all assets and liabilities of the Transferor Company pertaining to the advanced materials business;
 - without prejudice to the generality of the provisions of (a) above, the Advanced Materials Undertaking shall include:
 - all properties and assets of the Transferor Company, including all movable or immovable, investments, freehold, leasehold or licensed, tenancy rights, hire purchase and lease arrangements, real or personal, corporeal or incorporeal or otherwise, present, future, contingent, tangible or intangible, security deposits, capital work in progress, easementary rights, rights of way associated with developing such infrastructure and every associated right, plant and machinery, capital work in progress, furniture, fixtures, office equipment, appliances, accessories, vehicles, all stocks, sundry debtors, deposits, provisions, advances, recoverables, receivables, title, interest, cash and bank balances, bills of exchange, covenants, all earnest monies, security deposits, or other entitlements, funds, powers, authorities, licences, registrations, quotas, allotments, consents, privileges, liberties, advantages, easements and all the rights, title, interests, goodwill; benefits, fiscal incentives, entitlement and advantages, contingent rights or benefits belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company with respect to the advanced materials business;
 - all contracts, agreements, schemes, arrangements and any other instruments for the purpose of carrying on the business of the advanced materials business;
 - all tax credits, refunds, reimbursements, claims, concessions, exemptions, benefits under Tax Laws including sales tax deferrals and minimum alternate tax paid under section 1151A /1151B of the Income Tax Act, advance taxes, tax deducted at source, right to carry forward and set-off accumulated losses and unabsorbed depreciation, if any, deferred tax assets, minimum alternate tax credit, goods and service tax credit, deductions and benefits under the Income Tax Act with respect to the advanced materials business; and
 - all debts, borrowings and liabilities, whether present, future or contingent or deferred tax liabilities, whether secured or unsecured of the Advanced Materials Undertaking including but not limited to all other debts, duties, obligations and liabilities pertaining to the advanced materials business.
 - all permits, licences, approvals, registrations, quotas, incentives, powers, authorities, allotments, consents, rights, benefits, advantages, municipal permissions, trademarks, designs, copyrights, patents and other intellectual property rights of the Transferor Company pertaining to the advanced materials business, whether registered or unregistered and powers of every kind, nature and description whatsoever, whether from the government bodies or otherwise, pertaining to or relating to the advanced materials business;
 - entire experience, credentials, past record and market share of the Transferor Company pertaining to the advanced materials business;
 - all books, records, files, papers, engineering and process information, computer programs, software licenses (whether proprietary or otherwise), drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to the advanced materials business; and
 - all employees / workers of the Transferor Company engaged in the advanced materials business;
- Any question that may arise as to whether a specific asset (tangible or intangible) or liability or employee pertains or does not pertain to the Advanced Materials Undertaking shall be decided mutually by the Boards of the Transferor Company and the Transferee Company.
- (iv) **“Appointed Date”** means 1st April, 2024 or any other date as approved by NCLT;
- (viii) **“Effective Date”** means the day on which last of the conditions specified in Clause 15 (Conditions Precedent) of this Scheme are complied with or otherwise duly waived and necessary orders, approvals and consents referred to therein have been obtained;
- Reference in this Scheme to the date of “coming into effect of this Scheme” or “effectiveness of this Scheme” or “effect of this Scheme” or “upon the Scheme becoming effective” shall mean the Effective Date;
- (xiii) **“Remaining Undertaking”** means all of the businesses, units, divisions, undertaking, and assets and liabilities of Transferor Company other than the Advanced Materials Undertaking;
- (xix) **“Slump Sale”** means the sale of an undertaking on a going concern basis as defined under Section 2(42C) of the Income Tax Act and “as-is where-is” basis, for a lump sum consideration without values being assigned to the individual assets and liabilities;

4. TRANSFER AND VESTING OF THE ADVANCED MATERIALS UNDERTAKING

- 4.1 With effect from the Appointed Date and upon this Scheme coming into effect, the Advanced Materials Undertaking shall pursuant to Sections 230 to 232 of the Act, without any further act, instrument or deed, be transferred from the Transferor Company to and be vested in or be deemed to have been transferred to and vested in the Transferee Company as a going concern on Slump Sale basis so as to become an undertaking of the Transferee Company on and from the Appointed Date.
- 4.2 In respect of such assets and properties including plant and machinery (including but not limited to all intangible assets) forming part of the Advanced Materials Undertaking which are movable in nature or are otherwise capable of transfer by delivery or possession or by endorsement, the same shall stand transferred from the Transferor Company to the Transferee Company upon coming into effect of this Scheme and shall, ipso facto and without any other or further order to this effect, become the assets and properties of the Transferee Company without requiring any deed or instrument of conveyance for transfer of the same.

- 4.3 With respect to the assets of the Advanced Materials Undertaking other than those referred to in Clause 4.2 above and Clause 4.4 below, including all rights and interests in the agreements (including agreements for lease or license of the properties), sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, balances & deposits, if any, with any Appropriate Authority, customers and other Persons, whether or not the same is held in the name of the Transferor Company, the same shall, without any further act, instrument or deed, be transferred to and/ or be deemed to be transferred to the Transferee Company, with effect from the Appointed Date by operation of law as transmission in favour of the Transferee Company.
- 4.4 With regard to assets such as leases or licenses of the properties, the Transferee Company will enter into novation agreements, if it is so required.
- 4.5 In respect of the occupancy, lease and usage rights of the land and building, the same shall stand transferred to the Transferee Company with effect from the Appointed Date, without any act or deed or conveyance being required to be done or executed by the Transferor Company and/ or the Transferee Company. The occupancy and usage rights of the land and building are hereby transferred in favour of the Transferee Company by the Transferor Company as an integral part of the Scheme. This transfer shall also be subject to terms and conditions of lease agreements stipulated by Government for the lease. For this purpose, if required, the Transferor and Transferee Companies shall register the true copy of the order of the Tribunal approving the Scheme with the offices of the relevant Sub-registrar of Assurances or similar registering authority having jurisdiction over the location of such land and building and shall also execute and register, as required, such other documents which may be necessary in this regard and no separate instrument including the one which creates the occupancy and usage rights in the land and building will be required to be registered separately.
- 4.6 Upon effectiveness of this Scheme, liabilities forming part of the Advanced Materials Undertaking, as on the Appointed Date shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Transferee Company and the Transferee Company shall meet, discharge and satisfy the same. In so far as indirect Tax liabilities are concerned, in particular, any liability with respect to the goods and services tax, value added tax, purchase tax, sales tax or any other duty or tax in relation to the Advanced Materials Undertaking, shall be treated as liabilities of the Transferee Company.
- 4.7 In so far as assets comprised in the Advanced Materials Undertaking are concerned, the security by way of existing charges, mortgages or other encumbrances, if any, over or in respect of any such assets relating to any loans or borrowings of the Transferor Company which are not transferred to the Transferee Company shall, without any further act, deed or instrument, be and stand released and discharged from the same and such assets shall no longer be available as security in relation to those loans or borrowings of the Transferor Company.
- 4.8 In respect of unutilized input credits of goods and services tax of the Transferor Company, the portion which will be attributed to the Advanced Materials Undertaking and be transferred to the Transferee Company shall be determined by the Board of the Transferor Company in accordance with Applicable Law.
- 4.9 Upon the Scheme becoming effective, the Transferor Company and the Transferee Company shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/ or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme. It is further clarified that the Transferee Company shall be entitled to claim deduction under Section 43B of the Income Tax Act in respect of the unpaid liabilities transferred to it as part of the Advanced Materials Undertaking to the extent not claimed by the Transferor Company, as and when the same are paid subsequent to the Appointed Date.
- 4.10 Subject to Clause 4 and any other provisions of the Scheme, in respect of any refund, benefit, incentive, grant or subsidy in relation to or in connection with the Advanced Materials Undertaking, the Transferor Company shall, if so required by the Transferee Company, issue notices in such form as Transferor and Transferee Companies may mutually agree stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grant or subsidy be paid or made good to or held on account of the Transferee Company, as the Person entitled thereto, to the end and intent that the right of the Transferor Company to recover or realise the same stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 4.11 On and from the Effective Date, all cheques and other negotiable instruments and payment orders received or presented for encashment which are in the name of the Transferor Company, in relation to or in connection with the Advanced Materials Undertaking, shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company.
- 4.12 Without prejudice to the foregoing provisions of this Clause 4 and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company may execute any and all instruments or documents and do all such acts, things and deeds as may be required, including filing of necessary particulars and/ or modification(s) of charges(s), with the concerned ROC of filing of necessary applications, notices, intimations, or letters with any Appropriate Authority or Person to give effect to the Scheme.
- 4.13 Permits, including the benefits attached thereto, pertaining to the Advanced Materials Undertaking shall be transferred to the Transferee Company from the Appointed Date, without any further act, instrument or deed and shall be appropriately mutated or endorsed by the Appropriate Authorities concerned therewith in favour of the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms, obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company to carry on the operations pertaining to the Advanced Materials Undertaking without any hindrance, whatsoever.
- 4.14 On coming into effect of this Scheme, without any further act or deed and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, engagements, arrangements and other instruments (including all tenancies, leases, licences and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) of whatsoever nature in relation to the Advanced Materials Undertaking (other than those taken for the Transferor Company as a whole or without reference to specific assets pertaining to the Advanced Materials Undertaking) to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, or under which the Transferor Company has any obligations to discharge and which are subsisting or having effect shall, without any further act, instrument or deed, continue in full force and effect in favour of, by, for or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.
- 4.15 Any assets acquired by the Transferor Company after the Appointed Date but prior to the Effective Date pertaining to the Advanced Materials Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the Transferee Company upon the coming into effect of this Scheme.

4.16 On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company, in relation to or in connection with the Advanced Materials Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in relation to or in connection with the Advanced Materials Undertaking of the Transferor Company, in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Advanced Materials Undertaking to the Transferee Company under this Scheme have been formally given effect to under such contracts and/ or transactions.

4.17 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Advanced Materials Undertaking occurs by virtue of this Scheme, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme.

7. CONSIDERATION

7.1 In consideration for the proposed transfer and vesting of the Advanced Materials Undertaking, the Transferee Company shall pay to the Transferor Company a lump sum cash consideration of ₹ 90.36 crores detailed as under:

7.2 The consideration for the transfer of the Advanced Materials Undertaking, as mentioned in Clause 7.1 above, shall be payable by the Transferee Company to the Transferor Company, in one or more tranches, with or without interest within a period of six months from the Effective Date.

7.3 Further, the Transferor and Transferee Companies may agree that for the whole or part of the consideration, (i) the Transferee Company may issue to the Transferor Company one or more debt securities carrying such interest / return and on such terms and conditions to be mutually agreed between the Transferor and Transferee Company; and (ii) the Transferee Company may convert it into an interest-bearing loan on terms and conditions to be mutually agreed between the Transferor and Transferee Company.

7.4 The aforesaid amount payable by way of cash consideration is after accounting adjustments or intercompany transactions including reserves/ retained earnings of the Transferor Company relating to Advanced Materials Undertaking.

8. ACCOUNTING TREATMENT

8.1 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY

Notwithstanding anything to the contrary contained herein, the Transferor Company shall account for the transfer of the Advanced Materials Undertaking in its books of accounts on the Appointed Date in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and the generally accepted accounting principles in India

- Upon the Scheme becoming effective, the Transferor Company will reduce the carrying value of all the assets and liabilities of the Advanced Materials Undertaking, as appearing in the books of account of the Transferor Company, being transferred to and vested in the Transferee Company, from the respective carrying value of assets and liabilities of the Transferor Company
- The difference, if any, between the carrying value of the assets and liabilities of the Advanced Materials Undertaking transferred to the Transferee Company and the consideration received/receivable will be adjusted against Retained earnings under the head "Other Equity".

8.2 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEE COMPANY

Since the transaction involves entities which are under common control before and after Slump Sale, the Transferee Company shall account for the transfer and vesting of Advanced Materials Undertaking (which qualifies as 'Business' as per the definition mentioned in IND AS 103) as per the 'Pooling of interest method' in its books of accounts in accordance with Appendix C 'Business combinations of entities under common control' of the IND AS 103 'Business Combinations' prescribed under Section 133 of the Act as enumerated below:

- (a) All identifiable assets and the liabilities acquired, including reserves/retained earnings related to the Advanced Materials Undertaking, shall be recorded at their respective carrying values as appearing in the books of accounts of the Transferee Company as on Appointed Date;
- (b) The identity of the reserves transferred by the Transferor Company relating to the Advanced Materials Undertaking, as mentioned in (a) above, shall be preserved and shall appear in the books of accounts of the Transferee Company in the same manner and form, in which they appeared in the books of accounts of the Transferor Company.
- (c) The balance, if any, between the consideration provided under clause 7 above and aggregate effect of clause (a) and (b) above shall be adjusted to the Capital reserve.
- (d) Accordingly, the reserves mentioned in clause (b) and (c) above which are available for distribution as dividend earlier would also be available for distribution as dividend after Scheme becoming effective by the Transferee Company.
- (e) Expenses incurred for implementation of the Scheme and for the transfer of Advanced Materials Undertaking shall be adjusted to the reserves and surplus account of the Transferee Company.

9. REMAINING UNDERTAKING

9.1 The Remaining Undertaking shall continue to belong to and be owned and managed by the Transferor Company. The Transferor Company shall continue to be liable to perform and discharge all its liabilities and obligations in relation to the Remaining Undertaking and the Transferee Company shall not have any liability or obligations in relation to the Remaining Undertaking.

9.2 If the Transferee Company is in receipt of any demand, claim, and notice and/ or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Remaining Undertaking, the Transferee Company shall take all such steps in the proceedings before the Appropriate Authority to substitute the Transferee Company with the Transferor Company. However, if the Transferee Company is unable to get the Transferor Company so substituted in such proceedings, it shall defend the same or deal with such demand in accordance with the advice of the Transferor Company and at the cost of the Transferor Company and the latter shall reimburse the Transferee Company, against all liabilities and obligations incurred by or against the Transferee Company, in respect thereof."

THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF ARRANGEMENT, THE EQUITY SHAREHOLDERS AND CREDITORS OF THE APPLICANT TRANSFEROR COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF ARRANGEMENT TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

9. The proposed Scheme was placed before the Independent Directors and Audit Committee Meeting of AL, the Applicant Transferor Company held on 6th May, 2024 as well as Board of Directors of both the Applicant Companies on 6th May, 2024. Copy of the Independent Directors Report and Audit Committee Report is attached herewith as **Annexure 2**. Since the Scheme envisages consideration in terms of money value and not by shares, no shares are proposed to be issued by the Applicant Transferee Company towards consideration. The Board of Directors of both the Applicant Companies passed a resolution by which it was resolved that the Scheme of Arrangement involving transfer of the Advanced Materials Undertaking placed before the Board be submitted to National Company Law Tribunal. Copies of the Board Resolutions are attached herewith as **Annexure 3**. The Applicant Transferor Company has received observation letter regarding the Scheme from both BSE and NSE on 22nd October, 2024 and 23rd October, 2024, respectively which are annexed herewith as **Annexure 4**.

Pursuant to the same, the Application has been filed jointly by both the Applicant Companies, before the Ahmedabad Bench of the National Company Law Tribunal for the sanction of the Scheme under Section 230 read with Section 232 of the Companies Act, 2013.

10. Directors, Promoters and Key Managerial Personnel:

- The Directors of both the Applicant Companies may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the Applicant Companies, or to the extent the said Directors are common Directors in the Applicant Companies, or to the extent the said Directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in any of the Applicant Companies.
- Key Managerial Personnels (KMPs) other than Directors and their relatives may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding directly in the respective Companies that are the subject of the Scheme. None of the KMPs hold shares in any of the Applicant companies.
- Save as aforesaid, none of the Directors and KMPs of the Applicant Transferor Company and the Transferee Company and their relatives have any material concern or interest, financial and / or otherwise in the Scheme.

11. The pre-Scheme and post-Scheme shareholding patterns of both the Applicant Companies are annexed as **Annexure 7**. As there will be no issue of shares by the Applicant Transferee Company to any shareholders of the Applicant Transferor Company pursuant to Scheme, there would be no change in the pre and post shareholding patterns of the Companies solely pursuant to the Scheme coming into effect.

12. The Statutory Auditors' certificates dated 6th May, 2024 for both Applicant Companies issued by M/s. Deloitte Haskins & Sells LLP (for Transferor Company) and M/s. Sorab S. Engineer & Co. (for Transferee Company) certifying that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 are annexed herewith as **Annexure 8**.

13. The proposed Scheme of Arrangement is between a Parent Company and its wholly owned subsidiary and in the nature of Slump Sale of an Undertaking for Cash Consideration. There is not going to be any change in the Shareholding pattern of the Applicant Transferor Company viz. Arvind Limited. Under Para 4 (b) the applicable SEBI Circular being the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, it is not required to obtain the Valuation Report for the proposed transfer. Also, the Fairness Opinion, which is required to be made on valuation of assets/shares done by the Valuer, is also not applicable.

In consideration for the proposed transfer and vesting of the Advanced Materials Undertaking at book value as on 31st March, 2024, the Transferee Company shall pay to the Transferor Company a lump sum cash consideration of ₹ 90.36 crores (after adjusting retained earnings of ₹ 474.65 crores pertaining to Advanced Materials Undertaking).

The consideration is proposed to be discharged first out of internal accruals by the Transferee Company and in case of balance if any, out of issue of debt securities to the Transferor Company.

14. The copy of the proposed Scheme was filed by the Companies before the concerned Registrar of Companies on 17th April, 2025.

15. Details of capital or debt restructuring, if any – Nil

16. Amounts due to secured creditors (as on 31st December, 2024)

| | |
|------|-------------------|
| AL | ₹ 1,359.25 Crores |
| AAML | NIL |

17. Amounts due to unsecured creditors (Including creditors towards Lease Liabilities) (as on 31st December, 2024)

| | |
|------|-------------------|
| AL | ₹ 1,746.80 Crores |
| AAML | ₹ 88.82 Crores |

18. Disclosure about Effect of the Compromise or Arrangement on:

As far as the Equity Shareholders of the Applicant Transferor Company and the Applicant Transferee Company are concerned (Promoter Shareholders as well as non-promoter shareholders), there will be no dilution in their shareholding in their respective Companies and their rights and interests would not be prejudicially affected by the Scheme. The Scheme is not expected to have any adverse effect on the KMPs, Directors, Promoters, Non-Promoter Members, Depositors, Creditors and employees of the Applicant Transferor Company and the Applicant Transferee Company, wherever relevant.

Report adopted by the Board of Directors of the Applicant Transferor Company and the Applicant Transferee Company, at their respective Meetings held on 6th May, 2024, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 explaining the effect of Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and Non-Promoter Shareholders are annexed herewith as **Annexure 6**.

19. There are no investigations or proceedings pending against the Applicant Companies under the Companies Act, 2013.

20. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.

- Notice under Section 230(5) of Companies Act, 2013 is being given to (i) the Central Government through Regional Director, North-Western Region; (ii) the Registrar of Companies, Gujarat, (iii) BSE Limited; (iv) National Stock Exchange of India Limited; (v) The Securities and Exchange Board of India; (vi) Reserve Bank of India and (vii) Income Tax Authorities in respect of all Companies, wherever applicable
- BSE was appointed as the designated Stock Exchange by the Applicant Transferor Company for the purpose of coordinating with the SEBI, pursuant to SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023.

- The Applicant Transferor Company has received observation letter regarding the Scheme from both BSE and NSE on 22nd October, 2024 and 23rd October, 2024, respectively which are annexed herewith as **Annexure 4**.
 - As required by the SEBI Master Circular, the Applicant Transferor Company has filed Nil Complaint Report with both BSE and NSE on 25th June, 2024 and 5th August, 2024 respectively, which are annexed herewith as **Annexure 5**.
 - Both the Applicant Transferor Company and the Applicant Transferee Company or any of them would obtain such necessary approvals/sanctions/no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, if so required.
 - The application along with the requisite annexures thereto were filed by the Companies with NCLT on 3rd March, 2025.
- 21.** The information pertaining to the Applicant Transferee Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is enclosed herewith as **Annexure 11**.
- 22.** Additional Information required to be disclosed pursuant to the Observation Letters dated 22nd October, 2024 and 23rd October, 2024 issued by BSE and NSE respectively are annexed herewith as **Annexure 12**.
- 23. General:**
- i. The meeting of the Board of Directors of Arvind Limited, held on 6th May, 2024, was attended by 8 (Eight) directors (namely Mr. Sanjay S. Lalbhai, Mr. Punit S. Lalbhai, Mr. Kulin S. Lalbhai, Mr. Jayesh K Shah, Dr. Bakul H. Dholakia, Mr. Dileep Choksi, Ms. Ismet Khambatta and Mr. Nilesh Shah. Mr. Arpit Patel was granted leave of absence from attending the meeting. None of the directors of the Transferor Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors, who attended the meeting.
 - ii. The meeting of the Board of Directors of Arvind Advanced Materials Limited, held 6th May, 2024 was attended by 3 (Three) directors (namely Mr. Susheel Kaul, Mr. Bhavesh Shah and Mr. Pranav Dave). No director was absent from the meetings. None of the directors of Transferee Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors, who attended the meeting.
 - iii. The rights and interests of the Equity Shareholders, Secured or Unsecured Creditors of the Applicant Companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner.
 - iv. There are no winding up proceedings or any proceedings under the Insolvency and Bankruptcy Act pending against any of the Applicant Companies as of date.
 - v. The following additional documents will be open for inspection to the Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Transferor Company at the Registered Office between 11:00 a.m. to 01:00 p.m. on all working days (except Saturday and Sunday) upto one day prior to the date of Meeting:
 1. Audited Financial Results of both the Applicant Companies as on 31st March , 2024;
 2. Unaudited Financial Results of both the Applicant Companies as on 31st December, 2024;
 3. Papers and proceedings in Company Application No. C.A. (CAA)/11(AHM)2025 including certified copy of the Order of the Ahmedabad Bench of the National Company Law Tribunal in the said Company Application dispensing with the Meetings of Equity Shareholders of Applicant Transferee Company and directing the convening and holding of the Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Transferor Company and Unsecured Creditors of Applicant Transferee Company;
 4. Copy of Scheme of Arrangement;
 5. Memorandum of Association and Articles of Association of both Applicant Companies;
 6. Copy of the Statutory Auditors' certificates dated 6th May, 2024 for both Applicant Companies issued by M/s. Deloitte Haskins & Sells LLP (for Transferor Company) and M/s. Sorab S. Engineer & Co. (for Transferee Company) certifying that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013
 7. Copies of the resolutions passed by the Board of Directors of Applicant Transferor Company and Applicant Transferee Company dated 6th May, 2024, approving the Scheme.
 - vi. A copy of the Scheme, Explanatory Statement may be obtained free of charge on any working day (except Saturday and Sunday) from the Registered Office of the Applicant Companies or / and at the office of Advocates Mrs. Swati Saurabh Soparkar, situated at 301, Shivalik 10, Opp. SBI Zonal Office, S.M. Road, Ambawadi, Ahmedabad - 380 015, in the state of Gujarat.
 - vii. This statement may be treated as an Explanatory Statement under Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.

BIMAL RANJAN GARG
CHAIRMAN APPOINTED FOR THE MEETING
C.A. (CAA)/II(AHM) 2025
NCLT (AHM) DIV. BN.-1-Ahmedabad

Dated this 18th April, 2025
 Place: Ahmedabad

Registered Office:
 Naroda Road, Ahmedabad-382 345
 CIN: L17119GJ1931PLC000093
 Phone: +91 79 68268109
 Website: www.arvind.com
 Email: investor@arvind.in

SCHEME OF ARRANGEMENT

BETWEEN

ARVIND LIMITED

AND

ARVIND ADVANCED MATERIALS LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS
OF THE COMPANIES ACT, 2013**



A. PREAMBLE

This scheme of arrangement between (i) Arvind Limited ("Transferor Company") (as *defined hereinafter*) and its shareholders and creditors; and (ii) Arvind Advanced Materials Limited ("Transferee Company") (as *defined hereinafter*) and its shareholders and creditors ("Scheme") provides for transfer and vesting of the Advanced Materials Undertaking (as *defined hereinafter*) from Transferor Company to Transferee Company as a *going concern* on Slump Sale (as *defined hereinafter*) basis with effect from Appointed Date (as defined hereinafter), under Sections 230 to 232 and other applicable provisions of the Act (as *defined hereinafter*). This Scheme also provides for various other matters consequent, incidental, supplemental and / or otherwise integrally connected thereto.

B. BACKGROUND OF THE COMPANIES

- (i) Arvind Limited, the ("Transferor Company") is a public listed company incorporated on 1st June 1931, under the provisions of the Indian Companies Act, 1913 in the name and style of The Arvind Mills Limited under the corporate identity number L17119GJ1931PLC000093, having its registered office situated at Naroda Road, Ahmedabad - 380025, in the state of Gujarat. The name of the company was changed to Arvind Limited with effect from 15th April 2008. Over a period of time, the structure of the company has undergone several changes under several Schemes of Arrangements. The Transferor Company is engaged, inter alia, in businesses spanning the entire value chain of textiles either directly or through its subsidiaries and joint ventures with other entities. The equity shares of the Transferor Company are listed on BSE Limited and the National Stock Exchange of India Limited. The Transferor Company was originally incorporated for manufacturing and marketing of textile products. However, it has grown and diversified in several distinct business activities through different undertakings/subsidiaries. The present main business segments of the Transferor Company includes (i) Textiles business comprising of manufacturing and supply of woven, denim and garment products and (ii) Advanced Materials business comprising of manufacturing and supply of products relating to human protection, industrial and composites etc.



- (ii) Arvind Advanced Materials Limited, the ("Transferee Company") is a public company incorporated on 24th November, 2015 under the provisions of the Companies Act, 2013 in the name and style of Arvind True Blue Limited. The name of the company was changed to Arvind Polymer Textiles Limited with effect from 11th April, 2023 and was further changed to Arvind Advanced Materials Limited with effect from 7th December 2023 under the



corporate identity number U52100GJ2015PLC085165, having its registered office situated at Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad- 380025 in the state of Gujarat. The Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials. The Transferee Company is wholly owned subsidiary company of the Transferor Company.

C. RATIONAL OF THE SCHEME

The present arrangement would inter alia, result in the following main benefits for the abovementioned companies:

- (i) Consolidation of advanced materials business undertaken by the Transferor Company and its wholly owned subsidiary into single entity.
- (ii) Focused management and leadership attention for the Advanced Materials Business.
- (iii) Emergence of the Transferee Company as a predominantly advanced materials focused company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth.
- (iii) Value Creation for stakeholders
- (iv) Streamlining operating structure
- (v) Greater efficiencies in operations with optimum utilization of resources, increased cost saving are expected to flow from focused operational efforts, rationalization, standardization and simplification of business process and optimum utilization of resources.

In view of the aforesaid advantages, the Board of Directors of both the Companies have considered and proposed Scheme of Arrangement under the provisions of Section 230 to Section 232 of the Companies Act, 2013.



The present Scheme of Arrangement is proposed for the transfer and vesting of the Advanced Materials Undertaking of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis in accordance with Section 2(42C) of the Income Tax Act 1961.



The Scheme is in the interest of the Transferor Company, the Transferee Company and their respective stakeholders.

1. DEFINITIONS

1.1 In this Scheme, (i) capitalised terms defined by inclusion in quotations and/ or parenthesis shall have the meanings so ascribed; and (ii) the following expressions shall have the meanings ascribed hereunder:

- (i) **"Act"** means the Companies Act, 2013 and rules and regulations made there under as may be applicable, including any statutory modification, re-enactments or amendments thereof;
- (ii) **"Advanced Materials Undertaking"** means all the advanced materials business comprising of all business units/plants situated at various locations in and around Ahmedabad and Gandhinagar in the state of Gujarat, assets, properties, and liabilities of whatsoever nature and kind, and wherever situated, including reserves/retained earnings relating to the said undertaking, of the Transferor Company, in relation to and pertaining to the advanced materials business to be transferred to the Transferee Company and shall include without limitation;
 - a) all assets and liabilities of the Transferor Company pertaining to the advanced materials business;
 - b) without prejudice to the generality of the provisions of (a) above, the Advanced Materials Undertaking shall include;
 - i. all properties and assets of the Transferor Company, including all movable or immovable, investments, freehold, leasehold or licensed, tenancy rights, hire purchase and lease arrangements, real or personal, corporeal or incorporeal or otherwise, present, future, contingent, tangible or intangible, security deposits, capital work in progress, easementary rights, rights of way associated with developing such infrastructure and every associated right, plant and machinery, capital work in progress, furniture, fixtures, office equipment, appliances, accessories, vehicles, all stocks, sundry debtors, deposits, provisions, advances, recoverables, receivables, title, interest, cash and bank balances, bills of exchange, covenants, all earnest monies, security deposits, or other entitlements, funds, powers, authorities, licences, registrations, quotas, allotments, consents, privileges, liberties, advantages, easements and all the rights, title, interests, goodwill; benefits, fiscal incentives, entitlement and advantages, contingent rights or benefits belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed



by the Transferor Company with respect to the advanced materials business;

- ii. all contracts, agreements, schemes, arrangements and any other instruments for the purpose of carrying on the business of the advanced materials business;
- iii. all tax credits, refunds, reimbursements, claims, concessions, exemptions, benefits under Tax Laws including sales tax deferrals and minimum alternate tax paid under section 1151A /115JB of the Income Tax Act, advance taxes, tax deducted at source, right to carry forward and set-off accumulated losses and unabsorbed depreciation, if any, deferred tax assets, minimum alternate tax credit, goods and service tax credit, deductions and benefits under the Income Tax Act with respect to the advanced materials business; and
- iv. all debts, borrowings and liabilities, whether present, future or contingent or deferred tax liabilities, whether secured or unsecured of the Advanced Materials Undertaking including but not limited to all other debts, duties, obligations and liabilities pertaining to the advanced materials business.
- c) all permits, licences, approvals, registrations, quotas, incentives, powers, authorities, allotments, consents, rights, benefits, advantages, municipal permissions, trademarks, designs, copyrights, patents and other intellectual property rights of the Transferor Company pertaining to the advanced materials business, whether registered or unregistered and powers of every kind, nature and description whatsoever, whether from the government bodies or otherwise, pertaining to or relating to the advanced materials business;
- d) entire experience, credentials, past record and market share of the Transferor Company pertaining to the advanced materials business;
- e) all books, records, files, papers, engineering and process information, computer programs, software licenses (whether proprietary or otherwise), drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to the advanced materials business; and



- f) all employees / workers of the Transferor Company engaged in the advanced materials business;

Any question that may arise as to whether a specific asset (tangible or intangible) or liability or employee pertains or does not pertain to the Advanced Materials Undertaking shall be decided mutually by the Boards of the Transferor Company and the Transferee Company,

- (iii) **"Applicable Law" or "Law"** means any applicable national, foreign, provincial, local or other law including applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Transferor and Transferee Companies; (b) Permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Transferor and Transferee Companies as may be in force from time to time;
- (iv) **"Appointed Date"** means 1st April 2024 or any other date as approved by Tribunal;
- (v) **"Appropriate Authority"** means:
- (a) the government of any jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, tribunal, central bank, commission or other authority thereof;
- (b) any governmental, quasi-governmental or private body or agency lawfully exercising or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, Tax, importing, exporting or other governmental or quasi- governmental authority including without limitation, SEBI, and the Tribunal; and
- (c) any stock exchange.
- (vi) **"Board"** in relation to the Transferor Company and the Transferee Company as the case may be means board of directors of the respective company, and shall include a committee of directors or any person authorized by such board of directors or such committee of directors duly constituted and authorized for



matters pertaining to this Scheme or any other matter relating thereto.

- (vii) "**Committee of Directors**" means any committee as constituted by the Board of Directors.
- (viii) "**Effective Date**" means the day on which last of the conditions specified in Clause 15 (Conditions Precedent) of this Scheme are complied with or otherwise duly waived and necessary orders, approvals and consents referred to therein have been obtained;

Reference in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "effect of this Scheme" or "upon the Scheme becoming effective" shall mean the Effective Date;

- (ix) "**Encumbrances**" means any mortgage, charge, pledge, lien, hypothecation, assignment, escrow arrangement, trust arrangement, title retention or other arrangement of any kind having the effect of conferring security or interest or right of any nature whatsoever on the assets of the Company.
- (x) "**Income Tax Act**" means Income Tax Act 1961.
- (xi) "**Permits**" means all consents, licences, permits, certificates, permissions, authorisations, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations, filings, no objections, whether governmental, statutory, regulatory or otherwise as required under the Applicable Law;
- (xii) "**Person**" means an individual, a partnership, a corporation, a limited liability partnership, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization or an Appropriate Authority;
- (xiii) "**Remaining Undertaking**" means all of the businesses, units, divisions, undertaking, and assets and liabilities of Transferor Company other than the Advanced Materials Undertaking;
- (xiv) "**ROC**" means the relevant jurisdictional Registrar of Companies having jurisdiction over the Transferor Company and the Transferee Company, as the case may be.
- (xv) "**Scheme**" or "**this Scheme**" means this scheme of arrangement as modified from time to time.
- (xvi) "**SEBI**" means the Securities and Exchange Board of India.



- (xvii) "**SEBI Circular**" means the circular issued by the SEBI, being SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/ /2023/93 dated June 20, 2023, and any amendments thereof, modifications issued pursuant to regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (xviii) "**SEBI LODR Regulations**" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any amendments thereof;
- (xix) "**Slump Sale**" means the sale of an undertaking on a *going concern* basis as defined under Section 2(42C) of the Income Tax Act and "as-is where-is" basis, for a lump sum consideration without values being assigned to the individual assets and liabilities;
- (xx) "**Stock Exchanges**" means BSE Limited and National Stock Exchange of India Limited, collectively;
- (xxi) "**Tax Laws**" means all Applicable Laws dealing with Taxes including but not limited to income- tax, wealth tax, sales tax / value added tax, service tax, goods and services tax, excise duty, customs duty or any other levy of similar nature;
- (xxii) "**Taxation**" or "**Tax**" or "**Taxes**" means all forms of taxes and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions and levies, whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value, goods and service or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, collection at source, dividend distribution tax, advance tax, minimum alternate tax, goods and service tax or otherwise or attributable directly or primarily to Resulting Company and Demerged Companies, as the case may be, or any other Person and all penalties, charges, costs and interest relating thereto;
- (xxiii) "**Tribunal**" means the relevant bench of the National Company Law Tribunal having jurisdiction over the Transferor Company and the Transferee Company;
- (xxiv) "**Transferee Company**: means Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textiles Limited), a company incorporated under the provisions of the Companies Act, 2013, having Corporate Identity Number U52100GJ2015PLC085165 and its registered office at Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad – 380025, Gujarat, India.



(xxv) "**Transferor Company:** means Arvind Limited, a company incorporated under the provisions of the Indian Companies Act, 1913, having Corporate Identity Number L17119GJ1931PLC000093 and its registered office at Naroda Road, Ahmedabad – 380025, Gujarat, India.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting the singular shall include the plural and vice versa and references *to any gender includes the other gender*;

1.2.2 headings, sub-headings, titles, sub-titles to clauses, sub-clauses and paragraphs are for information and convenience only and shall be ignored in construing the same; and

1.2.3 the words "include" and "including" are to be construed without limitation.

2. SHARE CAPITAL

2.1 Share Capital of the Transferor Company as on 31st March, 2024 was as follows:

| Particulars | Rupees |
|---|----------------------|
| Authorised Share Capital | |
| 57,45,00,000 equity shares Rs. 10/- each 1,00,00,000 preference shares of Rs. 100/- each | 674,50,00,000 |
| Total | 674,50,00,000 |
| Issued, Subscribed and Paid Up Share Capital | |
| 26,16,30,474 equity shares Rs. 10/- each | 261,63,04,740 |
| Total | 261,63,04,740 |



Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Transferor Company till the date of approval of the Scheme by the Board of the Transferor Company.



- 2.2 Share Capital of the Transferee Company as on 31st March, 2024 was as follows:

| Particulars | Rupees |
|--|---------------------|
| Authorised Share Capital | |
| 1,09,25,000 equity shares of Rs. 10/- each 8,19,00,000 preference shares of Rs. 10/- each | 92,82,50,000 |
| Total | 92,82,50,000 |
| Issued, Subscribed and Paid Up Share Capital | |
| 11,429 equity shares of Rs. 10/- each | 1,14,290 |
| Total | 1,14,290 |

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Transferee Company till the date of approval of the Scheme by the Board of the Transferor Company.

3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

This Scheme set out herein in its present form or with any modification(s) made as per Clause 15 of this Scheme, shall become effective from the Appointed Date but shall be operative from the Effective Date.

4. TRANSFER AND VESTING OF THE ADVANCED MATERIALS UNDERTAKING

- 4.1 With effect from the Appointed Date and upon this Scheme coming into effect, the Advanced Materials Undertaking shall pursuant to Sections 230 to 232 of the Act, without any further act, instrument or deed, be transferred from the Transferor Company to and be vested in or be deemed to have been transferred to and vested in the Transferee Company as a *going concern* on Slump Sale basis so as to become an undertaking of the Transferee Company on and from the Appointed Date.



- 4.2 In respect of such assets and properties including plant and machinery (including but not limited to all intangible assets) forming part of the Advanced Materials Undertaking which are movable in nature or are otherwise capable of transfer by delivery or possession or by endorsement, the same shall stand transferred from the Transferor Company to the Transferee Company upon coming into effect of this



Scheme and shall, *ipso facto* and without any other or further order to this effect, become the assets and properties of the Transferee Company without requiring any deed or instrument of conveyance for transfer of the same.

- 4.3 With respect to the assets of the Advanced Materials Undertaking other than those referred to in Clause 4.2 above and Clause 4.4 below, including all rights and interests in the agreements (including agreements for lease or license of the properties), sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, balances & deposits, if any, with any Appropriate Authority, customers and other Persons, whether or not the same is held in the name of the Transferor Company, the same shall, without any further act, instrument or deed, be transferred to and/ or be deemed to be transferred to the Transferee Company, with effect from the Appointed Date by operation of law as transmission in favour of the Transferee Company.
- 4.4 With regard to assets such as leases or licenses of the properties, the Transferee Company will enter into novation agreements, if it is so required.
- 4.5 In respect of the occupancy, lease and usage rights of the land and building, the same shall stand transferred to the Transferee Company with effect from the Appointed Date, without any act or deed or conveyance being required to be done or executed by the Transferor Company and/ or the Transferee Company. The occupancy and usage rights of the land and building are hereby transferred in favour of the Transferee Company by the Transferor Company as an integral part of the Scheme. This transfer shall also be subject to terms and conditions of lease agreements stipulated by Government for the lease. For this purpose, if required, the Transferor and Transferee Companies shall register the true copy of the order of the Tribunal approving the Scheme with the offices of the relevant Sub-registrar of Assurances or similar registering authority having jurisdiction over the location of such land and building and shall also execute and register, as required, such other documents which may be necessary in this regard and no separate instrument including the one which creates the occupancy and usage rights in the land and building will be required to be registered separately.
- 4.6 Upon effectiveness of this Scheme, liabilities forming part of the Advanced Materials Undertaking, as on the Appointed Date shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Transferee Company and the Transferee Company shall meet, discharge and satisfy the same. In so far as indirect Tax liabilities are concerned, in particular, any liability with respect to the goods and services tax, value added tax, purchase tax,



sales tax or any other duty or tax in relation to the Advanced Materials Undertaking, shall be treated as liabilities of the Transferee Company.

- 4.7 In so far as assets comprised in the Advanced Materials Undertaking are concerned, the security by way of existing charges, mortgages or other encumbrances, if any, over or in respect of any such assets relating to any loans or borrowings of the Transferor Company which are not transferred to the Transferee Company shall, without any further act, deed or instrument, be and stand released and discharged from the same and such assets shall no longer be available as security in relation to those loans or borrowings of the Transferor Company.
- 4.8 In respect of unutilized input credits of goods and services tax of the Transferor Company, the portion which will be attributed to the Advanced Materials Undertaking and be transferred to the Transferee Company shall be determined by the Board of the Transferor Company in accordance with Applicable Law.
- 4.9 Upon the Scheme becoming effective, the Transferor Company and the Transferee Company shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/ or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme. It is further clarified that the Transferee Company shall be entitled to claim deduction under Section 43B of the Income Tax Act in respect of the unpaid liabilities transferred to it as part of the Advanced Materials Undertaking to the extent not claimed by the Transferor Company, as and when the same are paid subsequent to the Appointed Date.
- 4.10 Subject to Clause 4 and any other provisions of the Scheme, in respect of any refund, benefit, incentive, grant or subsidy in relation to or in connection with the Advanced Materials Undertaking, the Transferor Company shall, if so required by the Transferee Company, issue notices in such form as Transferor and Transferee Companies may mutually agree stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grant or subsidy be paid or made good to or held on account of the Transferee Company, as the Person entitled thereto, to the end and intent that the right of the Transferor Company to recover or realise the same stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.
- 4.11 On and from the Effective Date, all cheques and other negotiable instruments and payment orders received or presented for encashment which are in the name of the Transferor Company, in relation to or in connection with the Advanced Materials Undertaking, shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company.



- 4.12 Without prejudice to the foregoing provisions of this Clause 4 and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company may execute any and all instruments or documents and do all such acts, things and deeds as may be required, including filing of necessary particulars and/or modification(s) of charges(s), with the concerned ROC of filing of necessary applications, notices, intimations, or letters with any Appropriate Authority or Person to give effect to the Scheme.
- 4.13 Permits, including the benefits attached thereto, pertaining to the Advanced Materials Undertaking shall be transferred to the Transferee Company from the Appointed Date, without any further act, instrument or deed and shall be appropriately mutated or endorsed by the Appropriate Authorities concerned therewith in favour of the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms, obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company to carry on the operations pertaining to the Advanced Materials Undertaking without any hindrance, whatsoever.
- 4.14 On coming into effect of this Scheme, without any further act or deed and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, engagements, arrangements and other instruments (including all tenancies, leases, licences and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) of whatsoever nature in relation to the Advanced Materials Undertaking (other than those taken for the Transferor Company as a whole or without reference to specific assets pertaining to the Advanced Materials Undertaking) to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, or under which the Transferor Company has any obligations to discharge and which are subsisting or having effect shall, without any further act, instrument or deed, continue in full force and effect in favour of, by, for or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.
- 4.15 Any assets acquired by the Transferor Company after the Appointed Date but prior to the Effective Date pertaining to the Advanced Materials Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the Transferee Company upon the coming into effect of this Scheme.



4.16 On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company, in relation to or in connection with the Advanced Materials Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in relation to or in connection with the Advanced Materials Undertaking of the Transferor Company, in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Advanced Materials Undertaking to the Transferee Company under this Scheme have been formally given effect to under such contracts and/ or transactions.

4.17 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Advanced Materials Undertaking occurs by virtue of this Scheme, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme.

5. EMPLOYEES

5.1 With effect from the Effective Date, the Transferee Company undertakes to engage, without any interruption in service, all employees of the Transferor Company, engaged in or in relation to the Advanced Materials Undertaking, on the terms and conditions to be decided by the Transferee Company. The Transferee Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Transferor Company with any of the aforesaid employees or union representing them. The Transferee Company agrees that the services of all such employees with the Transferor Company prior to the transfer shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits.

5.2 The accumulated balances, if any, standing to the credit of the aforesaid employees in the existing gratuity fund, or any other fund(s), of which they are members, as the case may be, will be transferred respectively to such gratuity fund and or other fund(s) nominated by the Transferee Company and/ or such new gratuity fund, or any other fund to be established by the Transferee Company in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities. Pending the transfer as aforesaid, the dues of the said employees may be continued to be deposited in the existing gratuity fund, or other



fund(s) respectively of the Transferor Company, as may be decided between the Transferor and Transferee Companies.

- 5.3 In so far as provident fund is concerned, the balances standing to the credit of the said employees in the existing provident fund of the Transferor Company may be retained in such provident fund and such provident fund may be continued for the benefit of: (a) the said employees who are transferred to the Transferee Company, as aforesaid; and (b) other employees of the Transferor Company. In relation to the employees being transferred, the Transferee Company shall stand substituted for the Transferor Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in accordance with the provisions thereof. The rules of such existing provident fund trust shall stand amended accordingly. The employees of the Transferor Company engaged in or in relation to the Advanced Materials Undertaking who are transferred to the Transferee Company, as aforesaid, shall be deemed to constitute a separate class of employees of the Transferee Company for the purpose of compliance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- 5.4 Any question that may arise as to whether any employee belongs to or does not belong to Advanced Materials Undertaking shall be decided by the Committee of Directors or Board of Directors of the Transferor Company and the Transferee Company respectively.

6. LEGAL PROCEEDINGS

- 6.1 Upon coming into effect of this Scheme, all demands, claims, show cause notices, suits, actions, administrative proceedings, tribunals proceedings, legal and other dispute resolution proceedings of whatsoever nature (except proceedings under the Income Tax Act) by or against the Transferor Company pending and /or arising on or before the Appointed Date or which may be instituted at any time thereafter and in each case relating to the Advanced Materials undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Transferee Company with effect from the Appointed Date in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company. The Transferee Company shall be substituted in place of the Transferor Company or added as party to such proceedings and shall prosecute or defend all such proceedings at its own cost, in cooperation with the Transferor Company and the liability of the Transferor Company shall stand nullified. The Transferor Company shall in no event be responsible or liable in relation to any such legal or other proceedings in relation to the Advanced Materials Undertaking.



- 6.2 the Transferee Company undertakes to have all legal and other proceedings (except proceedings under the Income Tax Act) initiated by or against the Transferor Company referred to in Clause 6.1 above transferred to its name as soon as is reasonably practicable after the Effective Date and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the Transferor Company on priority. Both the Transferor and Transferee Companies shall make relevant applications and take all steps as may be required in this regard.
- 6.3 It is hereby expressly clarified that any legal proceedings by or against the Transferor Company in relation to cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company and pertaining to the Advanced Materials Undertaking shall be instituted, or as the case may be, continued, by or against, the Transferee Company after the coming into effect of the Scheme.
- 6.4 Notwithstanding anything contained hereinabove, if at any time after the Effective Date, the Transferor Company is in receipt of any demand, claim, notice and/ or is impleaded as a party in any proceedings before any Appropriate Authority (except proceedings under the Income Tax Act), in each case in relation to the Advanced Materials Undertaking, the Transferor Company shall, in view of the transfer and vesting of the Advanced Materials Undertaking pursuant to this Scheme, take all such steps in the proceedings before the Appropriate Authority to replace the Transferor Company with the Transferee Company. However, if the Transferor Company is unable to replace the Transferee Company replaced in its place in such proceedings, the Transferor Company shall defend the same or deal with such demand in accordance with the advice of the Transferee Company and at the cost of the Transferee Company and the latter shall reimburse the Transferor Company against all liabilities and obligations incurred by the Transferor Company in respect thereof.
- 6.5 Any proceedings, of whatsoever nature by or against the Transferor Company pending and/ or arising after Appointed Date but before the Effective Date and relating to the Advanced Materials Undertaking it shall have the same transferred in the name of Transferee ,Company. If such transfer is not possible for any reason whatsoever, then the Transferor Company shall defend the same in accordance with the advice of the Transferee Company and at the cost of the Transferee Company, and the latter shall reimburse and indemnify the Transferor Company against all liabilities and obligations incurred by the Transferor Company in respect thereof.



7. CONSIDERATION

- 7.1 In consideration for the proposed transfer and vesting of the Advanced Materials Undertaking, the Transferee Company shall pay to the Transferor Company a lump sum cash consideration of Rs. 90.36 crores detailed as under:
- 7.2 The consideration for the transfer of the Advanced Materials Undertaking, as mentioned in Clause 7.1 above, shall be payable by the Transferee Company to the Transferor Company, in one or more tranches, with or without interest within a period of six months from the Effective Date.
- 7.3 Further, the Transferor and Transferee Companies may agree that for the whole or part of the consideration, (i) the Transferee Company may issue to the Transferor Company one or more debt securities carrying such interest / return and on such terms and conditions to be mutually agreed between the Transferor and Transferee Company; and (ii) the Transferee Company may convert it into an interest-bearing loan on terms and conditions to be mutually agreed between the Transferor and Transferee Company.
- 7.4 The aforesaid amount payable by way of cash consideration is after accounting adjustments or intercompany transactions including reserves/retained earnings of the Transferor Company relating to Advanced Materials Undertaking.

8. ACCOUNTING TREATMENT

8.1 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY

Notwithstanding anything to the contrary contained herein, the Transferor Company shall account for the transfer of the Advanced Materials Undertaking in its books of accounts on the Appointed Date in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and the generally accepted accounting principles in India



Upon the Scheme becoming effective, the Transferor Company will reduce the carrying value of all the assets and liabilities of the Advanced Materials Undertaking, as appearing in the books of account of the Transferor Company, being transferred to and vested in the Transferee Company, from the respective carrying value of assets and liabilities of the Transferor Company



- The difference, if any, between the carrying value of the assets and liabilities of the Advanced Materials Undertaking transferred to the Transferee Company and the consideration received/receivable will be adjusted against Retained earnings under the head "Other Equity".

8.2 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEEE COMPANY

Since the transaction involves entities which are under common control before and after Slump Sale, the Transferee Company shall account for the transfer and vesting of Advanced Materials Undertaking (which qualifies as 'Business' as per the definition mentioned in IND AS 103) as per the 'Pooling of interest method' in its books of accounts in accordance with Appendix C 'Business combinations of entities under common control' of the IND AS 103 'Business Combinations' prescribed under Section 133 of the Act as enumerated below:

- a) All identifiable assets and the liabilities acquired, including reserves/retained earnings related to the Advanced Materials Undertaking, shall be recorded at their respective carrying values as appearing in the books of accounts of the Transferee Company as on Appointed Date;
- (b) The identity of the reserves transferred by the Transferor Company relating to the Advanced Materials Undertaking, as mentioned in (a) above, shall be preserved and shall appear in the books of accounts of the Transferee Company in the same manner and form, in which they appeared in the books of accounts of the Transferor Company.
- (c) The balance, if any, between the consideration provided under clause 7 above and aggregate effect of clause (a) and (b) above shall be adjusted to the Capital reserve.
- (d) Accordingly, the reserves mentioned in clause (b) and (c) above which are available for distribution as dividend earlier would also be available for distribution as dividend after Scheme becoming effective by the Transferee Company.
- (e) Expenses incurred for implementation of the Scheme and for the transfer of Advanced Materials Undertaking shall be adjusted to the reserves and surplus account of the Transferee Company.



9. REMAINING UNDERTAKING

- 9.1 The Remaining Undertaking shall continue to belong to and be owned and managed by the Transferor Company. The Transferor Company shall continue to be liable to perform and discharge all its liabilities and obligations in relating to the Remaining Undertaking and the Transferee Company shall not have any liability or obligations in relation to the Remaining Undertaking.
- 9.2 If the Transferee Company is in receipt of any demand, claim, and notice and/ or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Remaining Undertaking, the Transferee Company shall take all such steps in the proceedings before the Appropriate Authority to substitute the Transferee Company with the Transferor Company. However, if the Transferee Company is unable to get the Transferor Company so substituted in such proceedings, it shall defend the same or deal with such demand in accordance with the advice of the Transferor Company and at the cost of the Transferor Company and the latter shall reimburse the Transferee Company, against all liabilities and obligations incurred by or against the Transferee Company, in respect thereof.

10. BUSINESS UNTIL EFFECTIVE DATE

With effect from the date when the Board of the Transferor Company approves this Scheme and up to and including the Effective Date, the Transferor Company shall carry on the business pertaining to the Advanced Materials Undertaking in the ordinary course consistent with past practice.

11. PROPERTY IN TRUST

Notwithstanding anything contained in this Scheme, on and after the Effective Date, until any property, asset, license, Permit, contract, agreement and rights and benefits arising therefrom pertaining to the Advanced Materials Undertaking is transferred, vested, recorded, effected and/ or perfected, in the records of any Appropriate Authority or otherwise, in favour of the Transferee Company, the Transferee Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, Permit, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, Permit, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authorities, the Transferor Company will continue to hold the property and/ or the asset, license, Permit, contract or agreement and rights and benefits arising therefrom in trust for and on behalf of the Transferee Company.



12. FACILITATION PROVISIONS

Upon the Scheme being effective, the Transferor and Transferee Companies shall enter into agreements as may be mutually agreed, *inter alia*, in relation to use of land, office space, brand, infrastructure facilities, information technology services, security personnel, legal, administrative and other services, etc. on such terms and conditions as may be mutually agreed between them.

13. APPLICATIONS/PETITIONS TO THE TRIBUNAL

The Transferor and Transferee Companies shall make and file all applications and petitions under Sections 230 to 232 and other applicable provisions of the Act before the Tribunal, for sanction of this Scheme under the provisions of the Act.

14. MODIFICATIONS OR AMENDMENTS TO THE SCHEME

- 14.1 The Board of the Transferor and Transferee Companies acting jointly may make any modifications or amendments to this Scheme at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or appropriate. The Board of the Transferor and Transferee Companies may consent to any conditions or limitations that the Tribunal or any other Appropriate Authority may impose.
- 14.2 In case, post approval of the Scheme by the Tribunal, there is any confusion or ambiguity in interpreting any clause of this Scheme, or otherwise, the Board of Directors of the Transferor Company and the Transferee Company will have complete power to take the most sensible interpretation so as to render the Scheme operational.
- 14.3 For the purposes of giving effect to this Scheme, the Board of Directors of the Transferor Company and the Transferee Company may jointly give such directions including directions for settling any question or difficulty that may arise and such directions shall be binding as if the same were specifically incorporated in this Scheme.

15. CONDITIONS PRECEDENTS

- 15.1 Unless otherwise decided (or waived) by the relevant Transferor and Transferee Companies, the Scheme is conditional upon and subject to the following conditions precedent:

- 15.1.1 Obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the SEBI LODR Regulations;



- 15.1.2 Approval of the Scheme by the requisite majority of shareholders (including through e-voting) and creditors of the Transferor Company and Shareholders and Creditors of Transferee Company, as applicable or as may be required under the Act and as may be directed by the Tribunal.
- 15.1.3 the sanctions and orders of the Tribunal, under Sections 230 to 232 of the Act being obtained by the Transferor and Transferee Companies; and
- 15.1.4 the certified copy of the orders of the Tribunal being filed with the ROC by the Transferor and Transferee Companies.
- 15.2 It is hereby clarified that submission of this Scheme to the Tribunal and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defences that Transferor and Transferee Companies may have under or pursuant to all Applicable Laws.

16. WITHDRAWAL OF THE SCHEME

- 16.1 The Board of the Transferor Company and the Transferee Company, acting jointly, shall be at liberty to withdraw the Scheme, any time before the Scheme is effective.
- 16.2 In the event of withdrawal of the Scheme under Clause 16.1 above, no rights and liabilities whatsoever shall accrue to or be incurred by *inter se* the Transferor and Transferee Companies or their respective shareholders or creditors or employees or any other Person.

17. COSTS AND EXPENSES

All costs, charges and expenses payable in relation to or in connection with this Scheme and incidental to the completion of the transfer and vesting of the Advanced Materials Undertaking in the Transferee Company in pursuance of this Scheme including stamp duty on the order(s) of the Tribunal, if any, to the extent applicable and payable shall be borne by the Transferee Company.



REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF ARVIND LIMITED ('TRANSFEROR COMPANY') RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT ARVIND LIMITED ('TRANSFEROR COMPANY') AND ARVIND ADVANCED MATERIALS LIMITED ('TRANSFeree COMPANY') AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

1. Background:

1.1. A meeting of the Committee of Independent Directors of Arvind Limited was held on May 6, 2024 to inter-alia consider and recommend the draft Scheme of Arrangement between Arvind Limited ('Transferor Company') and Arvind Advanced Materials Limited (Transferee Company') and their respective shareholders and creditors ('Scheme') under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder which provides for the transfer and vesting of the Advanced Materials Undertaking (as defined in the Scheme) from the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis and for which lump sum cash consideration shall be paid by the Transferee Company to the Transferor Company and as per the other terms and conditions mentioned in the Scheme.

1.2. This report of the Committee of Independent Directors is made in order to comply with the requirements of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 ('SEBI Master Circular') and any amendments / modifications thereof and applicable provisions of Companies Act, 2013 and rules made thereunder.

1.3. The following documents/information were placed before the Committee of Independent Directors:

- a. Draft Scheme duly initialled by the Company Secretary for the purpose of identification,
- b. Draft certificate issued by M/s. Deloitte Haskins & Sells LLP, Statutory Auditor stating to the effect that the accounting treatment contained in the Scheme is in compliance with all the Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013 read with the rules framed thereunder or the Accounting Standards issued by ICAI, as applicable, and other generally accepted accounting principles.

Arvind Limited,
Naroda Road,
Ahmedabad. 380 025, India
Tel.: +91 79 30138000
CIN: L17119GJ1931PLC000093



B.H.D.

2. Proposed Scheme of Arrangement:

The Committee of Independent Directors noted the salient features of the Scheme as under:

- 2.1. The present Scheme of Arrangement is proposed for the transfer and vesting of the Advanced Materials Undertaking of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis in accordance with Section 2(42C) of the Income Tax Act 1961.
- 2.2. The Appointed Date of the scheme is 1st April 2024 or any other date as approved by Tribunal.
- 2.3. In consideration for the proposed transfer and vesting of the Advanced Materials Undertaking, the Transferee Company shall pay to the Transferor Company a lump sum cash consideration of INR.90.36 crores (after adjusting retained earnings of Rs. 474.65 crores).
- 2.4. The consideration for the transfer of the Advanced Materials Undertaking, as mentioned in above clause, shall be payable by the Transferee Company to the Transferor Company, in one or more tranches, with or without interest within a period of six months from the Effective Date.

3. Need for the Slump Sale & Rationale of the Scheme:

The Transferee Company is wholly owned subsidiary company of the Transferor Company.

The Transferor Company inter alia engaged in (i) Textiles business comprising of manufacturing and supply of woven, denim and garment products and (ii) Advanced Materials business comprising of manufacturing and supply of products relating to human protection, industrial and composites etc.

The Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials.

The proposed arrangement will enable the Transferor Company to provide greater business attention and focus on the textiles business comprising of manufacturing and supply of woven, denim and garment products. In addition, the Advanced Materials Undertaking will be transferred into the Transferee Company to enable unlocking further more opportunities in the business of manufacturing and supply of products relating to human protection, industrial and composites in future.

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B.K.D.

The present arrangement would inter alia, result in the following main benefits for the above mentioned companies:

- (i) Consolidation of advanced materials business undertaken by the Transferor Company and its wholly owned subsidiary into singly entity.
- (ii) Focused management and leadership attention for the Advanced Materials Business.
- (iii) Emergence of the Transferee Company as a predominantly advanced materials focused company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth.
- (iv) Value Creation for stakeholders
- (v) Streamlining operating structure
- (vi) Greater efficiencies in operations with optimum utilization of resources, increased cost saving are expected to flow from focused operational efforts, rationalization, standardization and simplification of business process and optimum utilization of resources.

In view of the aforesaid advantages, the Board of Directors of both the Companies have considered and proposed Scheme of Arrangement under the provisions of Section 230 to Section 232 of the Companies Act, 2013.

The present Scheme of Arrangement is proposed for the transfer and vesting of the Advanced Materials Undertaking of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis in accordance with Section 2(42C) of the Income Tax Act 1961.

The Scheme is in the best interest of the Transferor Company, the Transferee Company and their respective stakeholders.

4. Benefits of transfer of the Advanced Materials Undertaking from the Transferor Company to the Transferee Company:

The present arrangement would inter alia, result in the following main benefits for the abovementioned companies:

- i. Consolidation of advanced materials business undertaken by the Transferor Company and its wholly owned subsidiary into singly entity.
- ii. Focused management and leadership attention for the Advanced Materials Business.

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B.K.D.

- iii. Emergence of the Transferee Company as a predominantly advanced materials focused company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth.
- iv. Value Creation for stakeholders
- v. Streamlining operating structure
- vi. Greater efficiencies in operations with optimum utilization of resources, increased cost saving are expected to flow from focused operational efforts, rationalization, standardization and simplification of business process and optimum utilization of resources.

5. Scheme not detrimental to the Shareholders of the Company:

- 5.1. The proposal to undertake the Scheme between the Transferor Company and the Transferee Company under Sections 230-232 of the Companies Act, 2013 was placed before the Independent Directors at their Meeting held on May 6, 2024. The Independent Directors were informed that, under the Scheme, it was proposed to transfer Advanced Materials Undertaking of the Transferor Company as a going concern basis through Slump Sale and such Undertaking will vest in the Transferee Company.
- 5.2. The Committee of Independent Directors noted the background, rationale and the benefits to the Company and its shareholders, as set out above, of the proposed Scheme as placed before it.
- 5.3. In view of the fact that the transfer of Advanced Materials Undertaking by way of Slump Sale would be transferred to wholly owned subsidiary and therefore, the value would anyway, be reflected in the Transferor Company, and as outlined above, is in the best interests of the Transferor Company, the Transferee Company and their respective shareholders and creditors. The proposed transfer of the Advanced Materials Undertaking of the Transferor Company to the Transferee Company will improve visibility of the Advanced Materials portfolio by strengthening the positioning of Transferee Company in Advanced Materials segment. The proposed transfer of the Advanced Materials Undertakings from the Transferor Company to the Transferee Company would inter-alia help to achieve synergies and value creation for stakeholders.

The Independent Directors after due deliberations and due consideration of all the terms of the draft Scheme and other documents presented before the committee, hereby unanimously notes and is of the opinion that the Scheme is not detrimental to the interests of the Company and its shareholders.

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Ahmedabad. 380 025, India
Tel.: +91 79 68268000
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B.K.D.

6. Recommendation of the Independent Directors:

Taking into consideration the draft Scheme and its rationale, cost benefit analysis and impact on shareholders, synergies of the business involved and in particular the fact that the proposed scheme is not detrimental to shareholders of the Company, the Committee recommends the draft Scheme to the Board of Directors of the Company for its favourable consideration and approval.

By the Order of Committee of Independent Directors
For, Arvind Limited

B. H. Dholakia

Dr. Bakul Dholakia
Chairman of meeting



Date: May 6, 2024
Place: Ahmedabad

REPORT OF THE AUDIT COMMITTEE OF ARVIND LIMITED ('TRANSFEROR COMPANY') RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN ARVIND LIMITED ('TRANSFEROR COMPANY') AND ARVIND ADVANCED MATERIALS LIMITED ('TRANSFeree COMPANY') AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

1. Background:

1.1. A meeting of the Audit Committee of Arvind Limited was held on May 6, 2024 to inter-alia consider and recommend the draft Scheme of Arrangement between Arvind Limited ('Transferor Company') and Arvind Advanced Materials Limited ('Transferee Company') and their respective shareholders and creditors ('Scheme') under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder which provides for the transfer and vesting of the Advanced Materials Undertaking (as defined in the Scheme) from the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis and for which lump sum cash consideration shall be paid by the Transferee Company to the Transferor Company and as per the other terms and conditions mentioned in the Scheme.

1.2. This report of the Audit Committee is made in order to comply with the requirements of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 ('SEBI Master Circular') and any amendments / modifications thereof and applicable provisions of Companies Act, 2013 and rules made thereunder. Pursuant to SEBI Master Circular, the Audit Committee is required to also comment on:

- Need for the merger/demerger/amalgamation/arrangement,
- Rationale of the scheme,
- Synergies of business of the entities involved in the scheme,
- Impact of the scheme on the shareholders,
- Cost benefit analysis of the scheme.

1.3. The following documents /information were placed before the Audit Committee:

- a. Draft Scheme duly initialled by the Company Secretary for the purpose of identification.
- b. Draft certificate issued by M/s. Deloitte Haskins & Sells LLP, Statutory Auditor stating to the effect that the accounting treatment contained in the Scheme is in compliance with all the Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013 read with the rules framed thereunder or the Accounting Standards issued by ICAI, as applicable, and other generally accepted accounting principles.

2. Proposed Scheme of Arrangement:

The Audit Committee noted the salient features of the Scheme as under:

- 2.1. The present Scheme of Arrangement is proposed for the transfer and vesting of the Advanced Materials Undertaking of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis in accordance with Section 2(42C) of the Income Tax Act 1961.
- 2.2. The Appointed Date of the scheme is 1st April 2024 or any other date as approved by Tribunal.
- 2.3. In consideration for the proposed transfer and vesting of the Advanced Materials Undertaking, the Transferee Company shall pay to the Transferor Company a lump sum cash consideration of INR.90.36 crores (after adjusting retained earnings of Rs. 474.65 crores).
- 2.4. The consideration for the transfer of the Advanced Materials Undertaking, as mentioned in above clause, shall be payable by the Transferee Company to the Transferor Company, in one or more tranches, with or without interest within a period of six months from the Effective Date.

3. Need for the Slump Sale & Rationale of the Scheme:

The Transferee Company is wholly owned subsidiary company of the Transferor Company.

The Transferor Company inter alia engaged in (i) Textiles business comprising of manufacturing and supply of woven, denim and garment products and (ii) Advanced Materials business comprising of manufacturing and supply of products relating to human protection, industrial and composites etc.

The Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials.

The proposed arrangement will enable the Transferor Company to provide greater business attention and focus on the textiles business comprising of manufacturing and supply of woven, denim and garment products. In addition, the Advanced Materials Undertaking will be transferred into the Transferee Company to enable unlocking further more opportunities in the business of manufacturing and supply of products relating to human protection, industrial and composites in future.

The present arrangement would inter alia, result in the following main benefits for the above mentioned companies:

- (i) Consolidation of advanced materials business undertaken by the Transferor Company and its wholly owned subsidiary into singly entity.

- (ii) Focused management and leadership attention for the Advanced Materials Business.
- (iii) Emergence of the Transferee Company as a predominantly advanced materials focused company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth.
- (iv) Value Creation for stakeholders
- (v) Streamlining operating structure
- (vi) Greater efficiencies in operations with optimum utilization of resources, increased cost saving are expected to flow from focused operational efforts, rationalization, standardization and simplification of business process and optimum utilization of resources.

In view of the aforesaid advantages, the Board of Directors of both the Companies have considered and proposed Scheme of Arrangement under the provisions of Section 230 to Section 232 of the Companies Act, 2013.

The present Scheme of Arrangement is proposed for the transfer and vesting of the Advanced Materials Undertaking of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis in accordance with Section 2(42C) of the Income Tax Act 1961.

The Scheme is in the interest of the Transferor Company, the Transferee Company and their respective stakeholders.

4. Synergies of business of the entities involved in the Scheme:

The Committee noted that the present Scheme does not involve any merger or demerger of the business of the Transferor Company. The Advanced Materials Undertaking is proposed to be transferred to a wholly owned subsidiary of the Transferor Company as a going concern by way of slump sale and on implementation of the Scheme, the Advanced Materials Undertaking will be continued by the Transferee Company with existing synergies.

5. Impact of the Scheme on the shareholders:

No negative impact on the shareholders is envisaged due to proposed Scheme of Arrangement as it is being transferred to wholly owned subsidiary of the Transferor Company where economic interest of shareholders of Transferor Company does not change.

The proposed transfer of the Advanced Materials Undertaking of the Transferor Company to the Transferee Company will improve visibility of the Advanced Materials portfolio by strengthening the positioning of Transferee Company in Advanced Materials segment;

The transfer of the Advanced Materials Undertakings from the Transferor Company to the Transferee Company would inter-alia help to achieve synergies and value creation for stakeholders.

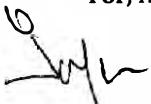
6. Cost benefit analysis of the Scheme:

Although the Scheme involves certain costs such as transaction cost, implementation cost, regulatory fees, stamp duties, etc., Scheme would entail the benefits specified in para 3 and 4 above.

7. Recommendation of the Audit Committee:

Taking into consideration the draft Scheme and its rationale, cost benefit analysis and impact on shareholders, synergies of the business involved, the Committee recommends the draft Scheme to the Board of Directors of the Company for its favourable consideration and approval.

**By the Order of Audit Committee
For, Arvind Limited**


Jayesh Shah
Member



**Date: May 6, 2024
Place: Ahmedabad**



www.arvind.com

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF
DIRECTORS OF ARVIND LIMITED ("COMPANY") IN ITS MEETING HELD ON 06TH MAY
2024.**

"RESOLVED THAT pursuant to the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof for- the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, relevant provisions of Memorandum and the Articles of Association of the Company, subject to the requisite approvals of the Stock Exchanges, shareholders and creditors of the Company as may be applicable, sanction of the National Company Law Tribunal ('NCLT') and any other statutory/regulatory approvals, if any, and based on the recommendation of the Audit Committee and committee of Independent Directors, the consent of the Board of Directors of the Company be and is hereby accorded to the Scheme of Arrangement ("Scheme") between Arvind Limited ('Transferor Company' or 'the Company') and Arvind Advanced Materials Limited, wholly owned subsidiary of the Company ('Transferee Company') and their respective shareholders and creditors, as tabled before the meeting and initialled by the Company Secretary for the purposes of identification, proposing the transfer and vesting of Advanced Materials Undertaking of the Transferor Company to the Transferee Company on a going concern basis by way of a slump sale with the appointed date being the date provided under the Scheme and as per the terms and conditions mentioned in the Scheme.

RESOLVED FURTHER THAT upon sanction of the Scheme by the NCLT and upon Scheme becoming effective, AAML shall discharge the lump sum consideration of Rs.90.36 Crores by way of cash consideration, as provided in the draft Scheme.

RESOLVED FURTHER THAT draft of the certificate to be issued by Statutory Auditors of the Company, certifying that the accounting treatment specified in the Scheme is in compliance with the applicable accounting standards and regulations as specified under Section 133 of the Companies Act, 2013, as amended from time to time read with the rules framed thereunder and other generally accepted accounting principles, as recommended and approved by the Audit Committee and placed before the Board, be and is hereby taken on record.

RESOLVED FURTHER THAT in the opinion of the Board, the draft Scheme will be of advantage and be beneficial to the Company and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT the draft report of the Board in terms of Section 232(2)(c) of the Companies Act, 2013, as placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any director of the Company.

RESOLVED FURTHER THAT the draft undertaking with regard to non-applicability of requirements as prescribed in Part I(A)(10)(a) read with conditions prescribed in Part I(A)(10)(b) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/PICIR/2023/93 dated 20th June 2023 to be certified by Statutory Auditors of the Company be and is hereby noted and approved."

REGISTERED OFFICE:
Arvind Limited
Naroda Road, Ahmedabad - 382 345, Gujarat, India.
Phone: +91 79 6826 8000 | Email: info@arvind.in
CIN: L17119GJ1931PLC000093



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RESOLVED FURTHER THAT any one of Mr. Jayesh Shah, Director & Group Chief Financial Officer or Mr. Nigam Shah, Chief Financial Officer or Mr. Jagdish Dalal, CEO (Corporate Affairs, Legal & Secretarial) or Mr. Krunal Bhatt, Company Secretary or Mr. R V Bhimani, Authorised Officer of the Company be and are hereby severally authorised, to do all such acts, deeds and things, including but not limited to the following and execute all necessary documents in connection with the Scheme:

- a. To make such alterations / modifications and changes in the draft Scheme, as may be expedient or necessary or for satisfying the conditions / requirements imposed by the NCLT/stock exchange statutory/ regulatory authorities, as may be required;
- b. To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and Companies Act, 2013, Listing Regulations in consultation with advocates appointed for said Scheme and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c. Give such directions as may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d. Making appropriate applications / filings with Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Stock Exchange, Income tax authorities or any other statutory / regulatory authorities as may be required for its / their approval and to give effect to the Scheme;
- e. To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals/NOC as and when required before NCLT, Stock Exchanges or other statutory / regulatory authorities;
- f. Obtaining requisite no objection/ sanction letters for dispensation of the Meeting(s) of the shareholders and/or creditors (whether secured or unsecured) of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;
- g. To file applications and / or petitions and / or affidavits with NCLT seeking directions for holding / asking for dispensation of the meetings of the shareholders and creditors (whether secured or unsecured) of the Company to give effect of the Scheme;
- h. Convening and conducting meeting of shareholders / creditors as may be directed by the NCLT;

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- i. Signing all the papers, documents, applications, petitions, affidavits, representations, public advertisements, notices, reports, e-forms etc. to be filed with the Registrar of Companies during the process which are required to be signed, executed, delivered for carrying into effect of the Scheme in all respects whatsoever;
- j. To represent the Company before the NCLT / Appellate Tribunal / any other Court, the Registrar of Companies, Company Law Board, Official Liquidator, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- k. To fix record date and take all necessary steps for giving effect and implementing the Scheme;
- l. To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or person concerned;
- m. To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- n. Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme;
- o. Taking all procedural steps for having the Scheme sanctioned by NCLT including without limitation filing necessary applications, petitions and signing, verifying and affirming all application, affidavits and petitions' as may be necessary;
- p. To withdraw the Scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the NCLT and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto;
- q. To affix the common seal of the Company on the above referred documents, if required and shall sign the same in token thereof;
- r. To execute all necessary documents in connection with the implementation of the Scheme; and
- s. To do any other incidental act, deeds or things in the course of implementation of the Scheme.

RESOLVED FURTHER THAT BSE Limited be the designated stock exchange for the purpose of coordination with the Securities and Exchange Board of India in respect of above referred Scheme.

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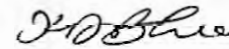
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RESOLVED FURTHER THAT any of the Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to sign copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

// Certified True Copy //

For Arvind Limited



Krunal Bhatt
Company Secretary



REGISTERED OFFICE:
Arvind Limited
Naroda Road, Ahmedabad - 382 345, Gujarat, India.
Phone: +91 79 6826 8000 | Email: info@arvind.in
CIN: L17119GJ1931PLC000093



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Arvind Advanced Materials Limited
(Previously known as Arvind Polymer Textiles Limited)
CIN: U52100GJ2015PLC085165

Address: Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad- 380025
Email ID: rv.bhimani@arvind.in | Contact no.: +91 79 68268000

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS
OF ARVIND ADVANCED MATERIALS LIMITED ('COMPANY') IN ITS MEETING HELD ON
06TH MAY, 2024.**

"RESOLVED THAT pursuant to the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof for- the time being in force), relevant provisions of Memorandum and the Articles of Association of the Company, subject to the requisite approvals of the Stock Exchanges, shareholders and creditors of the Company as may be applicable, sanction of the National Company Law Tribunal (NCLT) and any other statutory/regulatory approvals, if any, the consent of the Board of Directors of the Company be and is hereby accorded to the Scheme of Arrangement ("Scheme") between Arvind Limited (Transferor Company' or 'the Company') and Arvind Advanced Materials Limited, wholly owned subsidiary of the Company (Transferee Company') and their respective shareholders and creditors, as tabled before the meeting and initialled by the Company Secretary for the purposes of identification, proposing the transfer and vesting of Advanced Materials Undertaking of the Transferor Company to the Transferee Company on a going concern basis by way of a slump sale with the appointed date being the date provided under the Scheme and as per the terms and conditions mentioned in the Scheme.

RESOLVED FURTHER THAT upon sanction of the Scheme by the NCLT and upon Scheme becoming effective, AAML shall discharge the lump sum consideration of Rs.90.36 Crores by way of cash consideration, as provided in the draft Scheme.

RESOLVED FURTHER THAT draft of the certificate to be issued by Statutory Auditors of the Company, certifying that the accounting treatment specified in the Scheme is in compliance with the applicable accounting standards and regulations as specified under Section 133 of the Companies Act, 2013, as amended from time to time read with the rules framed thereunder and other generally accepted accounting principles, as recommended and approved by the Audit Committee and placed before the Board, be and is hereby taken on record.

RESOLVED FURTHER THAT in the opinion of the Board, the draft Scheme will be of advantage and be beneficial to the Company and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT the draft report of the Board in terms of Section 232(2)(c) of the Companies Act, 2013, as placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any director of the Company.

RESOLVED FURTHER THAT any one of Mr. Susheel Kaul, Director or Mr. Pranav dave, Director or Mr. Bhavesh Shah, Director or Mr. Jagdish Dalal, Authorised Person or Mr. R V Bhimani, Company Secretary and Authorised Signatory or Mr. Krunal Bhatt, Authorised Person of the Company be and are hereby severally authorized, to do all such acts, deeds and things, including but not limited to the following and execute all necessary documents in connection with the Scheme:



Arvind Advanced Materials Limited
(Previously known as Arvind Polymer Textiles Limited)

CIN: U52100GJ2015PLC085165

Address: Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad- 380025

Email ID: rv.bhimani@arvind.in | Contact no.: +91 79 68268000

- a. To make such alterations / modifications and changes in the draft Scheme, as may be expedient or necessary or for satisfying the conditions / requirements imposed by the NCLT/stock exchange statutory/ regulatory authorities, as may be required;
- b. To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and Companies Act, 2013, Listing Regulations in consultation with advocates appointed for said Scheme and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c. Give such directions as may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law)
- d. Making appropriate applications / filings with Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Stock Exchange, Income tax authorities or any other statutory / regulatory authorities as may be required for its / their approval and to give effect to the Scheme;
- e. To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals/NOC as and when required before NCLT, or other statutory / regulatory authorities;
- f. Obtaining requisite no objection/ sanction letters for dispensation of the Meeting(s) of the shareholders and/or creditors (whether secured or unsecured) of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;
- g. To file applications and / or petitions and / or affidavits with NCLT seeking directions for holding / asking for dispensation of the meetings of the shareholders and creditors (whether secured or unsecured) of the Company to give effect of the Scheme;
- h. Convening and conducting meeting of shareholders / creditors as may be directed by the NCLT;



Arvind Advanced Materials Limited
(Previously known as Arvind Polymer Textiles Limited)
CIN: U52100GJ2015PLC085165

Address: Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad- 380025
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- i. Signing all the papers, documents, applications, petitions, affidavits, representations, public advertisements, notices, reports, e-forms etc. to be filed with the Registrar of Companies during the process which are required to be signed, executed, delivered for carrying into effect of the Scheme in all respects whatsoever;
- j. To represent the Company before the NCLT / Appellate Tribunal / any other Court, the Registrar of Companies, Company Law Board, Official Liquidator, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- k. To fix record date and take all necessary steps for giving effect and implementing the Scheme;
- l. To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or person concerned;
- m. To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
- n. Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme;
- o. Taking all procedural steps for having the Scheme sanctioned by NCLT including without limitation filing necessary applications, petitions and signing, verifying and affirming all application, affidavits and petitions' as may be necessary;
- p. To withdraw the Scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the NCLT and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto;
- q. To affix the common seal of the Company on the above referred documents, if required and shall sign the same in token thereof;
- r. To execute all necessary documents in connection with the implementation of the Scheme; and
- s. To do any other incidental act, deeds or things in the course of implementation of the Scheme.



Arvind Advanced Materials Limited
(Previously known as Arvind Polymer Textiles Limited)

CIN: U52100GJ2015PLC085165

Address: Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad- 380025
Email ID: rv.bhimani@arvind.in | Contact no.: +91 79 68268000

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorized to sign copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

Certified True Copy

For, Arvind Advanced Materials Limited



R.V. Bhimani
Company Secretary
Membership no.: A6738





DCS/AMAL/AK/R37/3369/2024-25

October 22, 2024

The Company Secretary,
ARVIND LTD
 Naroda Road,
 Ahmedabad,
 Gujarat, 380025

Dear Sir,

Sub: Observation letter regarding the Scheme of Arrangement between Arvind Limited ("Transferor Company") and Arvind Advanced Materials Limited ("Transferee Company") their shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013

We are in receipt of the Scheme of Arrangement between Arvind Limited ("Transferor Company") and Arvind Advanced Materials Limited ("Transferee Company") their shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 37 & 94(2) of SEBI LODR Regulations 2015 and Regulation 94A(2) SEBI (LODR) Regulations, 2015; SEBI vide its letter dated October 22, 2024 has inter alia given the following comment(s) on the draft scheme of reduction:

- a. "The proposed Scheme of Arrangement shall be in compliance with provisions of Regulation 11 of SEBI (Listing Obligation and Disclosure Requirements) 2015."
- b. "The Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- c. "The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- d. "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals."
- e. "The Company shall ensure compliance with SEBI circulars issued from time to time. The Companies involved in the Scheme shall duly comply with the various provisions of SEBI Master Circular dated June 20, 2023 and also ensure all the liabilities of Transferor Company are transferred to Transferee Company."
- f. "Company is advised that the information pertaining to all the unlisted companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of the schedule VI of the ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."

Page 1 of 4

- g. "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- h. "Company is advised that the "Scheme" shall be acted upon subject to the applicant complying with the Para 10 (a) & (b) of Part I of SEBI Master Circular issued on June 20, 2023 i.e. the Scheme shall be acted upon only if the votes cast by public shareholders in favour of the proposal is more than the number of votes cast by public shareholders against it and relevant clauses mentioned in the Scheme document.
- i. "The Company is advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to make an informed decision
 - Need and Rationale of the scheme, Synergies of the business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.
 - Value of Assets and Liabilities of Arvind Limited that are being transferred to Arvind Advanced Materials Limited and Post Merger balance sheet of Arvind Advanced Materials Limited.
 - Details with respect to discharge of Slump Sale consideration by Transferee to Transferor Company.
 - Details of Tax implications of Slump Sale of the Transferor Company and Transferee Company.
 - Details with respect to coupon or interest rate of debt securities proposed to be issued along with rationale as recommended by Board of Directors of Company.
 - Conditions imposed by Lending Scheduled Commercial Banks while giving NOC to the Scheme.
- j. "Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice to shareholders."
- k. "Company is advised that new equity shares proposed to be issued as part of the "Scheme" shall mandatorily be in demat form only."
- l. "Company shall ensure that the "Scheme" shall be acted upon subject to the complying with the relevant clauses mentioned in the scheme document."
- m. "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
- n. "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."

JP.

- o. "Company shall ensure that applicable additional information, if any, to be submitted to SEBI along with draft scheme of arrangement and the list of documents requested via Query No. 13 dated May 31, 2024, shall form part of disclosures to the shareholders."
- p. "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- q. "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders; while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Byelaws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

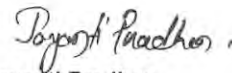


Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the Listing Centre only and no physical filings would be accepted. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,



Marian Dsouza
Senior Manager



Jayanti Pradhan
Assistant Manager



National Stock Exchange Of India Limited

Ref: NSE/LIST/41804

October 23, 2024

The Company Secretary
Arvind Limited
Naroda Road,
Ahmedabad- 380 025

Kind Attn.: Mr. Krunal Bhatt

Dear Sir,

Sub: Observation Letter for draft scheme of amalgamation between Arvind Limited ("Transferor Company") and Arvind Advanced Materials Limited ("Transferee Company") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We are in receipt of captioned draft scheme of amalgamation filed Arvind Limited.

Based on our letter reference no. NSE/LIST/41804 dated September 05, 2024 submitted to SEBI pursuant to SEBI Master Circulars no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with Regulation 37, 94(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), SEBI vide its letter dated October 22, 2024, has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) The Company shall ensure that the proposed composite Scheme of Arrangement shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- b) The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- c) The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the listed Companies and the Stock Exchanges.*
- d) The entities involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators/ authorities/ tribunal.*
- e) The Company shall ensure compliance with the SEBI circulars issued from time to time.*

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051,
India +91 22 26594100 | www.nseindia.com | CIN U67120MH1992PLC069769

Non-Confidential

- f) The entities involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular dated June 20, 2023 and also ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.*
- g) The Company shall ensure that information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- h) The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- i) The Company shall ensure that the "Scheme" shall be acted upon subject to applicant complying with the Para 10(a) & (b) of Part I of SEBI Master Circular issued on June 20, 2023 i.e. the Scheme shall be acted upon only if votes cast by the public shareholders in favour of the proposal are more than the number of votes by the public shareholders against it and relevant clauses mentioned in the scheme document.*
- j) The Company shall disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter:*
- i. Need for the scheme, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.*
 - ii. Value of Assets and liabilities of AL that are being transferred to AAML and Post- Merger Balance sheet of AAML.*
 - iii. Details with respect to discharge of Slump Sale Consideration by Transferee Company to the Transferor Company*
 - iv. Details of Tax implications of Slump Sale on the Transferor and Transferee company.*
 - v. Details with respect to coupon or interest rate of debt securities proposed to be issued along with rationale as recommended by Board of Directors of Company.*
 - vi. Conditions imposed by Lending Scheduled Commercial Banks while giving their NOC to the Scheme.*
- k) The Company shall ensure that the details of proposed scheme under consideration as provided by the Company to the Stock Exchanges shall be prominently disclosed in the notice sent to the shareholders.*
- l) The Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.*
- m) The Company shall ensure that the "Scheme" shall be acted upon subject to the Company complying with the relevant clauses mentioned in the scheme document.*

- n) The Company shall ensure that no changes to the draft scheme shall be made without specific written consent of SEBI, except those mandated by the regulators/authorities/ tribunals.*
- o) The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*
- p) The Company shall ensure that all the applicable additional information shall form part of disclosure to shareholders, which was submitted by the Company to the Stock Exchanges as per Annexure M of Exchange checklist*
- q) The Company shall ensure to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*
- r) It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI / Stock Exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from October 23, 2024, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Priya Iyer
Senior Manager

25th June, 2024

BSE Limited

Listing Compliance Department
14th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir/Madam,

Sub: 'Report on Complaints' in terms of Para 6 of Part I (A) and Annexure IV to the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (SEBI Master Circular)

Ref: Scheme of Arrangement filed under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Arrangement between (i) Arvind Limited ("Transferor Company") and its shareholders and creditors; and (ii) Arvind Advanced Materials Limited ("Transferee Company") and its shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

With reference to aforesaid Scheme of Arrangement filed with BSE Limited and uploaded by BSE on its website on 31st May, 2024, kindly find enclosed herewith the Report on Complaints in the format specified in the SEBI Master Circular.

The Report on Complaints is also being uploaded on the website of the Company, i.e. www.arvind.com as per the requirement of the said circular.

You are requested to take the above document on record and process our application.

Thanking you

Yours faithfully,

For, Arvind Limited


Krunal Bhatt
Company Secretary



REPORT ON COMPLAINTS

Period of Complaint Report: 31st May, 2024 to 21st June, 2024

Part A

| Sr. no. | Particulars | Number |
|---------|--|--------|
| 1 | Number of complaints received directly | NIL |
| 2 | Number of complaints forwarded by Stock Exchanges | |
| 3 | Total Number of complaints/comments received (1+2) | |
| 4 | Number of complaints resolved | |
| 5 | Number of complaints pending | |

Part B

| Sr. no. | Name of complainant | Date of Complaint | Status |
|----------------|---------------------|-------------------|--------|
| Not Applicable | | | |

For, Arvind Limited


Krunal Bhatt
Company Secretary



5th August, 2024

National Stock Exchange of India Limited
Listing Dept., Exchange Plaza,
5th Floor Plot No. C/1, G. Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400051

Symbol: ARVIND

Dear Sir/Madam,

Sub: 'Report on Complaints' in terms of Para 6 of Part I (A) and Annexure IV to the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (SEBI Master Circular)

Ref: Scheme of Arrangement filed under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Arrangement between (i) Arvind Limited ("Transferor Company") and its shareholders and creditors; and (ii) Arvind Advanced Materials Limited ("Transferee Company") and its shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

With reference to the aforesaid Scheme of Arrangement filed with National Stock Exchange of India Limited (NSE) and uploaded by NSE on its website on 12th July, 2024, kindly find enclosed herewith the Report on Complaints in the format specified in the SEBI Master Circular.

The Report on Complaints is also being uploaded on the website of the Company, i.e. www.arvind.com as per the requirement of the said circular.

You are requested to take the above document on record and process our application.

Thanking you

Yours faithfully,

For, Arvind Limited


Krunal Bhatt
Company Secretary



Arvind Limited,
Naroda Road,
Ahmedabad, 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093



FOOTNOTES
PAGES

REPORT ON COMPLAINTS

Period of Complaint Report: 12th July, 2024 to 2nd August, 2024


Part A

| Sr. no. | Particulars | Number |
|---------|--|--------|
| 1 | Number of complaints received directly | NIL |
| 2 | Number of complaints forwarded by Stock Exchanges | |
| 3 | Total Number of complaints/comments received (1+2) | |
| 4 | Number of complaints resolved | |
| 5 | Number of complaints pending | |

Part B

| Sr. no. | Name of complainant | Date of Complaint | Status |
|----------------|---------------------|-------------------|--------|
| Not Applicable | | | |

For, Arvind Limited


Krunal Bhatt
 Company Secretary



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ARVIND LIMITED AT ITS MEETING HELD ON 6TH MAY, 2024 EXPLAINING THE EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS (PROMOTERS AND NON PROMOTER SHAREHOLDERS) AND KEY MANAGERIAL PERSONNEL:

1. Background

The proposed Scheme of Arrangement provides for transfer and vesting of Advanced Materials Undertaking of Arvind Limited, the Transferor Company to Arvind Advanced Materials Limited, the Transferee Company, which is wholly owned subsidiary of the Company, as a going concern on Slump Sale basis with effect from 1st April, 2024 (Appointed Date), in terms of Sections 230 to 232 and other applicable provisions, if any, of Companies Act 2013. The Transferor Company being a listed public limited company, the proceedings are undertaken under Sections 230 to 232 of the Act and the same is required to be circulated to the equity shareholders along with the Notice convening the meeting.

- 1.1 This report of the Board is accordingly being made in pursuance to the requirements of Section 232 (2) (c) of Companies Act, 2013.
- 1.2 The following documents were placed before the Board
 - 1.2.1 Draft Scheme duly initialed by the Company Secretary for the purpose of identification;
 - 1.2.2 Report of the Audit Committee of the Board of Directors dated 6th May, 2024.
 - 1.2.3 The proposed Scheme of Arrangement is between a Parent Company and its wholly owned subsidiary and in the nature of Slump Sale of an Undertaking for Cash Consideration. There is not going to be any change in the Shareholding pattern of the Transferor Company viz. Arvind Limited. Under Para 4 (b) the applicable SEBI Circular being the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, it is not required to obtain the Valuation Report for the proposed transfer.
 - 1.2.4 In consideration for the proposed transfer and vesting of the Advanced Materials Undertaking, the Transferee Company shall pay to the Transferor Company a lump sum cash consideration of INR 90.36 crores (after adjusting retained earnings of Rs. 474.65 crores).



Arvind Limited,
Naroda Road,
Ahmedabad. 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093

2. Effect of the Scheme on equity shareholders (promoter shareholders and non-promoter shareholders), employees and KMPs of Arvind Limited.

2.1 Under the Scheme, an arrangement is sought to be entered into between Arvind Limited and its equity shareholders (promoter shareholders and non-promoter shareholders). Upon the effectiveness of the Scheme, i.e. transfer and vesting of an Undertaking by way of Slump Sale from the Transferor Company into the Transferee Company, Arvind shall not require to allot equity shares to its the equity shareholders or the shareholders of Transferee Company.

2.2 There would be no change in the Pre and Post shareholding pattern and capital structure of the Company on the Scheme coming into effect.

2.3 Further, as far as the equity shareholders of the Company are concerned (promoter shareholders as well as non-promoter shareholders), there will be no dilution in their shareholding in the Company and their rights and interests would not be prejudicially affected by the Scheme.

2.4 Under the Scheme there is no arrangement with the creditors, either secured or unsecured of Arvind Limited. No compromise is offered under the Scheme to any of the creditors of Arvind Limited. The liability of the creditors of Arvind Limited, under the Scheme, is neither being reduced nor being distinguished.

2.5 As on date, Arvind has no outstanding Public Deposits and therefore, the effect of the Scheme on any such Public Depositor or Deposit trustee does not arise.

2.6 Under the Scheme no rights of the staff and employees of Arvind Limited are being affected. The services of the staff and employees of Arvind Limited shall continue on the same terms and conditions on which they are engaged.

2.7 With effect from the Effective Date, the Transferee Company undertakes to engage, without any interruption in service, all employees of the Transferor Company, engaged in or in relation to the Advanced Materials Undertaking, on the terms and conditions to be decided by the Transferee Company. The Transferee Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Transferor Company with any of the aforesaid employees or union representing them. The Transferee Company agrees that the services of all such employees with the Transferor Company prior to the transfer shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral/ terminal benefits.

2.8 Upon effectiveness of this Scheme, liabilities forming part of the Advanced Materials Undertaking, as on the Appointed Date shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Transferee Company and the Transferee Company shall meet, discharge and satisfy the same. In so far as



indirect Tax liabilities are concerned, in particular, any liability with respect to the goods and services tax, value added tax, purchase tax, sales tax or any other duty or tax in relation to the Advanced Materials Undertaking, shall be treated as liabilities of the Transferee Company.

3. Effect of the Scheme on Directors and Key Managerial Personnel of Arvind Limited:

3.1 The Scheme is not expected to have any effect on the Directors and Key Managerial Personnel ("the KMP") of the Company. Further, no change in the Board of the Company is envisaged on account of the Scheme.

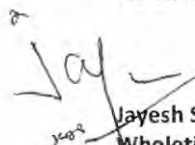
3.2 The Directors holding shares of the Company do not have any interest in the Scheme otherwise than that as shareholder in general. Further, none of the KMPs and relatives of directors of the Company are concerned or interested, financially or otherwise in the proposed Scheme.

4. Share Exchange Ratio:

Board of the Company noted that the Scheme does not contemplate any allotment of shares of the Company or the Transferee Company.

Based on the above, in the opinion of the Board, Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board,
For Arvind Limited,



Jayesh Shah
Wholetime Director & Group CFO
DIN: 00008349
Date: 6th May, 2024



Arvind Advanced Materials

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ARVIND ADVANCED MATERIALS LIMITED AT ITS MEETING HELD ON 6TH MAY, 2024 EXPLAINING THE EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS (PROMOTERS AND NON PROMOTER SHAREHOLDERS) AND KEY MANAGERIAL PERSONNEL:

1. Background

The proposed Scheme of Arrangement provides for transfer and vesting of Advanced Materials Undertaking of Arvind Limited, the Transferor Company to Arvind Advanced Materials Limited, the Transferee Company, which is wholly owned subsidiary of Arvind Limited, as a going concern on Slump Sale basis with effect from 1st April, 2024 (Appointed Date), in terms of Sections 230 to 232 and other applicable provisions, if any, of Companies Act 2013. The Transferee Company being a public limited company, the proceedings are undertaken under Sections 230 to 232 of the Act.

1.1 This report of the Board is accordingly being made in pursuance to the requirements of Section 232 (2) (c) of Companies Act, 2013.

1.2 The following documents were placed before the Board:

1.2.1 Draft Scheme duly initialed by the Company Secretary for the purpose of identification;

1.2.2 The proposed Scheme of Arrangement is between a Parent Company and its wholly owned subsidiary and in the nature of Slump Sale of an Undertaking for Cash Consideration. Under Para 4 (b) the applicable SEBI Circular being the Master Circular No. SEBI/HQ/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023, Arvind Limited (Transferor Company) is not required to obtain the Valuation Report for the proposed transfer of Advanced Materials Undertaking to the Company.

1.2.3 In consideration for the proposed transfer and vesting of the Advanced Materials Undertaking, the Transferee Company shall pay to the Transferor Company a lump sum cash consideration of INR 90.36 crores (after adjusting retained earnings of Rs. 474.65 crores).

2. Effect of the Scheme on equity shareholders (promoter shareholders and non-promoter shareholders), employees and KMPs of Arvind Advanced Materials Limited.

2.1 Under the Scheme, an arrangement is sought to be entered into between Arvind Advanced Materials Limited and its equity shareholders (promoter shareholders and non-promoter shareholders). Upon the effectiveness of the Scheme, i.e. transfer and vesting of an Undertaking by way of Slump Sale from the Transferor Company into the Transferee Company, Arvind Advanced Materials Limited shall not be required to allot equity shares to its equity shareholders or the shareholders of Transferor Company.

2.2 There would be no change in the Pre and Post shareholding pattern and capital structure of the Company on solely pursuant to the Scheme coming into effect.

2.3 Further, as far as the equity shareholders of the Company are concerned (promoter shareholders as well as non-promoter shareholders), there will be no dilution in their shareholding in the Company and their rights and interests would not be prejudicially affected by the Scheme.

2.4 Under the Scheme there is no arrangement with the creditors, either secured or unsecured of Arvind Advanced Materials Limited. No compromise is offered under the Scheme to any of the creditors of Arvind Advanced Materials Limited. The liability of the creditors of Arvind Advanced Materials Limited, under the Scheme, is neither being reduced nor being distinguished.

2.5 As on date, the Company has no outstanding Public Deposits and therefore, the effect of the Scheme on any such Public Depositor or Deposit trustee does not arise.

REGISTERED OFFICE
Arvind Advanced Materials Limited
Main Building, Arvind Limited Premises
Naroda Road, Ahmedabad - 380 015, Gujarat, India
Phone: +91 79 6826 8000 | Email: amd@arvind.in
CIN: U52100GJ2011PLC095105



ARVIND Advanced Materials

- 2.6 Under the Scheme no rights of the staff and employees of Arvind Advanced Materials Limited are being affected. The services of the staff and employees of Arvind Advanced Materials Limited shall continue on the same terms and conditions on which they are engaged.
- 2.7 With effect from the Effective Date, the Transferee Company undertakes to engage, without any interruption in service, all employees of the Transferor Company, engaged in or in relation to the Advanced Materials Undertaking, on the terms and conditions to be decided by the Transferee Company. The Transferee Company undertakes to continue to abide by any agreement / settlement or arrangement, if any, entered into or deemed to have been entered into by the Transferor Company with any of the aforesaid employees or union representing them. The Transferee Company agrees that the services of all such employees with the Transferor Company prior to the transfer shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retiral / terminal benefits.
- 2.8 Upon effectiveness of this Scheme, liabilities forming part of the Advanced Materials Undertaking, as on the Appointed Date shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Transferee Company and the Transferee Company shall meet, discharge and satisfy the same. In so far as indirect Tax liabilities are concerned, in particular, any liability with respect to the goods and services tax, value added tax, purchase tax, sales tax or any other duty or tax in relation to the Advanced Materials Undertaking, shall be treated as liabilities of the Transferee Company.

3. Effect of the Scheme on Directors and Key Managerial Personnel of Arvind Advanced Materials Limited:

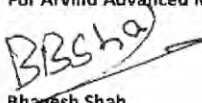
- 3.1 The Scheme is not expected to have any effect on the Directors and Key Managerial Personnel ("the KMP") of the Company. Further, no change in the Board of the Company is envisaged on account of the Scheme.
- 3.2 None of the Directors, KMPs and relatives of directors of the Company are concerned or interested, financially or otherwise in the proposed Scheme.

4. Share Exchange Ratio:

Board of the Company noted that the Scheme does not contemplate any allotment of shares of the Company or the Transferor Company.

Based on the above, in the opinion of the Board, Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board,
For Arvind Advanced Materials Limited,


Bhavesh Shah
Director
DIN: 08813073
Date: 6th May, 2024



REGISTERED OFFICE
Arvind Advanced Materials Limited
Main Building, Arvind Limited Premises,
Naroda Road, Ahmedabad - 380 025, Gujarat, India
Phone: +91 79 4820 8200 | Email: amd@arvind.in
CIN: U5210JA2013PLCC055

Pre Scheme and Post Scheme Shareholding Pattern as on 31st December, 2024

Arvind Limited:

| Sr. No. | Description | Pre-arrangement | | Post-arrangement | |
|------------|---|------------------|--------------|------------------|--------------|
| | | No. of shares | % | No. of shares | % |
| (A) | Promoter and Promoter Group* | | | | |
| 1 | Indian | | | | |
| (a) | Individuals | 26377 | 0.01 | 26377 | 0.01 |
| (b) | Family Trust | 5014 | 0.00 | 5014 | 0.00 |
| (c) | Bodies Corporate | 103590107 | 39.57 | 103590107 | 39.57 |
| | Sub Total(A)(1) | 103621498 | 39.59 | 103621498 | 39.59 |
| 2 | Foreign | 0 | 0 | 0 | 0 |
| (a) | Individuals | 0 | 0 | 0 | 0 |
| (b) | Bodies Corporate | 0 | 0 | 0 | 0 |
| | Sub Total(A)(2) | 0 | 0 | 0 | 0 |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | 103621498 | 39.59 | 103621498 | 39.59 |
| (B) | Public shareholding | | | | |
| 1 | Institutions | | | | |
| (a) | Mutual Funds | 45095384 | 17.23 | 45095384 | 17.23 |
| (b) | Financial Institutions / Banks | 4101 | 0.00 | 4101 | 0.00 |
| (c) | Central Government/ State Government(s) | 230 | 0 | 230 | 0 |
| (d) | Insurance Companies | 164183 | 0.06 | 164183 | 0.06 |
| (e) | Alternate Investment Funds | 810347 | 0.30 | 810347 | 0.30 |
| (f) | Foreign Portfolio Investor/FII | 48866757 | 18.67 | 48866757 | 18.67 |
| | Sub-Total (B)(1) | 94941002 | 36.27 | 94941002 | 36.27 |
| 2 | Non-institutions | | | | |
| (a) | Bodies Corporate | 5960645 | 2.28 | 5960645 | 2.28 |
| (b) | Individuals | | | | |
| | i. Individual shareholders holding nominal share capital up to Rs 2 lakh | 32945133 | 12.59 | 32945133 | 12.59 |
| | ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakh. | 11880339 | 4.54 | 11880339 | 4.54 |
| (c) | NBCFs registered with RBI | 37147 | 0.01 | 37147 | 0.01 |
| | Trusts | 4172286 | 1.59 | 4172286 | 1.59 |
| | Foreign Nationals | 1100 | 0.00 | 1100 | 0.00 |
| | Hindu Undivided Family | 3027869 | 1.15 | 3027869 | 1.15 |
| | Foreign Company | 0 | 0.00 | 0 | 0.00 |

| | | | | | |
|------------|--|------------------|--------------|------------------|--------------|
| | Non Resident Indians | 2521953 | 0.96 | 2521953 | 0.96 |
| | Clearing Members | 8898 | 0.00 | 8898 | 0.00 |
| | Foreign Portfolio Investor (Individual) | 0 | 0 | 0 | 0 |
| | IEPF | 1563692 | 0.60 | 1563692 | 0.60 |
| | Limited Liability Partnership | 535025 | 0.20 | 535025 | 0.20 |
| | Directors and their relatives | 502491 | 0.19 | 502491 | 0.19 |
| | Sub-Total (B)(2) | 63205474 | 24.15 | 63205474 | 24.15 |
| (B) | Total Public Shareholding (B)= (B)(1)+(B)(2) | 158146476 | 60.41 | 158146476 | 60.41 |
| | TOTAL (A)+(B) | 261767974 | 100 | 261767974 | 100 |
| (C) | Shares held by Custodians and against which DRs have been issued | 0 | | 0 | |
| | GRAND TOTAL (A)+(B)+(C) | 261767974 | 100 | 261767974 | 100 |

Arvind Advanced Materials Limited :

| Sr. No. | Name of Shareholders | Pre-arrangement | | Post-arrangement | |
|---------|---|--------------------|-------------|--------------------|-------------|
| | | No. of shares | % | No. of shares | % |
| (1) | Arvind Limited (Including its nominees) | 2,50,00,000 | 100% | 2,50,00,000 | 100% |
| | Total | 2,50,00,000 | 100% | 2,50,00,000 | 100% |

Deloitte Haskins & Sells LLP

Chartered Accountants
19th floor, Shapath-V
S.G. Highway
Ahmedabad-380 015
Gujarat, India

Tel: +91 79 6682 7300
Fax: +91 79 6682 7400

Ref: KR/AL/2024-25/02

To,
The Board of Directors
Arvind Limited
Nardoda Road
Ahmedabad – 380015, Gujarat

Independent Auditor's Certificate certifying the proposed accounting treatment contained in the draft Composite Scheme of Arrangement under section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder amongst Arvind Limited and Arvind Advanced Materials Limited and their respective shareholders and creditors

1. This certificate is issued in accordance with the terms of our engagement letter dated April 30, 2024.
2. We, Deloitte Haskins & Sells LLP (Firm's registration no: 117366W/W-100018), Chartered Accountants, the Statutory Auditors of **Arvind Limited** ("the Company/ the transferor Company"), having its Registered Office at Naroda Road, Ahmedabad-380025, Gujarat have examined the proposed accounting treatment specified in Clause 8.1 with regard to proposed demerger of Advanced Materials Undertaking ("the Demerged Undertaking") of the Company with the Arvind Advanced Materials Limited; as specified in the draft Composite Scheme of Arrangement under section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder between the Arvind Limited and Arvind Advanced Materials Limited and their respective shareholders and creditors (hereinafter referred as "the draft Scheme") with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles in India.

For ease of reference, Clause 8.1 of the draft Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is stamped and initialed by us only for the purposes of identification.

Management's responsibility

3. The responsibility for the preparation of the draft Scheme and its compliance with the relevant laws and regulations, including Section 133 of the Companies Act, 2013, read with the rules made thereunder and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances and includes the compliance with other relevant provisions of the Companies Act, 2013 and applicable laws and regulations.



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Auditor's responsibility

4. Our responsibility is only to examine and report whether the proposed accounting treatment in the books of the transferor Company referred to in Clause 8.1 of the draft Scheme referred to above comply with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, as applicable, read with the rules made there under, and other generally accepted accounting principles in India, as applicable and did not include examination of compliance with other relevant provisions of the Companies Act, 2013 and applicable laws and regulations. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid draft Scheme.
5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India ("ICAI") in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the proposed accounting treatment contained in Clause 8.1 of the draft Scheme is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and circulars issued there under, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards, notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder and other generally accepted accounting principles in India, as applicable.

Restriction on use

8. This certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013, for onward submission by the Company to the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and National Company Law Tribunal with respect to the draft Scheme. This Certificate

Page 2 of 3



**Deloitte
Haskins & Sells LLP**

should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



Kartikya Raval

Kartikya Raval

Partner

(Membership No. 106189)

UDIN: 24106189BKFGUP5485

Place: Ahmedabad
Date: May 6, 2024

ANNEXURE 1

Relevant extract of the Composite Scheme of Arrangement (Demerger) amongst Arvind Limited (Transferor Company) and Arvind Advanced Materials Limited (Transferee Company) and their respective shareholders and creditors

ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEROR COMPANY

8.1 ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEROR COMPANY:

- Notwithstanding anything to the contrary contained herein, the Transferor Company shall account for the transfer of the Advanced Materials Undertaking in its books of account on the Appointed Date in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and the generally accepted accounting principles in India.
- Upon the Scheme becoming effective, the Transferor Company will reduce the carrying value of all the assets and liabilities of the Advanced Materials Undertaking, as appearing in the books of account of the Transferor Company, being transferred to and vested in the Transferee Company, from the respective carrying value of assets and liabilities of the Transferor Company.
- The difference, if any, between the carrying value of the assets and liabilities of the Advanced Materials Undertaking transferred to the Transferee Company and the consideration received/receivable will be adjusted against Retained earnings under the head "Other Equity".

For and on behalf of **Arvind Limited**



Name: Krunal Bhutta
Designation: Company Secretary
Place: Ahmedabad
Date: 6/5/24.

SORAB S. ENGINEER & CO. (Regd.)
CHARTERED ACCOUNTANTS

TELEPHONE : +91 79 29700466
FAX : +91 79 48006782
EMAIL : sseahm@sseco.in
sseahm@hotmail.com
WEB : www.sseco.in



804, SAKAR-IX,
BESIDES OLD RBI,
ASHRAM ROAD,
AHMEDABAD-380 009

To,
The Board of Directors,
Arvind Advanced Materials Limited
Naroda Road
Ahmedabad - 380015, Gujarat

Independent Auditor's Certificate certifying the proposed accounting treatment contained in the draft Composite Scheme of Arrangement under section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder amongst Arvind Limited and Arvind Advanced Materials Limited and their respective shareholders and creditors.

1. This certificate is issued in accordance with the terms of our engagement letter dated April 30, 2024.
2. We, Sorab S. Engineer and Co (Firm's registration no: 110417W), Chartered Accountants, the Statutory Auditors of Arvind Advanced Materials Limited ("the Company"), having its Registered Office at Naroda Road, Ahmedabad-380025, Gujarat have examined the proposed accounting treatment specified in Clause 8.1 with regard to proposed merger of Advanced Materials Undertaking ("the Merged Undertaking") of Arvind Limited; as specified in the draft Composite Scheme of Arrangement under section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder between the Arvind Limited and the Company and their respective shareholders and creditors (hereinafter referred as "the draft Scheme") with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made there under and other generally accepted accounting principles in India.

For ease of reference, Clause 8.1 of the draft Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is stamped and initialed by us only for the purposes of identification.

Management's responsibility

3. The responsibility for the preparation of the draft Scheme and its compliance with the relevant laws and regulations, including Section 133 of the Companies Act, 2013, read with the rules made thereunder and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances and includes the compliance with other relevant provisions of the Companies Act, 2013 and applicable laws and regulations.

Auditor's responsibility

4. Our responsibility is only to examine and report whether the proposed accounting treatment in the books of the Company referred to in Clause 8.1 of the draft Scheme



Head Office : 902, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai-400 021.

Telephone : +91 22 2282 4811, 2204 0861 • **Email :** sorabsengineer@yahoo.com, ssemum@sseco.in

Bengaluru Branch : Purva Sunflower Apartment, Flat No. D-1303, 13th Floor, No. 236/4, Magadi Road, Bengaluru-560023.

Telephone : +91 9925879234 • **Email :** sseblr@sseco.in

Jamnagar Branch : Sagar-8, Kamdar Colony, Nr. Kamdar Colony Jain Derasar, Pethraj Raisi Marg, Jamnagar-361006.

Telephone : +91 8980212412

SORAB S. ENGINEER & CO. (Regd.)

referred to above comply with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013, as applicable, read with the rules made thereunder, and other generally accepted accounting principles in India, as applicable and did not include examination of compliance with other relevant provisions of the Companies Act, 2013 and applicable laws and regulations. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid draft Scheme.

5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India ("ICAI") in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

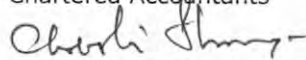
Opinion

7. Based on our examination and according to the information and explanations given to us, we are of the opinion that the proposed accounting treatment contained in Clause 8.1 of the draft Scheme is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and circulars issued thereunder, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards, notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder and other generally accepted accounting principles in India, as applicable.

Restriction on use

This certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013, for onward submission by the Company to the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and National Company Law Tribunal with respect to the draft Scheme. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Sorab S. Engineer and Co.**
Firm Registration No 110417W
Chartered Accountants



CA. Chokshi Shreyas B.

Partner

Membership No. 100892

UDIN: 24100892BJZWWH5083



Ahmedabad
May 06, 2024

Annexure 1

8.1 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFeree COMPANY:

Since the transaction involves entities which are under common control before and after Slump Sale, the Transferee Company shall account for the transfer and vesting of Advanced Materials Undertaking (which qualifies as 'Business' as per the definition mentioned in IND AS 103) as per the 'Pooling of interest method' in its books of accounts in accordance with Appendix C 'Business combinations of entities under common control' of the IND AS 103 'Business Combinations' prescribed under Section 133 of the Act as enumerated below:

- a) All identifiable assets and the liabilities acquired, including reserves/retained earnings related to the Advanced Materials Undertaking, shall be recorded at their respective carrying values as appearing in the books of accounts of the Transferee Company as on Appointed Date;
- b) The identity of the reserves transferred by the Transferor Company relating to the Advanced Materials Undertaking, as mentioned in (a) above, shall be preserved and shall appear in the books of accounts of the Transferee Company in the same manner and form, in which they appeared in the books of accounts of the Transferor Company.
- c) The balance, if any, between the consideration provided under clause 7 above and aggregate effect of clause (a) and (b) above shall be adjusted to the Capital reserve.
- d) Accordingly, the reserves mentioned in clause (b) and (c) above which are available for distribution as dividend earlier would also be available for distribution as dividend after Scheme becoming effective by the Transferee Company.
- e) Expenses incurred for implementation of the Scheme and for the transfer of Advanced Materials Undertaking shall be adjusted to the reserves and surplus account of the Transferee Company.



**INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL STANDALONE
FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS**
**TO THE BOARD OF DIRECTORS OF
ARVIND LIMITED**
Opinion and Conclusion

We have (a) audited the Standalone Financial Results for the year ended March 31, 2024 and (b) reviewed the Standalone Financial Results for the quarter ended March 31, 2024 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Standalone Financial Results for the Quarter and Year Ended March 31, 2024" of **ARVIND LIMITED** ("the Company"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Opinion on Annual Standalone Financial Results

In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Results for the year ended March 31, 2024:

- i. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and total comprehensive Income and other financial information of the Company for the year then ended.

(b) Conclusion on Unaudited Standalone Financial Results for the quarter ended March 31, 2024

With respect to the Standalone Financial Results for the quarter ended March 31, 2024, based on our review conducted as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Standalone Financial Results for the quarter ended March 31, 2024, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Basis for Opinion on the Audited Standalone Financial Results for the year ended March 31, 2024

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results for the year ended March 31, 2024 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.



Regd. Office: One International Center, Tower 3, 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai-400 013, Maharashtra, India.
(LLP Identification No. AAB-8737)

Management's Responsibilities for the Statement

This Statement which includes the Standalone Financial Results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Standalone Financial Results for the year ended March 31, 2024 has been compiled from the related audited standalone financial statements. This responsibility includes the preparation and presentation of the Standalone Financial Results for the quarter and year ended March 31, 2024 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities

(a) Audit of the Standalone Financial Results for the year ended March 31, 2024

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results for the year ended March 31, 2024 as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Standalone Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Standalone Financial Results, including the disclosures, and whether the Annual Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Standalone Financial Results of the Company to express an opinion on the Annual Standalone Financial Results.

Materiality is the magnitude of misstatements in the Annual Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Standalone Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Standalone Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Standalone Financial Results for the quarter ended March 31, 2024

We conducted our review of the Standalone Financial Results for the quarter ended March 31, 2024 in accordance with the Standard on Review Engagements ("SRE") 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Page 3 of 4



Other Matters

- The Statement includes the results for the Quarter ended March 31, 2024 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our report on the Statement is not modified in respect of this matter.

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Kartikeya Raval

Kartikeya Raval

Partner

(Membership No. 106189)

UDIN:24106189BKFGUM1833

Place: Ahmedabad
Date: May 06, 2024

| STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024 | | | | | |
|---|---|-----------------|-----------------|-----------------|-----------------|
| [₹ in Crores except per share data] | | | | | |
| Sr. No. | Particulars | Quarter Ended | | Year Ended | |
| | | 31.03.2024 | 31.12.2023 | 31.03.2024 | 31.03.2023 |
| | | Refer Note 5 | Unaudited | Refer Note 5 | Audited |
| 1 | Income | | | | |
| | (a) Revenue from operations | 1,899.57 | 1,754.24 | 1,707.08 | 7,100.46 |
| | (b) Other Income | 10.84 | 10.52 | 13.15 | 53.38 |
| | Total Income | 1,910.41 | 1,764.76 | 1,720.23 | 7,153.84 |
| 2 | Expenses | | | | |
| | (a) Cost of materials consumed | 846.54 | 791.78 | 849.94 | 3,299.35 |
| | (b) Purchase of stock-in-trade | 63.32 | 35.50 | 15.72 | 155.62 |
| | (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 8.06 | 4.62 | (13.31) | (47.00) |
| | (d) Project expenses | 25.32 | 20.00 | 13.05 | 72.25 |
| | (e) Employee benefit expenses | 196.72 | 208.34 | 189.78 | 822.79 |
| | (f) Finance costs | 43.46 | 36.42 | 36.50 | 150.82 |
| | (g) Depreciation and amortisation expenses | 51.91 | 50.95 | 54.02 | 212.77 |
| | (h) Other expenses | 552.81 | 497.64 | 485.51 | 2,069.93 |
| | Total Expenses | 1,788.14 | 1,645.25 | 1,631.21 | 6,727.39 |
| 3 | Profit before Exceptional Items and Tax from continuing operations (1-2) | 122.27 | 119.51 | 89.02 | 426.45 |
| 4 | Exceptional Item (net of tax) (Refer Note 2) | (21.91) | (0.49) | (29.65) | (22.40) |
| 5 | Profit before tax from continuing operations (3+4) | 100.36 | 119.02 | 59.37 | 404.05 |
| 6 | Tax Expense : | | | | |
| | - Current Tax | 32.47 | 32.83 | 20.42 | 112.39 |
| | - Short provision of earlier years | 4.03 | - | (0.58) | 4.03 |
| | - Deferred Tax Credit | (7.99) | (4.61) | (9.28) | (17.27) |
| | Total Tax Expense | 28.51 | 28.22 | 10.56 | 99.15 |
| 7 | Profit for the period from continuing operations (5-6) | 71.85 | 90.80 | 48.81 | 304.90 |
| 8 | Loss before tax from discontinued operations (Refer Note 4) | - | - | - | (7.54) |
| 9 | Tax Credit of discontinued operations | - | - | - | 1.50 |
| 10 | Loss from discontinued operations after Tax (8+9) | - | - | - | (6.04) |
| 11 | Profit for the period (7+10) | 71.85 | 90.80 | 48.81 | 345.91 |
| 12 | Other Comprehensive Income/(Loss) (net of tax) | | | | |
| | (a) Items that will not be classified to profit and loss | | | | |
| | (i) Equity Instruments through Other Comprehensive Income (FVOCI) | - | (22.33) | 0.13 | (22.33) |
| | (ii) Remeasurement of defined benefit plan | 4.60 | 1.07 | 4.95 | 7.81 |
| | (iii) Income tax related to items (i) & (ii) above | (1.16) | 4.94 | (1.25) | 3.24 |
| | (b) Items that will be reclassified to profit and loss | | | | |
| | (i) Effective portion of gain/(loss) on cash flow hedges | 2.22 | 9.24 | 37.79 | 5.71 |
| | (ii) Income tax related to item (i) above | (0.55) | (2.33) | (9.51) | (1.43) |
| | Other Comprehensive Income/(Loss) (net of tax) | 5.11 | (9.41) | 32.11 | (7.00) |
| 13 | Total Comprehensive Income for the period (11+12) | 76.96 | 81.39 | 80.92 | 297.90 |
| 14 | Paid-up Equity Share Capital (Face Value ₹ 10/- per share) | 261.63 | 261.61 | 261.50 | 261.63 |
| 15 | Other Equity | - | - | - | 3,214.74 |
| 16 | Earnings/(Loss) per Share in ₹ - (Not Annualised) | | | | |
| | Continuing Operations : | | | | |
| | - Basic | 2.75 | 3.47 | 1.86 | 11.66 |
| | - Diluted | 2.75 | 3.46 | 1.86 | 11.65 |
| | Discontinued Operations : | | | | |
| | - Basic | - | - | - | (0.23) |
| | - Diluted | - | - | - | (0.23) |
| | Continuing and Discontinued Operations : | | | | |
| | - Basic | 2.75 | 3.47 | 1.86 | 11.66 |
| | - Diluted | 2.75 | 3.46 | 1.86 | 11.65 |

(See accompanying notes to the Standalone Financial Results)



Arvind Limited,
Naroda Road,
Ahmedabad. 380 025, India
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CIN: L17119GJ1931PLC000093

Notes :

- The above standalone financial results were reviewed by the Audit Committee and have been considered and approved by the Board of Directors at their meeting held on May 6, 2024.
- Exceptional items represent following:

| Particulars | Quarter Ended | | Year Ended | |
|---|----------------|---------------|----------------|--------------|
| | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2024 |
| | Refer Note 5 | Unaudited | Refer Note 5 | Audited |
| (a) Provision for impairment of investments and loans/loss on sale of investments | (28.56) | - | (29.78) | (28.56) |
| (b) Loss of Limited Liability Partnership* | - | - | - | (76.36) |
| (c) Investment written off | - | (0.65) | (10.18) | (30.39) |
| (d) Profit on Sale of Undertaking (Refer Note 4) | - | - | - | (10.18) |
| | (28.56) | (0.65) | (39.96) | 152.06 |
| Tax Impact on above | 6.65 | 0.16 | 10.31 | (6.62) |
| Total | (21.91) | (0.49) | (29.65) | 28.51 |

- * During the earlier years, while granting approval of revised plan on the land, the municipal corporation has demanded additional surrender of 17,033 sq meters of land valued at ₹ 30.70 crores than what is already surrendered as part of the submitted plan. The Subsidiary has preferred an appeal/legal case against this demand which is pending with the Hon'ble High Court of Gujarat. As the outcome of the case is uncertain, based on legal advice, the subsidiary has made provision of ₹ 30.70 crores and disclosed under the head "Exceptional Items". The Company has booked a loss on account of Limited Liability Partnership of ₹ 30.39 Crores on its share.
- Other Income includes share of Loss from LLPs amounting to ₹ 0.66 crores and Profit of ₹ 0.88 crores for the quarter ended March 31, 2024 and December 31, 2023 respectively and Profit of ₹ 0.03 crores for the year ended on March 31, 2024 (previous year - Profit of ₹ 0.01 crore for the quarter ended March 31, 2023 and Profit of ₹ 0.01 crores for the year ended March 31, 2023 respectively).
 - The Company has entered into agreement on July 19, 2022 to sell its Omuni Undertaking to Bigfoot Retail Solutions Private Limited. In order to execute this transaction, the Company has transferred its Internet division to its wholly owned subsidiary company, Arvind Internet Limited with effective date of June 30, 2022 at a consideration of ₹ 152.30 crores. Accordingly, the Company has considered business of Arvind Internet Undertaking as "Discontinued Operations" in accordance with Ind AS 105 and accordingly, re-classified the financial results for various periods presented. Company has presented gain on this transaction as an exceptional item in the financial results. The Company has booked gain of ₹ 152.06 crores on sale of Omuni undertaking. Post completion of all conditions subsequent to the transaction as on September 30, 2022, the Company has transferred its wholly owned subsidiary company Arvind Internet Limited to Bigfoot Retail Solutions Private Limited.

Brief details of discontinued operations are given as under:

| Particulars | Quarter Ended | | Year Ended | |
|--|---------------|------------|--------------|---------------|
| | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2024 |
| | Refer Note 5 | Unaudited | Refer Note 5 | Audited |
| (a) Total Income | - | - | - | 6.33 |
| (b) Total Expenses | - | - | - | 13.87 |
| (c) Loss before tax (a-b) | - | - | - | (7.54) |
| (d) Tax Expense Credit | - | - | - | 1.50 |
| (e) Loss from discontinued operations | - | - | - | (6.04) |

- The figures for the quarter ended March 31, 2024 and March 31, 2023 are the balancing figures between audited figures in respect of the full financial year and the unaudited published year-to-date figures upto the third quarter ended December 31, 2023 and December 31, 2022 respectively which were subjected to limited review.
- The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961. Accordingly, the Company has recognised provision for Income Tax for the quarter ended June 30, 2022 and re-measured its deferred tax asset/ liabilities basis the rate prescribed in the said section. The Company has also charged off MAT credit amounting to ₹ 36.20 crores to exercise this option. The full impact of this change was recognised in the statement of Profit & Loss in the previous year.
- During the current year, the Company has sold its investment in equity shares and Non Convertible Debentures of its subsidiaries to its another subsidiaries for a consideration of ₹ 85.72 crores. Resulting gain of ₹ 29.72 crores on such sale is accounted for in "Capital Reserve", this being in the nature of common control business combination. During the previous year, the Company has sold its investment in equity shares of its subsidiary to its another subsidiary, for a consideration of ₹ 49.70 crores. Resulting loss of ₹ 51.30 crores on such sale is accounted for in "Capital Reserve", this being in the nature of common control business combination.
- The Board at its meeting dated May 6, 2024 has approved the Scheme of Arrangement ("Scheme") for transfer and vesting of "Advanced materials division" of the company to Arvind Advanced Materials Limited, a wholly owned subsidiary of the company, on an ongoing basis by way of slump sale with effect from the appointed date i.e. April 1, 2024 at book value, under Sec 230 to 232 and other applicable provisions of the Companies Act, 2013. The Scheme is subject to requisite regulatory and other approvals, pending which no adjustments are required to be made in the financial results for the year ended March 31, 2024.
- The Board of Directors recommended a final dividend of ₹ 3.75 per equity share and one-time special dividend of ₹ 1.00 per equity share, totalling to a dividend of ₹ 4.75 per equity share of face value of ₹ 10 each, for the financial year ended March 31, 2024, subject to approval of shareholders in the ensuing Annual General Meeting.

Ahmedabad
May 6, 2024

For Arvind Limited
Punit S. Lalbhai
Punit S. Lalbhai
Vice Chairman



Arvind Limited,
Naroda Road,
Ahmedabad. 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093

| STANDALONE AUDITED BALANCE SHEET AS AT MARCH 31, 2024 | | | | |
|--|---|----------------------------|---------------------|----------|
| | | [₹ in Crores] | | |
| | Particulars | As At 31.03.2024 | As At 31.03.2023 | |
| | | Audited | Audited | |
| | ASSETS | | | |
| 1 | Non-current Assets | | | |
| | (a) Property, Plant and Equipment | 2,932.26 | 2,940.74 | |
| | (b) Capital work-in-progress | 90.26 | 76.74 | |
| | (c) Investment Property | 191.12 | 169.18 | |
| | (d) Other Intangible Assets | 14.96 | 22.53 | |
| | (e) Intangible Assets under development | 0.39 | 1.14 | |
| | (f) Right of Use Assets | 58.28 | 44.24 | |
| | (g) Financial Assets | | | |
| | (i) Investments | 343.69 | 386.95 | |
| | (ii) Loans | 0.42 | 0.51 | |
| | (iii) Other Financial Assets | 24.93 | 21.22 | |
| | (h) Deferred tax asset (net) | 17.64 | - | |
| | (I) Other Non-current Assets | 33.69 | 22.39 | |
| | Total - Non-current Assets | 3,707.64 | 3,685.64 | |
| | 2 | Current Assets | | |
| | | (a) Inventories | 1,719.26 | 1,474.23 |
| (b) Financial Assets | | | | |
| (i) Trade Receivables | | 952.41 | 853.10 | |
| (ii) Cash & cash equivalents | | 30.25 | 29.49 | |
| (iii) Bank balances other than(ii) above | | 8.74 | 8.99 | |
| (iv) Loans | | 80.14 | 52.34 | |
| (v) Other Financial Assets | | 17.06 | 20.20 | |
| (c) Current Tax Assets (Net) | | 12.81 | 13.92 | |
| (d) Other Current Assets | | 200.51 | 259.89 | |
| Total - Current Assets | | 3,021.18 | 2,712.16 | |
| TOTAL - ASSETS | | 6,728.82 | 6,397.80 | |
| | EQUITY AND LIABILITIES | | | |
| | Equity | | | |
| | (a) Equity Share Capital | 261.63 | 261.50 | |
| | (b) Other Equity | 3,214.74 | 3,034.86 | |
| | Total - Equity | 3,476.37 | 3,296.36 | |
| | Liabilities | | | |
| 1 | Non - Current Liabilities | | | |
| | (a) Financial Liabilities | | | |
| | (i) Borrowings | 249.94 | 362.91 | |
| | (ii) Lease Liabilities | 54.50 | 46.46 | |
| | (iii) Other Financial Liabilities | 1.56 | 0.70 | |
| | (b) Provisions | 23.90 | 22.71 | |
| | (c) Deferred Tax Liabilities (Net) | - | 10.21 | |
| | (d) Government Grants | 74.69 | 72.02 | |
| | Total - Non-current Liabilities | 404.59 | 515.01 | |
| | 2 | Current Liabilities | | |
| (a) Financial Liabilities | | | | |
| (i) Borrowings | | 997.83 | 997.33 | |
| (ii) Lease Liabilities | | 17.94 | 13.45 | |
| (iii) Trade Payables | | | | |
| - total outstanding dues of micro enterprises and small enterprises | | 132.59 | 61.03 | |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | | 1,117.83 | 1,030.25 | |
| (iv) Other Financial Liabilities | | 180.22 | 179.59 | |
| (b) Other Current Liabilities | | 378.30 | 283.81 | |
| (c) Provisions | | 11.61 | 12.17 | |
| (d) Government Grants | | 11.54 | 8.80 | |
| Total - Current Liabilities | 2,847.86 | 2,586.43 | | |
| TOTAL - EQUITY AND LIABILITIES | | 6,728.82 | 6,397.80 | |

Ahmedabad
May 6, 2024
Arvind Limited,
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For Arvind Limited,
Punit S. Lalbhai
Punit S. Lalbhai
Vice Chairman



| SEGMENTWISE REVENUE, RESULTS, SEGMENT ASSETS AND LIABILITIES (STANDALONE) FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024 | | | | | |
|--|--|-----------------|-----------------|-----------------|-----------------|
| [₹ in Crores] | | | | | |
| Sr. No | Particulars | Quarter Ended | | | Year Ended |
| | | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2023 |
| | | Refer Note 5 | Unaudited | Refer Note 5 | Audited |
| 1 | Segment Revenue (Net Sales/Income from Operations) | | | | |
| | (a) Textiles | 1,462.39 | 1,394.66 | 1,378.68 | 5,629.68 |
| | (b) Advanced Materials | 346.25 | 325.07 | 292.04 | 1,302.27 |
| | (c) Others | 91.09 | 34.88 | 36.45 | 169.74 |
| | Total | 1,899.73 | 1,754.61 | 1,707.17 | 7,101.69 |
| | Less : Inter Segment Sales | 0.16 | 0.37 | 0.09 | 1.23 |
| | Net Sales/Income from Operations from Continuing Operations | 1,899.57 | 1,754.24 | 1,707.08 | 7,100.46 |
| 2 | Segment Results (Profit/(Loss) before interest & Tax) | | | | |
| | (a) Textiles | | | | |
| | - Profit before Exceptional Items | 133.32 | 130.65 | 96.56 | 480.15 |
| | - Exceptional Items (Refer Note 2) | (28.56) | (0.55) | - | (29.21) |
| | Textiles Total | 104.76 | 130.00 | 96.56 | 450.94 |
| | (b) Advanced Materials | 38.02 | 40.04 | 30.75 | 146.15 |
| | (c) Others | 3.61 | (7.54) | (4.76) | (18.89) |
| | Total | 143.39 | 162.55 | 122.55 | 578.20 |
| | Less: Interest and Finance Charges | 43.46 | 36.42 | 36.50 | 150.82 |
| | Other Unallocable income/(expenditure) | | | | |
| | - Profit/(Loss) before Exceptional Items | (6.22) | (7.27) | 2.97 | (30.14) |
| | - Exceptional Items (Refer Note 2) | 6.65 | 0.16 | (29.65) | 6.81 |
| | Add: Total Other Unallocable income/(expenditure) | 0.43 | (7.11) | (26.68) | (23.33) |
| | Profit Before Tax from Continuing Operations | 100.36 | 119.02 | 59.37 | 404.05 |
| 3 | Segment Assets | | | | |
| | (a) Textiles | 4,422.16 | 4,355.89 | 4,269.40 | 4,422.16 |
| | (b) Advanced Materials | 759.52 | 726.31 | 662.63 | 759.52 |
| | (c) Others | 550.58 | 529.54 | 440.51 | 550.58 |
| | (d) Unallocable | 996.56 | 1,048.22 | 1,025.26 | 996.56 |
| | Total Segment Assets from Continuing Operations | 6,728.82 | 6,659.96 | 6,397.80 | 6,728.82 |
| 4 | Segment Liabilities | | | | |
| | (a) Textiles | 1,384.01 | 1,253.69 | 1,244.79 | 1,384.01 |
| | (b) Advanced Materials | 194.48 | 184.33 | 148.01 | 194.48 |
| | (c) Others | 373.08 | 366.67 | 291.58 | 373.08 |
| | (d) Unallocable | 53.12 | 54.60 | 56.82 | 53.12 |
| | Total Segment Liabilities from Continuing Operations | 2,004.69 | 1,869.29 | 1,741.20 | 2,004.69 |
| Notes : | | | | | |
| I Considering the nature of the Company's business and operations, as well as based on reviews performed by Chief operating decision maker regarding resource allocation and performance management, the Company has identified following as reportable segments in accordance with the requirements of Ind AS 108 - "Operating Segments". | | | | | |
| Classification of Reportable Segments : | | | | | |
| 1 Textiles : Fabrics, Garments and Fabric Retail, | | | | | |
| 2 Advanced Materials : Human Protection fabric & garments, Industrial Products, Advance Composites and Automotive fabrics. | | | | | |
| 3 Others : E-commerce, Agriculture Produce, EPBX and One to Many Radio, Developing of Residential Units, Construction contracts and Others. | | | | | |
| II Details of Discontinued Operations : | | | | | |
| [₹ in Crores] | | | | | |
| Sr. No | Particulars | Quarter Ended | | | Year Ended |
| | | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2023 |
| | | Refer Note 5 | Unaudited | Refer Note 5 | Audited |
| 1 | Segment Revenue (Net Sales / Income from Operations) | - | - | - | 6.33 |
| 2 | Segment Results (Loss before Interest & Tax) | - | - | - | (7.54) |
| 3 | Segment Assets | - | - | - | - |
| 4 | Segment Liabilities | - | - | - | - |

Ahmedabad
May 6, 2024

For Arvind Limited
Punit Lalbhai
Punit S.Lalbhai
Vice Chairman



Arvind Limited,
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| STANDALONE AUDITED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024 | | | |
|---|-----------------|---------------------------|---------------------------|
| [₹ in Crores] | | | |
| Particulars | Year Ended | | Year Ended |
| | March 31, 2024 | | March 31, 2023 |
| | Audited | | Audited |
| A Cash Flow from Operating activities | | | |
| Profit after taxation | | 304.90 | 345.91 |
| Adjustments to reconcile profit after tax to net cash flows: | | | |
| Depreciation and Amortization expense | 212.77 | | 210.95 |
| Interest Income | (10.57) | | (12.70) |
| Tax Expense | 92.34 | | 67.35 |
| Finance Costs | 150.82 | | 154.63 |
| Dividend Income | (5.43) | | (4.50) |
| Profit on Sale of Undertaking | - | | (152.06) |
| Allowances for doubtful receivables | 2.45 | | 1.04 |
| Sundry Advances Written off | 6.94 | | 1.21 |
| Share of (Profit)/Loss from LLP | (0.03) | | 30.38 |
| Provision for Non moving inventory | 34.22 | | 26.99 |
| Foreign Exchange Gain | (1.71) | | (5.59) |
| Loss/(Gain) of mark to market of derivative financial instruments | - | | (0.36) |
| (Profit)/Loss on Sale of Property, plant and equipment | 0.73 | | (4.09) |
| Gain on Termination/Transfer of Leases | (0.09) | | (0.42) |
| Excess Provision written back | (0.44) | | (0.27) |
| Share based payment expense | 2.51 | | 1.79 |
| Government grant income | (8.83) | | (8.91) |
| Provision for impairment of investments and loans | 28.56 | | 23.83 |
| Investment written off | 0.65 | | 10.18 |
| Loss on Sale of Investments | - | | 52.53 |
| Financial guarantee commission income | (1.62) | | (1.17) |
| | 503.27 | | 392.81 |
| Operating Profit before Working Capital Changes | 808.17 | | 738.72 |
| Adjustments for changes in working capital : | | | |
| (Increase) / Decrease in Inventories | (279.25) | | 500.62 |
| (Increase) / Decrease in trade receivables | (100.16) | | 211.60 |
| (Increase) / Decrease in other financial assets | (8.68) | | 7.75 |
| (Increase) / Decrease in other assets | 58.39 | | 122.16 |
| Increase / (Decrease) in trade payables | 157.16 | | (1,020.65) |
| Increase / (Decrease) in other financial liabilities | 9.99 | | 23.80 |
| Increase / (Decrease) in other liabilities | 94.47 | | 59.93 |
| Increase / (Decrease) in provisions | 8.46 | | 2.54 |
| Net Changes in Working Capital | (59.62) | | (92.05) |
| Cash Generated from Operations | 748.55 | | 646.67 |
| Direct Taxes paid (Net) | (117.27) | | (83.56) |
| Net Cash Flow from Operating Activities (A) | 631.28 | | 563.11 |
| B Cash Flow from Investing Activities | | | |
| Purchase of Property, plant and equipment and intangible assets | (233.52) | | (181.33) |
| Proceeds from disposal of Property, plant and equipment and intangible assets | 20.09 | | 24.05 |
| Purchase of Investments | (35.74) | | (34.76) |
| Proceeds from disposal of Investments | 85.81 | | 108.36 |
| Changes in other bank balances not considered as cash and cash equivalents | 0.34 | | (1.26) |
| Loans Given (net) | (51.61) | | (1.46) |
| Dividend Received | 5.43 | | 4.50 |
| Interest Received | 11.55 | | 21.85 |
| Net Cash used in Investing Activities (B) | (197.65) | | (59.25) |
| C Cash Flow from Financing Activities | | | |
| Proceeds from Issue of Equity Share Capital | 0.24 | | 3.28 |
| Dividend Paid | (150.36) | | - |
| Proceeds from long term Borrowings (including current maturities) | 217.66 | | - |
| Repayment of long term Borrowings (including current maturities) | (461.57) | | (287.26) |
| Proceeds from/(Repayment of) short term Borrowings (net) | 129.98 | | (59.67) |
| Repayment towards Lease Liabilities | (22.64) | | (19.83) |
| Interest Paid | (146.18) | | (147.65) |
| Net Cash used in Financing Activities (C) | (432.87) | | (511.13) |
| Net Increase/(Decrease) in cash and cash equivalents (A)+(B)+(C) | 0.76 | | (7.27) |
| Cash and Cash equivalents at the beginning of the period | 29.49 | | 36.76 |
| Cash and Cash equivalents at the end of the period | 30.25 | | 29.49 |
| Reconciliation of cash and cash equivalents | | | |
| Particulars | | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Cash and cash equivalents : | | | |
| Cash on Hand | | - | - |
| Balances with Banks | | 30.25 | 29.49 |
| Cash and cash equivalents as per Balance Sheet | | 30.25 | 29.49 |
| Less: Bank Overdrafts | | - | - |
| Cash and cash equivalents as per Cash flow Statement | | 30.25 | 29.49 |

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For Arvind Limited
Punit Lalbhai
Punit S. Lalbhai
Vice Chairman



**INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL CONSOLIDATED
FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS**

**TO THE BOARD OF DIRECTORS OF
ARVIND LIMITED**

Opinion and Conclusion

We have (a) audited the Consolidated Financial Results for the year ended March 31, 2024 and (b) reviewed the Consolidated Financial Results for the quarter ended March 31, 2024 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Consolidated Financial Results for the Quarter and Year Ended March 31, 2024," of **ARVIND LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the net profit/(loss) after tax and total comprehensive income/(loss) of its joint ventures and associate for the quarter and year ended March 31, 2024, ("the Statement") being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Opinion on Annual Consolidated Financial Results

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the audit reports of other auditors on separate financial statements of the subsidiaries, associate and joint ventures referred to in Other Matters section below, the Consolidated Financial Results for the year ended March 31, 2024:

- (i) includes the results of the entities as given in Annexure to this report;
- (ii) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- (iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and consolidated total comprehensive income and other financial information of the Group for the year ended March 31, 2024.

(b) Conclusion on Unaudited Consolidated Financial Results for the quarter ended March 31, 2024

With respect to the Consolidated Financial Results for the quarter ended March 31, 2024, based on our review conducted and procedures performed as stated in paragraph (b) of Auditor's Responsibilities section below and based on the consideration of the review reports of other auditors referred to in Other Matters section below, nothing has come to our attention that causes us to believe that the Consolidated Financial Results for the quarter ended March 31, 2024, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Regd. Office: One International Center, Tower 3, 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai-400 013, Maharashtra, India.
(LLP Identification No. AAB-8737)

Basis for Opinion on the Audited Consolidated Financial Results for the year ended March 31, 2024

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Group, its associate and joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results for the year ended March 31, 2024 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibilities for the Statement

This Statement, which includes the Consolidated Financial Results is the responsibility of the Parent's Board of Directors and has been approved by them for the issuance. The Consolidated Financial Results for the year ended March 31, 2024, has been compiled from the related audited consolidated financial statements. This responsibility includes the preparation and presentation of the Consolidated Financial Results for the quarter and year ended March 31, 2024 that give a true and fair view of the consolidated net profit and consolidated other comprehensive loss and other financial information of the Group including its associate and joint ventures in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of this Consolidated Financial Results by the Directors of the Parent, as aforesaid.

In preparing the Consolidated Financial Results, the respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.



Auditor's Responsibilities

(a) Audit of the Consolidated Financial Results for the year ended March 31, 2024

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results for the year ended March 31, 2024 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Consolidated Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Consolidated Financial Results, including the disclosures, and whether the Annual Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the Annual Standalone Financial Results of the entities within the Group and its associate and joint ventures to express an opinion on the Annual Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of



financial information of such entities included in the Annual Consolidated Financial Results of which we are the independent auditors. For the other entities included in the Annual Consolidated Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Annual Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Consolidated Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Consolidated Financial Results.

We communicate with those charged with governance of the Parent and such other entities included in the Consolidated Financial Results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Consolidated Financial Results for the quarter ended March 31, 2024

We conducted our review of the Consolidated Financial Results for the quarter ended March 31, 2024 in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

The Statement includes the results of the entities as listed under paragraph (a)(i) of Opinion and Conclusion section above.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

Other Matters

- The Statement includes the results for the Quarter ended March 31, 2024 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our report is not modified in respect of this matter.



- We did not audit the financial statements of 19 subsidiaries included in the consolidated financial results, whose financial statements reflects total assets of Rs. 1,090.58 crores as at March 31, 2024, total revenues of Rs. 350.75 crores and Rs. 1,212.22 crores for the quarter and year ended March 31, 2024, respectively, total net profit after tax of Rs. 8.46 crores and Rs. 18.29 crores for the quarter and year ended March 31, 2024, respectively, total comprehensive income of Rs. 7.51 crores and Rs. 16.10 crores for the quarter and year ended March 31, 2024, respectively and net cash outflows of Rs. 0.48 crores for the year ended March 31, 2024 as considered in the Statement. The consolidated financial results also include the Group's share of profit/(loss) after tax of Rs. (0.00) crores and Rs. 0.70 crores for the quarter and year ended March 31, 2024, respectively, and total comprehensive income/(loss) of Rs. (0.03) crores and Rs. 0.67 crores for the quarter and year ended March 31, 2024, respectively as considered in the Statement, in respect of 1 Joint Venture whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and Joint Venture, is based solely on the reports of the other auditors and the procedures performed by us as stated under Auditor's Responsibilities section above.

Certain of these subsidiaries are located outside India whose interim financial results have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Parent's management has converted the interim financial results of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments, if any, made by the Parent's management. Our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Parent and reviewed by us.

- The consolidated financial results include the unaudited financial statements of 4 subsidiaries, whose financial statements reflect total assets of Rs. 134.65 crores as at March 31, 2024, total revenue of Rs. 3.01 crores and Rs. 8.33 crores for the quarter and year ended March 31, 2024, respectively, total net profit/(loss) after tax of Rs. (0.54) crores and Rs. 0.43 crores for the quarter and year ended March 31, 2024, respectively, total comprehensive income/(loss) of Rs. (0.53) crores and Rs. 0.53 crores for the quarter and year ended March 31, 2024, respectively and net cash inflows of Rs. 0.17 crores for the year ended March 31, 2024 as considered in the Statement. The consolidated financial results also include the Group's share of profit/(loss) after tax of Rs. 0.15 crores and Rs. (0.78) crores for the quarter and year ended March 31, 2024, respectively, and total comprehensive income/(loss) of Rs. 0.15 crores and Rs. (0.78) crores for the quarter and year ended March 31, 2024, respectively as considered in the Statement, in respect of 3 Joint Ventures and 1 Associate, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, Joint Ventures and Associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Board of Directors, these financial statements are not material to the Group.



**Deloitte
Haskins & Sells LLP**

Our report on the Statement is not modified in respect of the above matter with respect to our reliance on the financial statements certified by the Board of the Directors.

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



Kartikeya Raval

Kartikeya Raval

Partner

(Membership No. 106189)

UDIN: 24106189BKFG-UN7682

Place: Ahmedabad
Date: May 06, 2024

Annexure to Independent Auditor's Report

The Parent

1. Arvind Limited

List of Subsidiaries

1. Arvind PD Composite Private Limited
2. Arvind OG Nonwovens Private Limited
3. Arvind Smart Textile Limited
4. Syntel Telecom Limited
5. Arvind Envisol Limited
6. Arvind Worldwide Inc.
7. Arvind Nilloy Exports Private Limited
8. Arvind Textile Mills Limited (liquidated on September 25, 2023)
9. Arvind Lifestyle Apparel Manufacturing PLC
10. Maruti and Ornet Infrabuild LLP
11. Arvind Sports Fashion Private Limited
12. Arvind Premium Retail Limited
13. Arvind Enterprise FZC
14. Arya Omnitalk Wireless Solutions Private Limited
15. Arvind Envisol, PLC
16. Syntel Enkay Converged Technologies LLP (Formerly known as Enkay Converged Technologies LLP)
17. Arvind Technical Products Private Limited
18. Arvind Township LLP (Formerly known as Arvind and Smart Value Homes LLP) (w.e.f April 1, 2023)
19. Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textiles Limited)
20. Arvind Suit Manufacturing Private Limited (Formerly known as Arvind Goodhill Suit Manufacturing Private Limited)*
21. Arvind Engineered Composite Panels Private Limited*
22. Arvind Norm CBRN Systems Private Limited*
23. Arvind BKP Berolina Private Limited*

List of Joint Ventures

1. Arya Omnitalk Radio Trunking Services Private Limited
2. Arudrama Developments Private Limited
3. Adient Arvind Automotive Fabrics India Private Limited
4. PVH Arvind Manufacturing PLC

List of Associate

1. Renew Green (GJ Eight) Private Limited

*Merged with Arvind Advanced Materials Limited.



| STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024 | | | | | |
|---|--|-----------------|-----------------|-----------------|-----------------|
| (₹ in Crores except per share data) | | | | | |
| Sr. No | Particulars | Quarter Ended | | Year Ended | |
| | | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2023 |
| | | Refer Note 7 | Unaudited | Refer Note 7 | Audited |
| 1 | Income | | | | |
| | (a) Revenue from operations | 2,074.51 | 1,589.24 | 1,860.76 | 7,737.75 |
| | (b) Other Income | 7.83 | 9.41 | 12.33 | 40.83 |
| | Total Income | 2,082.34 | 1,897.65 | 1,893.09 | 7,778.58 |
| 2 | Expenses | | | | |
| | (a) Cost of materials consumed | 935.14 | 835.42 | 891.62 | 3,475.78 |
| | (b) Purchase of stock-in-trade | 41.48 | 43.88 | 62.79 | 236.68 |
| | (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 9.41 | 1.55 | (9.52) | (33.71) |
| | (d) Project expenses | 41.00 | 28.39 | 23.09 | 122.34 |
| | (e) Employee benefit expenses | 239.81 | 241.26 | 217.98 | 963.57 |
| | (f) Finance costs | 45.26 | 38.81 | 38.23 | 159.30 |
| | (g) Depreciation and amortisation expenses | 67.33 | 66.39 | 65.89 | 265.82 |
| | (h) Other expenses | 564.84 | 521.61 | 504.01 | 2,127.88 |
| | Total Expenses | 1,944.27 | 1,777.31 | 1,794.09 | 7,317.66 |
| 3 | Profit before Share of Profit of Joint Ventures and Associate, Exceptional Items and tax from Continuing Operations (1-2) | 138.07 | 120.34 | 99.00 | 460.92 |
| 4 | Share of Profit/(Loss) of Joint Ventures and Associate accounted for using Equity Method | 0.15 | (0.53) | 0.13 | (0.08) |
| 5 | Profit before Exceptional items and tax from Continuing Operations (3+4) | 138.22 | 119.81 | 99.13 | 460.84 |
| 6 | Exceptional Items (net of tax) (Refer Note 2) | - | 0.16 | 9.05 | 2.46 |
| 7 | Profit before Tax from Continuing Operations (5+6) | 138.22 | 119.97 | 108.18 | 463.30 |
| 8 | Tax Expense : | | | | |
| | - Current Tax | 37.10 | 36.48 | 23.74 | 129.31 |
| | - Short/(Excess) Provision of earlier years | 4.53 | 0.01 | (0.58) | 3.94 |
| | - Deferred Tax credit | (7.83) | (10.84) | (7.41) | (22.58) |
| | Total Tax Expense | 33.80 | 25.65 | 15.75 | 110.67 |
| 9 | Profit for the period from Continuing Operations (7-8) | 104.42 | 94.32 | 92.43 | 352.63 |
| 10 | Profit/(Loss) before tax from discontinued operations (Refer Note 4) | - | - | 4.87 | (5.03) |
| 11 | Tax Credit of discontinued operations | - | - | - | 1.50 |
| 12 | Profit/(Loss) from discontinued operations after Tax (10+11) | - | - | 4.87 | (3.53) |
| 13 | Profit for the period (9+12) | 104.42 | 94.32 | 97.30 | 352.63 |
| | Attributable to: | | | | |
| | Equity holders of the Parent | 99.03 | 91.70 | 97.00 | 336.61 |
| | Non Controlling Interest | 5.39 | 2.62 | 0.30 | 16.02 |
| 14 | Other Comprehensive Income/(Loss) (net of tax) | | | | |
| | (a) Items that will not be reclassified to profit and loss | | | | |
| | (i) Equity Instruments through Other Comprehensive Income (FVOCI) | 0.56 | (22.43) | 0.13 | (21.87) |
| | (ii) Remeasurement of defined benefit plans | 2.82 | 1.20 | 5.97 | 6.40 |
| | (iii) Income tax related to items (i) and (ii) above | (0.93) | 4.93 | (1.44) | 3.40 |
| | (iv) Share of Other Comprehensive Income/(Loss) of Joint Ventures and Associate accounted for using Equity method (net of tax) | (0.03) | - | 0.01 | (0.03) |
| | (b) Items that will be reclassified to profit and loss | | | | |
| | (i) Effective portion of gain/(loss) on cash flow hedges | 2.25 | 9.59 | 38.18 | 5.86 |
| | (ii) Exchange differences on translation of foreign operations | (0.02) | (0.68) | (1.27) | (1.81) |
| | (iii) Income tax related to item (i) above | (0.56) | (2.42) | (9.44) | (1.47) |
| | Other Comprehensive Income/(Loss) (net of tax) | 4.09 | (9.81) | 32.14 | (9.52) |
| | Attributable to: | | | | |
| | Equity holders of the Parent | 4.28 | (9.81) | 32.27 | (9.14) |
| | Non Controlling Interest | (0.19) | - | (0.13) | (0.38) |
| 15 | Total Comprehensive Income (13+14) | 108.51 | 84.51 | 129.44 | 343.11 |
| | Attributable to: | | | | |
| | Equity holders of the Parent | 103.31 | 81.89 | 129.27 | 327.47 |
| | Non Controlling Interest | 5.20 | 2.62 | 0.17 | 15.64 |
| 16 | Paid-up Equity Share Capital (Face Value ₹ 10/- per share) | 261.63 | 261.61 | 261.50 | 261.63 |
| 17 | Other Equity | - | - | - | 3,281.12 |
| 18 | Earnings/(Loss) per Share in ₹ - (Not Annualised) | | | | |
| | Continuing Operations : | | | | |
| | - Basic | 3.79 | 3.50 | 3.54 | 12.87 |
| | - Diluted | 3.78 | 3.50 | 3.54 | 12.86 |
| | Discontinued Operations : | | | | |
| | - Basic | - | - | 0.18 | (0.14) |
| | - Diluted | - | - | 0.18 | (0.14) |
| | Continuing and Discontinued Operations : | | | | |
| | - Basic | 3.79 | 3.50 | 3.72 | 12.87 |
| | - Diluted | 3.78 | 3.50 | 3.72 | 12.86 |

(See accompanying notes to the Consolidated Financial Results)

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Ahmedabad. 380 025
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000693



Notes:

- The above consolidated financial results were reviewed by the Audit Committee and have been considered and approved by the Board of Directors at their meeting held on May 6, 2024.
- Exceptional Items represent following:

| Particulars | Quarter Ended | | | Year Ended | |
|---|---------------|-------------|--------------|-------------|--------------|
| | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2024 | 31.03.2023 |
| | Refer Note 7 | Unaudited | Refer Note 7 | Audited | Audited |
| (a) Reversal for doubtful receivables | - | - | - | 2.73 | - |
| (b) Allowances for doubtful receivables * | - | - | - | - | (57.22) |
| (c) Provision in respect of Land ** | - | - | - | - | (30.70) |
| (d) Profit on Sale of Subsidiary (Refer Note 4) | - | - | - | - | 148.79 |
| | - | - | - | 2.73 | 60.87 |
| Tax Impact on above | - | ^0.16 | ^9.05 | (0.27) | (2.11) |
| Total | - | 0.16 | 9.05 | 2.46 | 58.76 |

* In view of the ongoing political situation in Ethiopia and its resultant impact on its economy, the Group has evaluated its operations in the country and based on the same it has provided for doubtful debts related to water treatment business of ₹ 57.22 crores and disclosed under "Exceptional Items" in the Statement of Profit and Loss.

** During the earlier years, while granting approval of revised plan on the land, the municipal corporation has demanded additional surrender of 17,033 sq meters of land valued at ₹ 30.70 crores than what is already surrendered as part of the submitted plan. The Group has preferred an appeal/legal case against this demand which is pending with the Hon'ble High Court of Gujarat. As the outcome of the case is uncertain, based on legal advice, the Group has made provision of ₹ 30.70 crores and disclosed under the head "Exceptional Items".

^ Tax Impact on loss due to Sale/Liquidation of Investment in Subsidiaries.

- Key numbers of standalone financial results of the company are as under. The standalone financial results for the quarter and year ended March 31, 2024 are available on Company's website (www.arvind.com).

| Particulars | Quarter Ended | | | Year Ended | |
|---|---------------|--------------|--------------|---------------|---------------|
| | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2024 | 31.03.2023 |
| | Refer Note 7 | Unaudited | Refer Note 7 | Audited | Audited |
| Revenue from continuing Operations | 1,899.57 | 1,754.24 | 1,707.08 | 7,100.46 | 7,722.69 |
| Profit before Tax from continuing Operations | 100.36 | 119.02 | 59.37 | 404.05 | 414.18 |
| Profit for the period from continuing operations | 71.85 | 90.80 | 48.81 | 304.90 | 351.95 |
| Loss from discontinued operations | - | - | - | - | (6.04) |
| Other Comprehensive Income/(Loss) (net of tax) | 5.11 | (9.41) | 32.11 | (7.00) | (14.66) |
| Total Comprehensive Income/(Loss) after tax | 76.96 | 81.39 | 80.92 | 297.90 | 331.25 |

- The Parent Company had entered into agreement on July 19, 2022 to sell its Omul Undertaking to Bigfoot Retail Solutions Private Limited. The Parent Company sold its 100% stake of wholly owned subsidiary, Arvind Internet Limited to Bigfoot Retail Solutions Private Limited for a consideration of ₹ 159.00 crores. Accordingly, the Group has considered its wholly owned subsidiary Arvind Internet Limited as "Discontinued Operations" in accordance with Ind AS 105 and accordingly, re-classified the financial results for various periods presented.

The Group has booked capital gain of ₹ 148.79 crores on sale of Arvind Internet subsidiary post completion of all conditions subsequent to the transaction as on September 30, 2022.

During previous year, Subsidiary "Westech Advance Material Limited" and "AJ Environmental Solutions Company" were liquidated. Also during the previous quarter, Subsidiary "Arvind Textile Mills Limited, Bangladesh" was liquidated and hence the Group considered it as "Discontinued Operations" in accordance with Ind AS 105 and accordingly, re-classified the financial results for various periods presented.

Brief details of discontinued operations are given as under:

| Particulars | Quarter Ended | | | Year Ended | |
|---|---------------|------------|--------------|------------|---------------|
| | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2024 | 31.03.2023 |
| | Refer Note 7 | Unaudited | Refer Note 7 | Audited | Audited |
| (a) Total Income | - | - | - | - | 6.33 |
| (b) Total Expenses | - | - | (4.87) | - | 11.36 |
| (c) Profit/(Loss) before tax (a-b) | - | - | 4.87 | - | (5.03) |
| (d) Tax Expense Credit | - | - | - | - | 1.50 |
| (e) Profit/(Loss) from discontinued operations | - | - | 4.87 | - | (3.53) |

- During the period, Arvind Limited has entered into an agreement with Tata Value Homes Limited (JV Partner for "ASVH" (Arvind and Smart Value Homes LLP, now known as Arvind Township LLP)) for the purchase of its stake for a consideration of ₹ 38 crores effective from April 1, 2023.

Accordingly, ASVH is accounted for as subsidiary of Arvind Limited w.e.f. April 1, 2023 and necessary accounting has been done in accordance with Ind AS 103 Business Combinations.

- The Parent Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961. Accordingly, the Parent Company has recognised provision for Income Tax for the quarter ended June 30, 2022 and re-measured its deferred tax asset/ liabilities basis the rate prescribed in the said section. The Parent Company has also charged off MAT credit amounting to ₹ 36.20 crores to exercise this option. The full impact of this change was recognised in the statement of Profit & Loss in the previous year.

- The figures for the quarter ended March 31, 2024 and March 31, 2023 are the balancing figures between audited figures in respect of the full financial year and the unaudited published year-to-date figures up to the third quarter ended December 31, 2023 and December 31, 2022 respectively which were subjected to limited review.

- The Board of Directors recommended a final dividend of ₹ 3.75 per equity share and one-time special dividend of ₹ 1.00 per equity share, totalling to a dividend of ₹ 4.75 per equity share of face value of ₹ 10 each, for the financial year ended March 31, 2024, subject to approval of shareholders in the ensuing Annual General Meeting.

For Arvind Limited

Punit S. Lalbhai

Punit S. Lalbhai
Vice Chairman

Ahmedabad
May 6, 2024



Arvind Limited,
Naroda Road,
Ahmedabad. 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093

SEGMENTWISE REVENUE, RESULTS, SEGMENT ASSETS AND LIABILITIES (CONSOLIDATED) FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

| Sr. No | Particulars | [₹ in Crores] | | | | |
|--------|---|---------------|------------|--------------|------------|------------|
| | | Quarter Ended | | | Year Ended | |
| | | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2024 | 31.03.2023 |
| | | Refer Note 7 | Unaudited | Refer Note 7 | Audited | Audited |
| 1 | Segment Revenue (Net Sales/Income from Operations) | | | | | |
| | (a) Textiles | 1,504.38 | 1,425.50 | 1,430.98 | 5,803.31 | 6,715.73 |
| | (b) Advanced Materials | 386.64 | 344.59 | 319.71 | 1,427.68 | 1,250.58 |
| | (c) Others | 204.61 | 138.61 | 160.26 | 593.21 | 517.17 |
| | Total | 2,095.63 | 1,908.70 | 1,910.95 | 7,824.20 | 8,483.48 |
| | Less : Inter Segment Sales | 21.12 | 20.46 | 30.19 | 86.45 | 101.00 |
| | Net Sales/Income from Operations from Continuing Operations | 2,074.51 | 1,888.24 | 1,880.76 | 7,737.75 | 8,382.48 |
| 2 | Segment Results (Profit/(Loss) before Interest & Tax) | | | | | |
| | (a) Textiles | 128.66 | 120.52 | 90.68 | 461.13 | 496.16 |
| | (b) Advanced Materials | 56.47 | 45.90 | 40.97 | 194.58 | 141.70 |
| | (c) Others : | | | | | |
| | - Profit/(Loss) before Exceptional Items | 8.77 | 2.62 | 6.02 | 10.41 | 7.92 |
| | - Exceptional Items (Refer Note 2) | - | - | - | 2.30 | (77.41) |
| | Others Total | 8.77 | 2.62 | 6.02 | 12.71 | (69.49) |
| | Total | 193.90 | 169.04 | 137.67 | 668.42 | 558.37 |
| | Less: Interest and Finance Charges | 45.26 | 38.81 | 38.23 | 159.30 | 164.24 |
| | Other Unallocable income/(expenditure) | | | | | |
| | - Loss before Exceptional items | (10.42) | (10.42) | (0.31) | (45.98) | (43.05) |
| | - Exceptional Items (Refer Note 2) | - | 0.16 | 9.05 | 0.16 | 136.17 |
| | Add: Total Other Unallocable income/(expenditure) | (10.42) | (10.26) | 8.74 | (45.82) | 93.12 |
| | Profit Before Tax from Continuing operations | 138.22 | 119.97 | 108.18 | 463.30 | 487.25 |
| 3 | Segment Assets | | | | | |
| | (a) Textiles | 4,659.72 | 4,517.75 | 4,463.23 | 4,659.72 | 4,463.23 |
| | (b) Advanced Materials | 889.98 | 778.71 | 717.87 | 888.98 | 717.87 |
| | (c) Others | 821.99 | 879.26 | 725.90 | 821.99 | 725.90 |
| | (d) Unallocable | 889.68 | 980.34 | 1,006.58 | 889.68 | 1,006.58 |
| | Total Segment Assets from Continuing Operations | 7,260.37 | 7,156.06 | 6,913.58 | 7,260.37 | 6,913.58 |
| 4 | Segment Liabilities | | | | | |
| | (a) Textiles | 1,459.70 | 1,333.39 | 1,310.17 | 1,459.70 | 1,310.17 |
| | (b) Advanced Materials | 238.70 | 195.83 | 159.84 | 238.70 | 159.84 |
| | (c) Others | 533.99 | 558.89 | 474.25 | 533.99 | 474.25 |
| | (d) Unallocable | 81.90 | 109.71 | 161.29 | 81.90 | 161.29 |
| | Total Segment Liabilities from Continuing Operations | 2,314.29 | 2,197.82 | 2,105.55 | 2,314.29 | 2,105.55 |

Notes :

I Considering the nature of the Company's business and operations, as well as based on reviews performed by Chief operating decision maker regarding resource allocation and performance management, the Company has re-organized its asset allocation to respective operating segment w.e.f. April 1, 2023. There are no changes to the reportable segments as per Ind AS 108. Accordingly, the Company has restated segment assets of previously reported periods.
The Company has identified following as reportable segments in accordance with the requirements of Ind AS 108 - "Operating Segments".

Classification of Reportable Segments :

1 Textiles : Fabrics, Garments and Fabric Retail.

2 Advanced Materials : Human Protection fabric & garments, Industrial Products, Advance Composites and Automotive fabrics.


3 Others : E-commerce, Agriculture Produce, EPABX and One to Many Radio, Water Treatment, Developing of Residential Units, Construction contracts and Others.

II Details of Discontinued Operations :

| Sr. No | Particulars | Quarter Ended | | | Year Ended | |
|--------|--|---------------|------------|--------------|------------|------------|
| | | 31.03.2024 | 31.12.2023 | 31.03.2023 | 31.03.2024 | 31.03.2023 |
| | | Refer Note 7 | Unaudited | Refer Note 7 | Audited | Audited |
| 1 | Segment Revenue (Net Sales / Income from Operations) | - | - | - | - | 6.33 |
| 2 | Segment Results (Loss before Interest & Tax) | - | - | 4.87 | - | (5.03) |
| 3 | Segment Assets | - | - | 0.01 | - | 0.01 |
| 4 | Segment Liabilities | - | - | 0.01 | - | 0.01 |

Ahmedabad
May 6, 2024

For Arvind Limited


Punit S. Laibhai
Vice Chairman

Arvind Limited,
Naroda Road,
Ahmedabad, 380 025, India
Tel.: +91 79 68268000
CIN: L17119G1931PLC000093



| CONSOLIDATED AUDITED BALANCE SHEET AS AT MARCH 31, 2024 | | | |
|--|---------------------|---------------------|--|
| [₹ in Crores] | | | |
| Particulars | As At 31.03.2024 | As At 31.03.2023 | |
| | Audited | Audited | |
| ASSETS | | | |
| 1 Non-current Assets | | | |
| (a) Property, Plant and Equipment | 3,110.65 | 3,137.34 | |
| (b) Capital work-in-progress | 116.82 | 78.72 | |
| (c) Investment Property | 187.55 | 167.98 | |
| (d) Goodwill | 8.95 | 8.95 | |
| (e) Other Intangible Assets | 15.56 | 23.00 | |
| (f) Intangible Assets Under Development | 0.50 | 1.22 | |
| (g) Right of Use Assets | 98.71 | 89.24 | |
| (h) Financial Assets | | | |
| (i) Investments | 159.98 | 211.41 | |
| (ii) Loans | 0.42 | 0.51 | |
| (iii) Other Financial Assets | 36.70 | 37.22 | |
| (i) Deferred Tax Assets (Net) | 15.34 | 16.06 | |
| (j) Other Non-current assets | 36.76 | 24.89 | |
| Sub-Total - Non-Current Assets | 3,787.94 | 3,796.54 | |
| 2 Current Assets | | | |
| (a) Inventories | 1,985.99 | 1,648.99 | |
| (b) Financial Assets | | | |
| (i) Investments | 7.13 | - | |
| (ii) Trade Receivables | 1,069.76 | 965.88 | |
| (iii) Cash & cash equivalents | 57.32 | 56.79 | |
| (iv) Bank balances other than (iii) above | 18.49 | 20.17 | |
| (v) Loans | 3.62 | 29.56 | |
| (vi) Other Financial Assets | 17.84 | 23.46 | |
| (c) Current Tax Assets (Net) | 19.82 | 21.51 | |
| (d) Other current assets | 292.46 | 350.68 | |
| Sub-Total - Current Assets | 3,472.43 | 3,117.04 | |
| Assets classified as Held for Sale | - | 0.01 | |
| TOTAL - ASSETS | 7,260.37 | 6,913.59 | |
| EQUITY AND LIABILITIES | | | |
| 1 Equity | | | |
| (a) Equity Share Capital | 261.63 | 261.50 | |
| (b) Other Equity | 3,281.12 | 3,084.13 | |
| Sub-Total - Equity | 3,542.75 | 3,345.63 | |
| 2 Non-controlling interest | 77.95 | 58.63 | |
| Liabilities | | | |
| 3 Non - Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 263.35 | 378.30 | |
| (ii) Lease Liabilities | 96.27 | 92.46 | |
| (iii) Other Financial Liabilities | 0.35 | 0.38 | |
| (b) Provisions | 32.23 | 29.00 | |
| (c) Deferred Tax Liabilities (Net) | 68.16 | 95.17 | |
| (d) Government Grants | 79.56 | 73.85 | |
| (e) Other Non Current Liabilities | 0.05 | 0.25 | |
| Sub-Total - Non-Current Liabilities | 539.97 | 669.41 | |
| 4 Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 1,062.03 | 1,025.47 | |
| (ii) Lease Liabilities | 26.34 | 21.15 | |
| (iii) Trade Payables | | | |
| - total outstanding dues of micro enterprises and small enterprises | 147.53 | 66.79 | |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | 1,227.76 | 1,170.76 | |
| (iv) Other Financial Liabilities | 224.60 | 220.59 | |
| (b) Other Current Liabilities | 381.48 | 309.07 | |
| (c) Provisions | 15.99 | 14.63 | |
| (d) Government Grants | 12.86 | 10.03 | |
| (e) Current Tax Liabilities (net) | 1.11 | 1.42 | |
| Sub-Total - Current Liabilities | 3,099.70 | 2,839.91 | |
| Liabilities classified as Held for Sale | - | 0.01 | |
| TOTAL - EQUITY AND LIABILITIES | 7,260.37 | 6,913.59 | |

Ahmedabad
May 6, 2024

For Arvind Limited

Punit Lalbhai
Punit S. Lalbhai
Vice Chairman

Arvind Limited,
Naroda Road,
Ahmedabad, 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093



| CONSOLIDATED AUDITED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024 | | | |
|---|----------------|----------------|--|
| Particulars | (₹ in Crores) | | |
| | Year ended | Year ended | |
| | March 31, 2024 | March 31, 2023 | |
| A Cash Flow from Operating activities | Audited | Audited | |
| Profit After taxation | 352.63 | 413.17 | |
| Adjustments to reconcile profit after tax to net cash flows: | | | |
| Share of (Profit)/Loss of Joint Ventures and Associate | 0.08 | (1.22) | |
| Depreciation and Amortization expense | 255.82 | 255.47 | |
| Interest Income | (3.07) | (6.38) | |
| Tax Expense | 110.94 | 71.16 | |
| Finance Costs | 159.30 | 164.31 | |
| Bad Debts Written Off | 0.04 | 3.29 | |
| Gain on Termination/Transfer of Leases | (0.67) | (0.52) | |
| Allowances for doubtful receivables | 2.54 | 58.68 | |
| Allowances for doubtful advances | 1.17 | 2.06 | |
| Sundry Advances written off | 6.94 | 1.21 | |
| Sundry Balances Written Off | 1.42 | 1.00 | |
| Provision for Non moving Inventory | 39.66 | 42.32 | |
| Provision in Value of Land | - | 30.70 | |
| Foreign Exchange Gain | (2.53) | (15.23) | |
| Property, plant and equipment Write off | - | 0.31 | |
| (Profit)/Loss on Sale of Property, plant and equipment | 0.91 | (3.52) | |
| Loss on Sale of Investments | (0.80) | - | |
| Excess Provision Written Back | (0.44) | (0.27) | |
| Share based payment expense | 2.51 | 1.79 | |
| Government grant income | (11.68) | (10.75) | |
| Gain on Mark to market of derivative financial instruments | - | (0.39) | |
| Profit on Sale/Liquidation of Subsidiary | - | (155.33) | |
| | 572.14 | 438.69 | |
| Operating Cash Flow before Working Capital Changes | 924.77 | 851.86 | |
| Adjustments for Changes in Working Capital: | | | |
| (Increase) / Decrease in Inventories | (261.68) | 486.41 | |
| (Increase) / Decrease in trade receivables | (104.82) | 83.05 | |
| (Increase) / Decrease in other financial assets | 2.38 | 34.04 | |
| (Increase) / Decrease in other assets | 51.51 | 140.04 | |
| Increase / (Decrease) in trade payables | 126.99 | (944.60) | |
| Increase / (Decrease) in other financial liabilities | 9.17 | 46.51 | |
| Increase / (Decrease) in other liabilities | 71.83 | 61.13 | |
| Increase / (Decrease) in provisions | 10.13 | (5.93) | |
| Net Changes in Working Capital | (94.49) | (99.35) | |
| Cash Generated from Operations | 830.28 | 752.51 | |
| Direct Taxes paid (Net of Tax refund) | (133.92) | (86.44) | |
| Net Cash Flow from Operating Activities (A) | 696.36 | 666.07 | |
| B Cash Flow from Investing Activities | | | |
| Purchase of Property, plant and equipment and intangible assets | (277.96) | (204.33) | |
| Proceeds from disposal of Property, plant and equipment and intangible assets | 24.96 | 34.18 | |
| Dividend received from joint venture | 1.51 | 0.50 | |
| Purchase of Investments | (33.23) | (20.50) | |
| Sale of stake in Subsidiaries | - | 33.47 | |
| Proceeds from disposal of Investments | 4.14 | 2.23 | |
| Payment for Conversion of Joint Venture to Subsidiary | (28.50) | - | |
| Payment towards acquisition of Non-Controlling Interest | - | (2.66) | |
| Changes in other bank balances not considered as cash and cash equivalents | 1.77 | (3.45) | |
| Loans received back (net) | 26.03 | 10.39 | |
| Interest Received | 4.43 | 14.77 | |
| Net cash flow used in Investing Activities (B) | (276.85) | (135.40) | |
| C Cash Flow from Financing Activities | | | |
| Proceeds from Issue of Equity Share Capital | 0.24 | 3.28 | |
| Dividend Paid | (154.24) | (4.00) | |
| Proceeds from long term Borrowings (including current maturities) | 222.26 | 11.49 | |
| Repayment of long term Borrowings (including current maturities) | (476.71) | (309.36) | |
| Proceeds from / (Repayment of) Short term borrowings (net) | 174.60 | (51.25) | |
| Repayment towards lease liabilities | (34.22) | (30.91) | |
| Interest Paid | (150.81) | (153.29) | |
| Net Cash flow used in Financing Activities (C) | (418.88) | (534.04) | |
| Net Increase/(Decrease) in cash & cash equivalents (A)+(B)+(C) | 0.63 | (3.37) | |
| Cash & Cash equivalents at the beginning of the year | 56.41 | 59.78 | |
| Cash & Cash equivalents at the end of the year | 57.04 | 56.41 | |
| Reconciliation of cash and cash equivalents | | | |
| Particulars | Year ended | Year ended | |
| | March 31, 2024 | March 31, 2023 | |
| Cash and cash equivalents : | | | |
| Cash on Hand | 0.17 | 0.09 | |
| Balances with Banks | 57.15 | 56.70 | |
| Cash and cash equivalents as per Balance Sheet | 57.32 | 56.79 | |
| Bank Overdrafts | (0.28) | (0.38) | |
| Cash and cash equivalents as per Cash flow Statement | 57.04 | 56.41 | |

Ahmedabad
May 6, 2024

For Arvind Limited
Punit Lalbhai
Punit S. Lalbhai
Vice Chairman

Arvind Limited,
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CIN: L17119GJ1931PLC000093



**INDEPENDENT AUDITOR'S REVIEW REPORT ON THE INTERIM STANDALONE
FINANCIAL RESULTS**

**TO THE BOARD OF DIRECTORS OF
ARVIND LIMITED**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **ARVIND LIMITED** ("the Company"), for the quarter and nine months ended December 31, 2024 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Deloitte Haskins & Sells LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)



Place: Ahmedabad
Date: January 28, 2025

H. S. Sutaria

Hardik Sutaria

Partner

(Membership No. 116642)

UDIN: 25126642 BMLMVH 4974

Page 1 of 1

| STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024 | | | | | | |
|---|---|-----------------|-----------------|-----------------|-------------------|-----------------|
| [₹ in Crores except per share data] | | | | | | |
| Sr. No. | Particulars | Quarter Ended | | | Nine Months Ended | |
| | | 31.12.2024 | 30.09.2024 | 31.12.2023 | 31.12.2024 | 31.12.2023 |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| 1 | Income | | | | | |
| | (a) Revenue from operations | 1,926.65 | 2,022.88 | 1,754.24 | 5,637.39 | 5,200.89 |
| | (b) Other income | 18.39 | 14.23 | 10.52 | 46.90 | 42.54 |
| | Total Income | 1,945.04 | 2,037.11 | 1,764.76 | 5,684.29 | 5,243.43 |
| 2 | Expenses | | | | | |
| | (a) Cost of materials consumed | 909.78 | 927.05 | 791.78 | 2,638.93 | 2,452.81 |
| | (b) Purchase of stock-in-trade | 34.57 | 54.75 | 35.50 | 123.33 | 92.30 |
| | (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | (39.33) | 35.52 | 4.62 | (5.74) | (55.06) |
| | (d) Project expenses | 3.78 | 12.79 | 20.00 | 39.20 | 46.93 |
| | (e) Employee benefit expenses | 232.03 | 223.05 | 208.34 | 654.84 | 626.07 |
| | (f) Finance costs | 39.16 | 37.08 | 36.42 | 114.28 | 107.36 |
| | (g) Depreciation and amortisation expenses | 53.99 | 53.17 | 50.95 | 159.22 | 160.86 |
| | (h) Other expenses | 580.85 | 567.83 | 497.64 | 1,649.00 | 1,507.98 |
| | Total Expenses | 1,814.83 | 1,911.24 | 1,645.25 | 5,373.06 | 4,939.25 |
| 3 | Profit before Exceptional Items and Tax (1-2) | 130.21 | 125.87 | 119.51 | 311.23 | 304.18 |
| 4 | Exceptional Items (net of tax) (Refer Note 2) | - | (23.33) | (0.49) | (23.33) | (0.49) |
| 5 | Profit before tax (3+4) | 130.21 | 102.54 | 119.02 | 287.90 | 303.69 |
| 6 | Tax Expense : | | | | | |
| | - Current Tax | 33.70 | 28.94 | 32.83 | 75.41 | 79.92 |
| | - Short/(Excess) provision of earlier years | (2.66) | - | - | (2.66) | - |
| | - Deferred Tax Charge/(Credit) | 2.09 | 6.46 | (4.61) | 11.11 | (9.28) |
| | - Deferred Tax Charge - Exceptional (Refer Note 7) | - | 56.77 | - | 56.77 | - |
| | Total Tax Expense | 33.13 | 92.17 | 28.22 | 140.63 | 70.64 |
| 7 | Profit for the period (5-6) | 97.08 | 10.37 | 90.80 | 147.27 | 233.05 |
| 8 | Other Comprehensive Income/(Loss) (net of tax) | | | | | |
| | (a) Items that will not be classified to profit and loss | | | | | |
| | (i) Equity Instruments through Other Comprehensive Income (FVOCI) | - | - | (22.33) | - | (22.33) |
| | (ii) Remeasurement gain/(loss) of defined benefit plan | 1.86 | 1.86 | 1.07 | 5.58 | 3.21 |
| | (iii) Income tax related to items (i) & (ii) above | (0.47) | (0.47) | 4.94 | (1.41) | 4.40 |
| | (b) Items that will be reclassified to profit and loss | | | | | |
| | (i) Effective portion of gain/(loss) on cash flow hedges | (19.52) | (4.25) | 9.24 | (18.31) | 3.49 |
| | (ii) Income tax related to item (i) above | 4.91 | 1.07 | (2.33) | 4.61 | (0.88) |
| | Other Comprehensive Income/(Loss) (net of tax) | (13.22) | (1.79) | (9.41) | (9.53) | (12.11) |
| 9 | Total Comprehensive Income for the period (7+8) | 83.86 | 8.58 | 81.39 | 137.74 | 220.94 |
| 10 | Paid-up Equity Share Capital (Face Value ₹ 10/- per share) | 261.77 | 261.73 | 261.61 | 261.77 | 261.61 |
| 11 | Other Equity | | | | | 3,214.74 |
| 12 | Earnings per Share in ₹ - (Not Annualised) | | | | | |
| | - Basic | 3.71 | 0.40 | 3.47 | 5.63 | 8.91 |
| | - Diluted | 3.70 | 0.40 | 3.46 | 5.62 | 8.90 |
| (See accompanying notes to the Standalone Financial Results) | | | | | | |



Arvind Limited,
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Notes :

1 The above standalone unaudited financial results were reviewed by the Audit Committee and have been considered and approved by the Board of Directors at their meeting held on January 28, 2025. The same have been subjected to Limited Review by the Statutory Auditors.

2 Exceptional items represent following:

| Particulars | Quarter Ended | | | Nine Months Ended | | Year Ended |
|---|---------------|----------------|---------------|-------------------|---------------|----------------|
| | 31.12.2024 | 30.09.2024 | 31.12.2023 | 31.12.2024 | 31.12.2023 | 31.03.2024 |
| | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| (a) Provision for impairment of investments and loans/loss on sale of investments | - | (27.30) | - | (27.30) | - | (28.56) |
| (b) Investment written off | - | - | (0.65) | - | (0.65) | (0.65) |
| | - | (27.30) | (0.65) | (27.30) | (0.65) | (29.21) |
| Tax Impact on above | - | 3.97 | 0.16 | 3.97 | 0.16 | 6.81 |
| Total | - | (23.33) | (0.49) | (23.33) | (0.49) | (22.40) |

3 Other Income includes share of Loss from LLPs amounting to ₹ 0.39 crores and ₹ 0.37 crores for the quarter ended December 31, 2024 and September 30, 2024 respectively and Loss of ₹ 1.62 crores for the nine months ended on December 31, 2024 (previous year - Profit of ₹ 0.88 crores for the quarter ended December 31, 2023, Profit of ₹ 0.69 crores for the nine months ended December 31, 2023 and Profit of ₹ 0.03 crores for the year ended March 31, 2024 respectively).

4 During the previous year, the Company has sold its investment in equity shares and Non Convertible Debentures of its subsidiaries to its another subsidiaries for a consideration of ₹ 85.72 crores. Resulting gain of ₹ 29.72 crores on such sale is accounted for in "Capital Reserve", this being in the nature of common control business combination.

5 The Board at its meeting dated May 6, 2024 has approved the Scheme of Arrangement ("Scheme") for transfer and vesting of "Advanced materials division" of the company to Arvind Advanced Materials Limited, a wholly owned subsidiary of the company, on an ongoing basis by way of slump sale with effect from the appointed date i.e. April 1, 2024 at book value, under Sec 230 to 232 and other applicable provisions of the Companies Act, 2013.

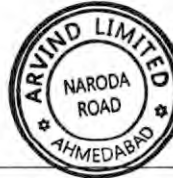
The Company had filed an application with the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT) under section 230-232 of the Companies Act 2013 for convening meetings of shareholders/creditors. NCLT has vide its order dated 9th January, 2025 disposed of the application citing certain discrepancies in the disclosures with respect to list of creditors. The Company has filed the interlocutory application with NCLT alongwith explanations for rectification of the said order.

As the Scheme is subject to requisite regulatory and other approvals, pending which no adjustments are required to be made in the financial results for the quarter ended December 31, 2024.

6 The operations at Company's plant located at Santej, Gujarat, were partially affected for a period of 21 days due to strike by section of workers during the quarter ended June 30, 2024. The Labour Court declared the strike illegal in an order dated June 6, 2024. Subsequently, the strike was called off by the workers, and operations at the Santej plant have since normalized.

7 Pursuant to the latest amendments in the Finance (No. 2) Act 2024, long term capital gains tax rate was changed from 20% plus surcharge and cess (with indexation) to 12.5% plus surcharge and cess (without indexation). In accordance with the said amendments, the deferred tax asset has been reduced by ₹ 56.77 crores as a cumulative one time impact while computing the profit after tax for the period ended September 30, 2024. It is to be noted that only a provision is being made in the books of accounts to record the Deferred Tax in line with the applicable accounting standards and recently enacted tax change.



Ahmedabad
January 28, 2025



For Arvind Limited

Punit S. Lalbhai

Punit S. Lalbhai
Vice Chairman

| SEGMENTWISE REVENUE, RESULTS, SEGMENT ASSETS AND LIABILITIES (STANDALONE) FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024 | | | | | | | |
|---|--|---|-----------------|-----------------|-------------------|-----------------|-----------------|
| Sr. No | Particulars | Quarter Ended | | | Nine Months Ended | | ₹ in Crores |
| | | 31.12.2024 | 30.09.2024 | 31.12.2023 | 31.12.2024 | 31.12.2023 | Year Ended |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| 1 | Segment Revenue (Net Sales/Income from Operations) | | | | | | |
| | (a) Textiles | 1,535.44 | 1,599.38 | 1,394.66 | 4,450.02 | 4,167.29 | 5,629.68 |
| | (b) Advanced Materials | 340.67 | 353.32 | 325.07 | 989.23 | 956.02 | 1,302.27 |
| | (c) Others | 52.83 | 70.89 | 34.88 | 201.38 | 78.65 | 169.74 |
| | Total | 1,928.94 | 2,023.59 | 1,754.61 | 5,640.63 | 5,201.96 | 7,101.69 |
| | Less : Inter Segment Sales | 2.29 | 0.71 | 0.37 | 3.24 | 1.07 | 1.23 |
| | Net Sales/Income from Operations | 1,926.65 | 2,022.88 | 1,754.24 | 5,637.39 | 5,200.89 | 7,100.46 |
| 2 | Segment Results (Profit/(Loss) before interest & Tax) | | | | | | |
| | (a) Textiles | | | | | | |
| | - Profit before Exceptional items | 124.18 | 116.30 | 130.65 | 293.96 | 346.83 | 480.15 |
| | - Exceptional items (Refer Note 2) | - | (27.30) | (0.65) | (27.30) | (0.65) | (29.21) |
| | Textiles Total | 124.18 | 89.00 | 130.00 | 266.66 | 346.18 | 450.94 |
| | (b) Advanced Materials | 47.22 | 46.94 | 40.09 | 128.70 | 111.13 | 146.15 |
| | (c) Others | (3.15) | (0.37) | (7.54) | (3.05) | (22.50) | (18.89) |
| | Total | 168.25 | 135.57 | 162.55 | 392.31 | 434.81 | 578.20 |
| | Less: Interest and Finance Charges | 39.16 | 37.08 | 36.42 | 114.28 | 107.36 | 150.82 |
| | Other Unallocable income/(expenditure) | | | | | | |
| | - Profit/(Loss) before Exceptional items | 1.12 | 0.08 | (7.27) | 5.90 | (23.92) | (30.14) |
| | - Exceptional items (Refer Note 2) | - | 3.97 | 0.16 | 3.97 | 0.16 | 6.81 |
| | Add: Total Other Unallocable income/(expenditure) | 1.12 | 4.05 | (7.11) | 9.87 | (23.76) | (23.33) |
| | Profit Before Tax | 130.21 | 102.54 | 119.02 | 287.90 | 303.69 | 404.05 |
| 3 | Segment Assets | | | | | | |
| | (a) Textiles | 4,561.22 | 4,466.23 | 4,355.89 | 4,561.22 | 4,355.89 | 4,422.16 |
| | (b) Advanced Materials | 872.76 | 867.77 | 726.31 | 872.76 | 726.31 | 759.52 |
| | (c) Others | 505.29 | 517.11 | 529.54 | 505.29 | 529.54 | 550.58 |
| | Total Segment Assets | 5,939.27 | 5,851.11 | 5,611.74 | 5,939.27 | 5,611.74 | 5,732.26 |
| | Unallocable | 1,133.87 | 1,051.44 | 1,048.22 | 1,133.87 | 1,048.22 | 996.56 |
| | Total Assets | 7,073.14 | 6,902.55 | 6,659.96 | 7,073.14 | 6,659.96 | 6,728.82 |
| 4 | Segment Liabilities | | | | | | |
| | (a) Textiles | 1,436.90 | 1,422.78 | 1,263.69 | 1,436.90 | 1,263.69 | 1,384.01 |
| | (b) Advanced Materials | 260.50 | 244.51 | 184.33 | 260.50 | 184.33 | 194.43 |
| | (c) Others | 319.58 | 356.24 | 366.67 | 319.58 | 366.67 | 373.08 |
| | Total Segment Liabilities | 2,016.98 | 2,023.53 | 1,814.69 | 2,016.98 | 1,814.69 | 1,951.57 |
| | Unallocable | 177.89 | 108.36 | 54.60 | 177.89 | 54.60 | 53.12 |
| | Total Liabilities | 2,194.87 | 2,131.89 | 1,869.29 | 2,194.87 | 1,869.29 | 2,004.69 |
| Notes : | | | | | | | |
| I Considering the nature of the Company's business and operations, as well as based on reviews performed by Chief operating decision maker regarding resource allocation and performance management, the Company has identified following as reportable segments in accordance with the requirements of Ind AS 108 - "Operating Segments". Above segment liability does not include borrowings. | | | | | | | |
| Classification of Reportable Segments : | | | | | | | |
| 1 Textiles : Fabrics, Garments and Fabric Retail. | | | | | | | |
| 2 Advanced Materials : Human Protection fabric & garments, Industrial Products, Advance Composites and Automotive fabrics. | | | | | | | |
| 3 Others : EPABX and One to Many Radio, Developing of Residential Units, Construction contracts and Others. | | | | | | | |
| Ahmedabad January 28, 2025 | |   <p>For Arvind Limited <i>Punit S. Lalbhai</i> Punit S. Lalbhai Vice Chairman</p> | | | | | |

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM
CONSOLIDATED FINANCIAL RESULTS**

**TO THE BOARD OF DIRECTORS OF
ARVIND LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **ARVIND LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the net loss after tax and total comprehensive loss of its associate and joint ventures for the quarter and nine months ended December 31, 2024 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the parent, subsidiaries, joint ventures, and an associate as given in the Annexure to this report.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Page 1 of 4

6. We did not review the interim financial information of 11 subsidiaries included in the consolidated unaudited financial results, whose interim financial information reflects total revenues of Rs. 338.29 crores and Rs. 934.36 crores for the quarter and nine months ended December 31, 2024, respectively, total net profit after tax of Rs. 17.68 crores and Rs. 33.60 crores for the quarter and nine months ended December 31, 2024, respectively, total comprehensive income of Rs. 20.60 crores and Rs. 5.29 crores for the quarter and nine months ended December 31, 2024, respectively as considered in the Statement. The consolidated unaudited financial results also include the Group's share of loss after tax of Rs. 0.19 crores and Rs. 0.17 crores for the quarter and nine months ended December 31, 2024, respectively, and total comprehensive loss of Rs. 0.19 crores and Rs. 0.17 crores for the quarter and nine months ended December 31, 2024, respectively as considered in the Statement, in respect of 1 Joint Venture, whose interim financial information have not been reviewed by us. This interim financial information has been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and Joint Venture, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

One of these subsidiaries is located outside India whose interim financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been reviewed by other auditors under generally accepted auditing standards applicable in its country. The Parent's management has converted the interim financial information of such subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India. We have reviewed these conversion adjustments, if any, made by the Parent's management. Our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Parent and reviewed by us.

Our conclusion on the Statement is not modified in respect of these matters.

7. The consolidated unaudited financial results include the interim financial information of 8 subsidiaries which have not been reviewed by their auditors, whose interim financial information reflects total revenue of Rs. 4.13 crores and Rs. 10.03 crores for the quarter and nine months ended December 31, 2024, respectively, total net loss after tax of Rs. 0.65 crores and Rs. 10.00 crores for the quarter and nine months ended December 31, 2024, respectively, total comprehensive income of Rs. 0.50 crores and Rs. 8.19 crores for the quarter and nine months ended December 31, 2024, respectively as considered in the Statement. The consolidated unaudited financial results also include the Group's share of loss after tax of Rs. 0.58 crores and Rs. 0.07 crores for the quarter and nine months ended December 31, 2024, respectively, and total comprehensive loss of Rs. 0.58 crores and Rs. 0.07 crores for the quarter and nine months ended December 31, 2024, respectively as considered in the Statement, in respect of 3 Joint Ventures and 1 Associate, based on their interim financial information which have not been reviewed by their auditors. According to the information and explanations given to us by the Management, this interim financial information is not material to the Group.



**Deloitte
Haskins & Sells LLP**

Our Conclusion on the Statement is not modified in respect of our reliance on the interim financial information certified by the Management.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



H. S. Sutaria

Hardik Sutaria
Partner

(Membership No. 116642)

UDIN:251166426MLQVI7811

Place: Ahmedabad
Date: January 28, 2025

Annexure to Independent Auditor's Report

The Parent

1. Arvind Limited

List of Subsidiaries

1. Arvind PD Composite Private Limited
2. Arvind OG Nonwovens Private Limited
3. Arvind Smart Textile Limited
4. Syntel Telecom Limited
5. Arvind Envisol Limited
6. Arvind Worldwide Inc.
7. Arvind Niloy Exports Private Limited
8. Arvind Lifestyle Apparel Manufacturing PLC
9. Maruti and Ornet Infrabuild LLP
10. Arvind Sports Fashion Private Limited
11. Arvind Premium Retail Limited
12. Arvind Enterprise FZC
13. Arya Omnitalk Wireless Solutions Private Limited
14. Arvind Envisol, PLC
15. Syntel Enkay Converged Technologies LLP (Formerly known as Enkay Converged Technologies LLP)
16. Arvind Technical Products Private Limited
17. Arvind Township LLP (Formerly known as Arvind and Smart Value Homes LLP) (w.e.f April 1, 2023)
18. Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textiles Limited)
19. Purfi Arvind Manufacturing India Private Limited (w.e.f. December 5, 2024)

List of Joint Ventures

1. Arya Omnitalk Radio Trunking Services Private Limited
2. Arudrama Developments Private Limited
3. Adient Arvind Automotive Fabrics India Private Limited
4. PVH Arvind Manufacturing PLC

List of Associate

1. Renew Green (GJ Eight) Private Limited



| STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024 | | | | | | |
|---|---|-----------------|-----------------|-----------------|-------------------|-----------------|
| [* in Crores except per share data] | | | | | | |
| Sr. No | Particulars | Quarter Ended | | | Nine Months Ended | |
| | | 31.12.2024 | 30.09.2024 | 31.12.2023 | 31.12.2024 | 31.12.2023 |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| 1 | Income | | | | | |
| | (a) Revenue from operations | 2,089.21 | 2,188.31 | 1,888.24 | 6,108.12 | 5,663.24 |
| | (b) Other income | 10.56 | 11.87 | 9.41 | 35.35 | 33.00 |
| | Total Income | 2,099.77 | 2,200.18 | 1,897.65 | 6,143.47 | 5,696.24 |
| 2 | Expenses | | | | | |
| | (a) Cost of materials consumed | 936.61 | 939.31 | 835.42 | 2,696.19 | 2,540.64 |
| | (b) Purchase of stock-in-trade | 98.42 | 99.37 | 43.88 | 264.03 | 195.20 |
| | (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | (79.35) | 31.17 | 1.55 | (55.17) | (43.12) |
| | (d) Project expenses | 9.60 | 21.11 | 28.39 | 58.03 | 81.34 |
| | (e) Employee benefit expenses | 274.44 | 265.35 | 241.26 | 780.12 | 723.76 |
| | (f) Finance costs | 39.71 | 38.71 | 38.81 | 118.77 | 114.04 |
| | (g) Depreciation and amortisation expenses | 61.68 | 59.50 | 66.39 | 189.66 | 198.49 |
| | (h) Other expenses | 612.44 | 611.05 | 521.61 | 1,757.09 | 1,563.04 |
| | Total Expenses | 1,953.55 | 2,065.57 | 1,777.31 | 5,808.72 | 5,373.39 |
| 3 | Profit before Share of Profit/(Loss) of Joint Ventures and Associate, Exceptional Items and tax (1-2) | 146.22 | 134.61 | 120.34 | 334.75 | 322.85 |
| 4 | Share of Profit/(Loss) of Joint Ventures and Associate accounted for using Equity Method | (0.77) | 0.14 | (0.53) | (0.24) | (0.08) |
| 5 | Profit before Exceptional items and tax (3+4) | 145.45 | 134.75 | 119.81 | 334.51 | 322.62 |
| 6 | Exceptional Items (net of tax) (Refer Note 2) | - | - | 0.16 | - | 2.46 |
| 7 | Profit before Tax (5+6) | 145.45 | 134.75 | 119.97 | 334.51 | 325.08 |
| 8 | Tax Expense : | | | | | |
| | - Current Tax | 38.95 | 32.40 | 36.48 | 87.28 | 92.21 |
| | - Short/(Excess) Provision of earlier years | (2.42) | - | 0.01 | (2.42) | (0.59) |
| | - Deferred Tax Charge/(Credit) | 2.68 | 10.23 | (10.84) | 7.56 | (14.75) |
| | - Deferred Tax Charge-Exceptional (Refer note 5) | - | 29.35 | - | 29.35 | - |
| | Total Tax Expense | 39.21 | 71.98 | 25.65 | 121.77 | 76.87 |
| 9 | Profit for the period (7-8) | 106.24 | 62.77 | 94.32 | 212.74 | 248.21 |
| | Attributable to: | | | | | |
| | Equity holders of the Parent | 103.42 | 59.72 | 91.70 | 202.45 | 237.58 |
| | Non Controlling Interest | 2.82 | 3.05 | 2.62 | 10.29 | 10.63 |
| 10 | Other Comprehensive Income/(Loss) (net of tax) | | | | | |
| | (a) Items that will not be reclassified to profit and loss | | | | | |
| | (i) Equity Instruments through Other Comprehensive Income (FVOCI) | 3.76 | (1.22) | (22.43) | (4.44) | (22.43) |
| | (ii) Remeasurement gain/(loss) of defined benefit plans | 1.58 | 1.58 | 1.20 | 4.73 | 3.58 |
| | (iii) Share of Other Comprehensive Income/(Loss) of Joint Ventures and Associate accounted for using Equity method (net of tax) | - | - | - | - | - |
| | (iv) Income tax related to items (i) and (ii) above | (0.84) | (1.07) | 4.93 | (1.26) | 4.33 |
| | (b) Items that will be reclassified to profit and loss | | | | | |
| | (i) Effective portion of gain/(loss) on cash flow hedges | (20.55) | (4.23) | 9.59 | (18.92) | 3.61 |
| | (ii) Income tax related to item (i) above | 5.17 | 1.06 | (2.42) | 4.76 | (0.91) |
| | (iii) Exchange differences on translation of foreign operations | 1.71 | (6.00) | (0.68) | (4.08) | (1.79) |
| | Other Comprehensive Income/(Loss) (net of tax) | (9.17) | (9.88) | (9.81) | (19.21) | (13.61) |
| | Attributable to: | | | | | |
| | Equity holders of the Parent | (9.14) | (9.54) | (9.81) | (18.28) | (13.42) |
| | Non Controlling Interest | (0.03) | (0.34) | - | (0.93) | (0.19) |
| 11 | Total Comprehensive Income for the period (9+10) | 97.07 | 52.89 | 84.51 | 193.53 | 234.60 |
| | Attributable to: | | | | | |
| | Equity holders of the Parent | 94.28 | 50.18 | 81.89 | 184.17 | 224.16 |
| | Non Controlling Interest | 2.79 | 2.71 | 2.62 | 9.36 | 10.44 |
| 12 | Paid-up Equity Share Capital (Face Value ₹ 10/- per share) | 261.77 | 261.73 | 261.61 | 261.77 | 261.61 |
| 13 | Other Equity | | | | | |
| | - Basic | 3.96 | 2.28 | 3.50 | 7.74 | 9.08 |
| | - Diluted | 3.95 | 2.28 | 3.50 | 7.73 | 9.08 |
| (See accompanying notes to the Consolidated Financial Results) | | | | | | |



Arvind Limited,
Naroda Road,
Ahmedabad. 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093

Notes:

1 The above consolidated financial results were reviewed by the Audit Committee and have been considered and approved by the Board of Directors at their meeting held on January 28, 2025.

2 Exceptional items represent following:

| Particulars | Quarter Ended | | | Nine Months Ended | | Year Ended |
|-----------------------------------|---------------|------------|-------------|-------------------|-------------|-------------|
| | 31.12.2024 | 30.09.2024 | 31.12.2023 | 31.12.2024 | 31.12.2023 | 31.03.2024 |
| | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| Reversal for doubtful receivables | - | - | - | - | 2.73 | 2.73 |
| Tax Impact on above | - | - | 0.16 | - | (0.27) | 2.73 |
| Total | - | - | 0.16 | - | 2.46 | 2.46 |

^ Tax Impact on loss due to liquidation of Investment in Subsidiary.

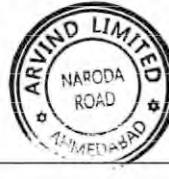
3 Key numbers of standalone financial results of the company are as under. The standalone financial results for the quarter and nine months ended December 31, 2024 are available on Company's website (www.arvind.com).

| Particulars | Quarter Ended | | | Nine Months Ended | | Year Ended |
|--|---------------|--------------|--------------|-------------------|---------------|---------------|
| | 31.12.2024 | 30.09.2024 | 31.12.2023 | 31.12.2024 | 31.12.2023 | 31.03.2024 |
| | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| Revenue from Operations | 1,926.65 | 2,022.88 | 1,754.24 | 5,637.39 | 5,200.89 | 7,100.46 |
| Profit before Tax | 130.21 | 102.54 | 119.02 | 287.90 | 303.69 | 404.05 |
| Profit for the period | 97.08 | 10.37 | 90.80 | 147.27 | 233.05 | 304.90 |
| Other Comprehensive Income/(Loss) (net of tax) | (13.22) | (1.79) | (9.41) | (9.53) | (12.11) | (7.00) |
| Total Comprehensive Income for the period | 83.86 | 8.58 | 81.39 | 137.74 | 220.94 | 297.90 |

4 The operations at Santej plant were substantially affected for continuous 21 days due to a strike organised by the workers during the quarter ended June 30, 2024. On June 6, 2024, the Labour Court declared the strike illegal and thereafter it was called off by the workers. Operations of plant is fully resumed now.

5 Pursuant to the latest amendments in the Finance (No. 2) Act 2024, long term capital gains tax rate was changed from 20% plus surcharge and cess (with indexation) to 12.5% plus surcharge and cess (without indexation). In accordance with the said amendments, the deferred tax asset has been reduced by ₹ 29.35 crores as a cumulative one time impact while computing the profit after tax for the period ended September 30, 2024. It is to be noted that only a provision is being made in the books of accounts to record the Deferred Tax in line with the applicable accounting standards and recently enacted tax change.

Ahmedabad
January 28, 2025



For Arvind Limited

Punit S. Lalbhai

Punit S. Lalbhai
Vice Chairman

| SEGMENTWISE REVENUE, RESULTS, SEGMENT ASSETS AND LIABILITIES (CONSOLIDATED) FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024 | | | | | | |
|---|---|---------------|------------|------------|-------------------|------------|
| Sr. No | Particulars | Quarter Ended | | | Nine Months Ended | |
| | | 31.12.2024 | 30.09.2024 | 31.12.2023 | 31.12.2024 | 31.12.2023 |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited |
| [₹ in Crores] | | | | | | |
| Year Ended | | | | | | |
| | | 31.03.2024 | | | | |
| 1 | Segment Revenue (Net Sales/Income from Operations) | | | | | |
| | (a) Textiles | 1,576.84 | 1,632.99 | 1,425.50 | 4,559.85 | 4,298.93 |
| | (b) Advanced Materials | 376.13 | 387.91 | 344.59 | 1,092.83 | 1,041.04 |
| | (c) Others | 177.04 | 188.07 | 138.61 | 536.64 | 388.60 |
| | Total | 2,130.01 | 2,208.97 | 1,908.70 | 6,189.32 | 5,728.57 |
| | Less : Inter Segment Sales | 40.80 | 20.66 | 20.46 | 81.20 | 65.33 |
| | Net Sales/Income from Operations | 2,089.21 | 2,188.31 | 1,888.24 | 6,108.12 | 5,663.24 |
| 2 | Segment Results (Profit/(Loss) before Interest & Tax) | | | | | |
| | (a) Textiles | 131.72 | 124.69 | 120.52 | 308.09 | 332.47 |
| | (b) Advanced Materials | 52.54 | 53.63 | 45.90 | 146.92 | 138.11 |
| | (c) Others : | | | | | |
| | - Profit/(Loss) before Exceptional Items | 9.83 | (0.44) | 2.62 | 12.47 | 1.64 |
| | - Exceptional Items (Refer Note 2) | - | - | - | - | 2.30 |
| | Others Total | 9.83 | (0.44) | 2.62 | 12.47 | 3.94 |
| | Total | 194.09 | 177.88 | 169.04 | 467.48 | 474.52 |
| | Less: Interest and Finance Charges | 39.71 | 38.71 | 38.81 | 118.77 | 114.04 |
| | Other Unallocable income/(expenditure) | | | | | |
| | - Loss before Exceptional Items | (8.93) | (4.42) | (10.42) | (14.20) | (35.56) |
| | - Exceptional Items (Refer Note 2) | - | - | 0.16 | - | 0.16 |
| | Add: Total Other Unallocable income/(expenditure) | (8.93) | (4.42) | (10.26) | (14.20) | (35.40) |
| | Profit Before Tax | 145.45 | 134.75 | 119.97 | 334.51 | 325.08 |
| 3 | Segment Assets | | | | | |
| | (a) Textiles | 4,852.81 | 4,718.55 | 4,517.75 | 4,852.81 | 4,517.75 |
| | (b) Advanced Materials | 1,056.33 | 1,043.90 | 778.71 | 1,056.33 | 778.71 |
| | (c) Others | 794.04 | 785.95 | 879.26 | 794.04 | 879.26 |
| | Total Segment Assets | 6,703.18 | 6,548.40 | 6,175.72 | 6,703.18 | 6,175.72 |
| | Unallocable | 975.09 | 914.81 | 980.34 | 975.09 | 980.34 |
| | Total Assets | 7,678.27 | 7,463.21 | 7,156.06 | 7,678.27 | 7,156.06 |
| 4 | Segment Liabilities | | | | | |
| | (a) Textiles | 1,524.70 | 1,512.47 | 1,333.39 | 1,524.70 | 1,333.39 |
| | (b) Advanced Materials | 315.99 | 300.98 | 195.83 | 315.99 | 195.83 |
| | (c) Others | 501.87 | 509.18 | 558.89 | 501.87 | 558.89 |
| | Total Segment Liabilities | 2,342.56 | 2,322.63 | 2,088.11 | 2,342.56 | 2,088.11 |
| | Unallocable | 226.84 | 162.67 | 109.71 | 226.84 | 109.71 |
| | Total Liabilities | 2,569.40 | 2,485.30 | 2,197.82 | 2,569.40 | 2,197.82 |

Notes :

1

Considering the nature of the Company's business and operations, as well as based on reviews performed by Chief operating decision maker regarding resource allocation and performance management, the Company has identified following as reportable segments in accordance with the requirements of Ind AS 108 - "Operating Segments". Above segment liability does not include borrowings.

Classification of Reportable Segments :

1

Textiles : Fabrics, Garments and Fabric Retail.

2

Advanced Materials : Human Protection fabric & garments, Industrial Products, Advance Composites and Automotive fabrics.

3

Others : EPABX and One to Many Radio, Water Treatment, Developing of Residential Units, Construction contracts and Others.

For Identification Purposes Only

DEBOTTI HASKINS & SONS LLP

CHARTERED ACCOUNTANTS

For Identification Purposes Only

Ahmedabad
January 28, 2025

ARVIND LIMITED

NARODA ROAD

AHMEDABAD

For Arvind Limited
Punit S. Laibhai
Vice Chairman

Notes :

I Considering the nature of the Company's business and operations, as well as based on reviews performed by Chief operating decision maker regarding resource allocation and performance management, the Company has identified following as reportable segments in accordance with the requirements of Ind AS 108 - "Operating Segments". Above segment liability does not include borrowings.

Classification of Reportable Segments :

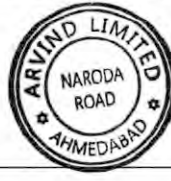
1 **Textiles :** Fabrics, Garments and Fabric Retail.

2 **Advanced Materials :** Human Protection fabric & garments, Industrial Products, Advance Composites and Automotive fabrics.

3 **Others :** EPABX and One to Many Radio, Water Treatment, Developing of Residential Units, Construction contracts and Others.



Ahmedabad
January 28, 2025



For Arvind Limited

Punit Lalbhai
Punit S. Lalbhai
Vice Chairman

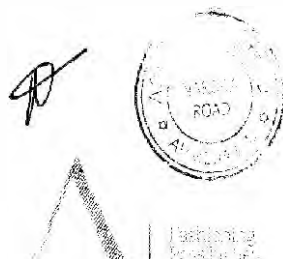
Arvind Limited,
Naroda Road,
Ahmedabad, 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093

Arvind Limited - Divisional Balance Sheet as on 31st March, 2024

| (₹ In crores) | | | |
|--|----------------------------|---------------------------------------|-----------------|
| Particulars | Advanced Material Division | Other than Advanced Material Division | Total |
| ASSETS | | | |
| I. Non-current assets | | | |
| (a) Property, Plant and Equipment | 159.17 | 2,773.09 | 2,932.26 |
| (b) Capital work-in-progress | 38.17 | 52.09 | 90.26 |
| (c) Investment Properties | 3.57 | 187.55 | 191.12 |
| (d) Intangible Assets | 0.58 | 14.38 | 14.96 |
| (e) Intangible Assets Under Development | | 0.39 | 0.39 |
| (f) Right of Use Assets | 5.56 | 52.72 | 58.28 |
| (g) Financial Assets | | | |
| (i) Investments | | 343.69 | 343.69 |
| (ii) Loans | 0.05 | 0.37 | 0.42 |
| (iii) Other financial assets | 140.22 | -115.29 | 24.93 |
| (h) Deferred Tax Assets (net) | -11.26 | 28.90 | 17.64 |
| (i) Other Non-Current Assets | 5.02 | 28.67 | 33.69 |
| TOTAL NON-CURRENT ASSETS | 341.08 | 3,366.56 | 3,707.64 |
| II. Current assets | | | |
| (a) Inventories | 209.49 | 1,509.77 | 1,719.26 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 193.17 | 759.24 | 952.41 |
| (ii) Cash and cash equivalents | | 30.25 | 30.25 |
| (iii) Bank balance other than (ii) above | | 8.74 | 8.74 |
| (iv) Loans | | 80.14 | 80.14 |
| (v) Other financial assets | 0.04 | 17.02 | 17.06 |
| (c) Current Tax Assets (net) | 3.26 | 9.55 | 12.81 |
| (d) Other Current Assets | 12.45 | 188.05 | 200.51 |
| TOTAL CURRENT ASSETS | 418.41 | 2,602.76 | 3,021.18 |
| TOTAL ASSETS | 759.49 | 5,969.32 | 6,728.82 |

REGISTERED OFFICE:

Arvind Limited
Naroda Road, Ahmedabad - 382 345, Gujarat, India.
Phone: +91 79 6826 8000 | Email: info@arvind.in
CIN: L17119GJ1931PLC000093



| Particulars | Advanced Material Division | Other than Advanced Material Division | Total |
|---|----------------------------|---------------------------------------|-----------------|
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity share capital | | 261.63 | 261.63 |
| (b) Other equity | 474.65 | 2,740.08 | 3,214.74 |
| TOTAL EQUITY | 474.65 | 2,001.71 | 2,476.37 |
| LIABILITIES | | | |
| I. Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | | 249.94 | 249.94 |
| (ii) Lease Liabilities | 4.81 | 49.69 | 54.50 |
| (iii) Other financial liabilities | | 1.56 | 1.56 |
| (b) Long-Term Provisions | 1.80 | 22.10 | 23.90 |
| (c) Government Grants | 12.18 | 62.51 | 74.69 |
| TOTAL NON-CURRENT LIABILITIES | 18.79 | 385.80 | 404.59 |
| II. Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | | 997.83 | 997.83 |
| (ii) Lease Liabilities | 1.71 | 16.23 | 17.94 |
| (iii) Trade payables | | | |
| - Total Outstanding dues of Micro Enterprises and Small Enterprises | 1.94 | 130.65 | 132.59 |
| - Total Outstanding dues other than Micro Enterprises and Small Enterprises | 132.87 | 984.96 | 1,117.83 |
| (iv) Other financial liabilities | 19.37 | 160.85 | 180.22 |
| (b) Short-Term Provisions | 0.88 | 10.73 | 11.61 |
| (c) Government Grants | 0.82 | 10.72 | 11.54 |
| (d) Other Current Liabilities | 18.10 | 360.20 | 378.30 |
| (e) Payable to Head Office | 90.36 | -90.36 | |
| TOTAL CURRENT LIABILITIES | 266.05 | 2,581.81 | 2,847.86 |
| TOTAL EQUITY AND LIABILITIES | 759.49 | 5,969.32 | 6,728.82 |

FOR ARVIND LIMITED


JAYESH SHAH
 WHOLE TIME DIRECTOR

DIN: 00008349

Date: 19th November, 2024

REGISTERED OFFICE:
 Arvind Limited
 Naroda Road, Ahmedabad - 382 345, Gujarat, India.
 Phone: +91 79 6826 8000 | Email: info@arvind.in
 CIN: L17119GJ1931PLC000093


NIGAM SHAH
 CHIEF FINANCIAL OFFICER



Arvind Limited - Divisional Balance Sheet as on 31st December, 2024

(₹ In crores)

| Particulars | Advanced Material Division | Other than Advanced Material Division | Total |
|--|----------------------------|---------------------------------------|-----------------|
| ASSETS | | | |
| I. Non-current assets | | | |
| (a) Property, Plant and Equipment | 198.16 | 2,800.75 | 2,998.91 |
| (b) Capital work-in-progress | 16.82 | 182.08 | 198.90 |
| (c) Investment Properties | 3.37 | 128.98 | 132.35 |
| (d) Intangible Assets | 0.62 | 12.71 | 13.33 |
| (e) Intangible Assets Under Development | 0.02 | 1.45 | 1.47 |
| (f) Right of Use Assets | 4.28 | 100.68 | 104.96 |
| (g) Financial Assets | | | |
| (i) Investments | | 395.60 | 395.60 |
| (ii) Loans | | 0.31 | 0.31 |
| (iii) Other financial assets | 140.94 | -112.55 | 28.39 |
| (h) Deferred Tax Assets (net) | | | |
| (i) Other Non-Current Assets | 2.69 | 63.57 | 66.26 |
| TOTAL NON - CURRENT ASSETS | 366.90 | 3,573.58 | 3,940.48 |
| II. Current assets | | | |
| (a) Inventories | 237.03 | 1,337.97 | 1,575.00 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 249.87 | 903.33 | 1,153.20 |
| (ii) Cash and cash equivalents | -0.77 | 23.07 | 22.30 |
| (iii) Bank balance other than (ii) above | | 8.02 | 8.02 |
| (iv) Loans | 0.01 | 129.49 | 129.50 |
| (v) Other financial assets | 0.02 | 19.37 | 19.39 |
| (c) Current Tax Assets (net) | | | |
| (d) Other Current Assets | 19.70 | 205.55 | 225.25 |
| TOTAL CURRENT ASSETS | 505.86 | 2,626.80 | 3,132.66 |
| TOTAL ASSETS | 872.76 | 6,200.38 | 7,073.14 |

REGISTERED OFFICE:

Arvind Limited
Naroda Road, Ahmedabad - 382 345, Gujarat, India.
Phone: +91 79 6826 8000 | Email: info@arvind.in
CIN: L17119GJ1931PLC000093



| Particulars | Advanced Material Division | Other than Advanced Material Division | Total |
|---|----------------------------|---------------------------------------|-----------------|
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity share capital | | 261.77 | 261.77 |
| (b) Other equity | 602.81 | 2,629.94 | 3,232.75 |
| TOTAL EQUITY | 602.81 | 2,891.71 | 3,494.52 |
| LIABILITIES | | | |
| I. Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | | 280.13 | 280.13 |
| (ii) Lease Liabilities | 3.33 | 97.81 | 101.14 |
| (iii) Other financial liabilities | | 2.19 | 2.19 |
| (b) Long-Term Provisions | 1.99 | 22.79 | 24.78 |
| (c) Deferred tax liabilities (net) | 11.26 | 30.40 | 41.66 |
| (d) Government Grants | 13.36 | 67.98 | 81.34 |
| TOTAL NON - CURRENT LIABILITIES | 29.94 | 501.30 | 531.24 |
| II. Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | | 1,103.62 | 1,103.62 |
| (ii) Lease Liabilities | 1.95 | 16.82 | 18.77 |
| (iii) Trade payables | | | |
| - Total Outstanding dues of Micro Enterprises and Small Enterprises | 8.73 | 189.26 | 197.99 |
| - Total Outstanding dues other than Micro Enterprises and Small Enterprises | 171.44 | 967.87 | 1,139.31 |
| (iv) Other financial liabilities | 14.06 | 190.05 | 204.11 |
| (b) Short-Term Provisions | 0.91 | 11.00 | 11.91 |
| (c) Government Grants | 0.49 | 10.48 | 10.97 |
| (d) Other Current Liabilities | 37.08 | 316.22 | 353.30 |
| (e) Current Tax Liabilities (net) | -4.10 | 11.50 | 7.40 |
| (f) Consideration payable | 90.36 | -90.36 | |
| (g) Payable to Head Office | -80.91 | 80.91 | |
| TOTAL CURRENT LIABILITIES | 240.01 | 2,807.37 | 3,047.38 |
| TOTAL EQUITY AND LIABILITIES | 872.76 | 6,200.38 | 7,073.14 |

FOR ARVIND LIMITED

JAYESH SHAH

WHOLE TIME DIRECTOR

DIN: 00C08349

REGISTERED OFFICE
Arvind Limited
Naroda Road, Ahmedabad - 382 345, Gujarat, India.
Phone: +91 79 6826 8000 | Email: info@arvind.in
CIN: L17119GJ1931PLC000093

RIGAM SHAH

CHIEF FINANCIAL OFFICER





INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF ARVIND ADVANCED MATERIALS LIMITED (FORMERLY KNOWN AS
ARVIND POLYMER TEXTILES LIMITED (FORMERLY KNOWN AS ARVIND TRUE BLUE LIMITED))**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textiles Limited (Formerly Known as Arvind True Blue Limited)) ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.


Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.


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Telephone : +91 22 2282 4811, 2204 0861 • Email : sorabsengineer@yahoo.com, ssemum@sseco.in

Bengaluru Branch : Purva Sunflower Apartment, Flat No. D-1303, 13th Floor, No. 236/4, Magadi Road, Bengaluru-560023.
Telephone : +91 9925879234 • Email : sseblr@sseco.in

Jamnagar Branch : Sagar-8, Kamdar Colony, Nr. Kamdar Colony Jain Derasar, Pethraj Raisi Marg, Jamnagar-361006.
Telephone : +91 8980212412

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our



auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) The provision of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2024.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation which would affect its financial position in its financial statements;



SORAB S. ENGINEER & CO. (Regd.)

- ii. The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses;
- iii. There have been no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- iv.
 - (1) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (2) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (3) Based on the audit procedures conducted by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatements.
- v. According to the information and explanations provided to us, the Company has not declared any dividend during the year.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail facility and the audit trail feature has been operating throughout the year for all relevant transactions recorded in the software, except that audit trail was not enabled at the database level to log any direct data changes.

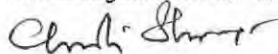
As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Sorab S. Engineer & Co.

Chartered Accountants

Firm's Registration No. 110417W



CA. Chokshi Shreyas B.

Partner

Membership No.100892

UDIN: 24100892BJZWVX3116

Ahmedabad

May 04, 2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textiles Limited (Formerly Known as Arvind True Blue Limited) of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ARVIND ADVANCED MATERIALS LIMITED (FORMERLY KNOWN AS ARVIND POLYMER TEXTILES LIMITED (FORMERLY KNOWN AS ARVIND TRUE BLUE LIMITED))** ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion on the internal financial controls system over financial reporting of the Company.

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Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Sorab S. Engineer & Co.**
Chartered Accountants
Firm's Registration No. 110417W




CA. Chokshi Shreyas B.
Partner
Membership No.100892

Ahmedabad
May 04, 2024

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textiles Limited (Formerly Known as Arvind True Blue Limited)) of even date)

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, , capital work-in-progress and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) The Company has a program of verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements are held in the name of the Company.
 - d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
 - e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. In respect of the Company's Inventories:
- a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion the coverage and procedure of such verification is appropriate, and no material discrepancies were noticed on verification between the physical stocks and the book records which were 10% or more in the aggregate for each class of inventory.
 - b) The Company does not have any working capital limits banks or financial institutions. Consequently, the requirements under sub-clause (b) to clause (ii) of paragraph 3 of the order are not applicable.
- iii. The Company has neither made any investments nor provided guarantee or granted secured / unsecured loans to companies, firms, Limited Liability Partnerships or other parties. Consequently, reporting requirements under clause (iii) of paragraph 3 of the order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has not advanced any loan or given any guarantee or provided any security or made any investment
- 

covered under section 185 or section 186 of the Act. Consequently, reporting requirements of clause (iv) of paragraph 3 of the order are not applicable.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting requirement under clause (vi) of paragraph 3 of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it..

According to the information and explanations given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable:
 - b) There are no disputed amounts outstanding as at March 31, 2024.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- ix. In our opinion and according to the information and explanations given to us, in respect of the Borrowings:
 - a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b) The Company is not a declared willful defaulter by any bank or financial institution or other lender.
 - c) The Company has not obtained any term loan during the year.
 - d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that the Company has used funds raised on short-term basis aggregating to Rs. 8269.00lacs for investment.
 - e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.



- x. In our opinion and according to the information and explanations given to us, the Company has not raised funds by way of initial public offer or further public offer (including debt instruments) or preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible during the year. Consequently, the requirements of clause (x) of paragraph 3 of the order are not applicable.
- xi. In respect of fraud by the Company or on the Company:
 - a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
 - b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c) There have been no whistle-blower complaints received during the year by the company.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 2024.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) and (b) of the Order are not applicable.

(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) and (d) of the Order are not applicable.
- xvii. According to the information and explanations given to us, the company has not incurred cash losses in the current financial year. However, the Company has incurred cash losses of Rs. 702.54 Lacs in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.



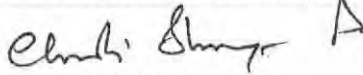
SORAB S. ENGINEER & CO. (Regd.)

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Provisions of Corporate Social Responsibility does not apply to the Company as it does not meet the threshold limit for applicability of the same. Consequently, reporting requirements under Clause (xx) of paragraph 3 of the Order are not applicable.

For **Sorab S. Engineer & Co.**

Chartered Accountants

Firm's Registration No. 110417W



CA. Chokshi Shreyas B.

Partner

Membership No.100892

Ahmedabad

May 04, 2024

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Balance Sheet as at March 31, 2024

| | | Rs. in Lacs | |
|---|--------|-------------------------|-------------------------|
| Particulars | Notes | As at March 31, 2024 | As at March 31, 2023 |
| ASSETS | | | |
| I. Non-current assets | | | |
| (a) Property, plant and equipment | 5 | 3,167.53 | 4,157.34 |
| (b) Capital work-in-progress | 5 | - | 93.75 |
| (c) Intangible assets | 6 | 0.85 | 2.90 |
| (d) Financial assets | | | |
| (i) Investments | 7 (a) | 6,746.97 | - |
| (ii) Other financial assets | 7 (f) | 260.97 | 252.24 |
| (e) Other non-current assets | 8 | - | 3.18 |
| Total non-current assets | | 10,176.32 | 4,509.41 |
| II. Current assets | | | |
| (a) Inventories | 9 | 197.81 | 270.84 |
| (b) Financial assets | | | |
| (i) Trade receivables | 7 (b) | 852.45 | 1,633.46 |
| (ii) Cash and cash equivalents | 7 (d) | 222.05 | 185.19 |
| (iii) Bank balance other than (ii) above | 7 (e) | 32.76 | 30.99 |
| (iv) Loans | 7 (c) | 937.00 | 950.00 |
| (v) Others financial assets | 7 (f) | 70.01 | 5.69 |
| (c) Current tax assets | 10 | 86.16 | 77.17 |
| (d) Other current assets | 8 | 308.54 | 551.53 |
| Total current assets | | 2,706.78 | 3,704.87 |
| Total Assets | | 12,883.10 | 8,214.28 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 11 | 1.14 | 1.14 |
| Preference share capital | 11 | - | 8,100.00 |
| Unsecured Perpetual Securities | 11 | - | 7,500.00 |
| Other equity | 12 | 626.13 | (12,600.51) |
| Total equity | | 627.27 | 3,000.63 |
| LIABILITIES | | | |
| I. Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Lease Liabilities | 33 | 1,459.91 | 1,557.08 |
| (b) Long-term provisions | 14 | 38.44 | 53.73 |
| (c) Government Grants | 15 | 49.19 | 120.79 |
| Total non-current liabilities | | 1,547.54 | 1,731.60 |
| II. Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 13 (a) | 8,269.00 | 1,444.20 |
| (ii) Lease Liabilities | 33 | 107.59 | 81.67 |
| (iii) Trade payables | 13 (b) | | |
| a) Total outstanding dues of micro enterprises and small enterprises | | 18.01 | 0.38 |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 1,665.37 | 1,508.08 |
| (iv) Other financial liabilities | 13 (c) | 465.57 | 292.03 |
| (b) Other current liabilities | 16 | 105.23 | 54.24 |
| (c) Short-term provisions | 14 | 19.64 | 14.72 |
| (d) Government Grants | 15 | 57.88 | 86.73 |
| Total current liabilities | | 10,708.29 | 3,482.05 |
| Total Equity and Liabilities | | 12,883.10 | 8,214.28 |

See accompanying notes forming part of the Financial Statements

As per our report of even date
For **Sorab S. Engineer & Co.**
Chartered Accountants
Firm Registration No. 110417W

Chokshi Shreyas B.
CA. Chokshi Shreyas B.
Partner
Membership No. 100892

Place : Ahmedabad
Date : May 4, 2024

For and on behalf of the board of directors of
Arvind Advanced Materials Limited

Pranav Dave
PRANAV DAVE
Director
(DIN: 09045130)
Bhavesh Shah
BHAVESH SHAH
Director
(DIN: 08813073)

Place : Ahmedabad
Date : May 4, 2024

Bikey Kumar Agarwal
BIJAY KUMAR AGARWAL
Chief Executive Officer
Jayesh Thakkar
JAYESH THAKKAR
Chief Financial Officer
Ramnik Bhimani
RAMNIK BHIMANI
Company Secretary

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Statement of Profit and Loss for the year ended March 31, 2024

| Particulars | Notes | Rs. in Lacs | |
|---|-------|------------------------------|------------------------------|
| | | Year ended March 31, 2024 | Year ended March 31, 2023 |
| I. Income | | | |
| Revenue from operations | 17 | | |
| Sale of Products | | 5,698.17 | 1,792.70 |
| Sale of Services | | 3,810.85 | 2,227.41 |
| Operating Income | | 25.46 | 22.00 |
| Revenue from operations | | 9,534.48 | 4,042.11 |
| Other income | 18 | 392.70 | 288.24 |
| Total income (I) | | 9,927.18 | 4,330.35 |
| II. Expenses | | | |
| Cost of raw material consumed | 19 | 2,759.29 | 177.95 |
| Purchases of stock-in-trade | 20 | 1,722.70 | 947.11 |
| Changes in inventories of stock-in-trade, Work in Progress and Finished Goods | 21 | 55.31 | 170.79 |
| Employee benefits expense | 22 | 2,331.38 | 1,707.50 |
| Finance costs | 23 | 343.38 | 203.04 |
| Depreciation and amortisation expense | 24 | 950.47 | 1,288.25 |
| Other expenses | 25 | 1,236.36 | 1,701.26 |
| Total expenses (II) | | 9,398.89 | 6,195.90 |
| III. Profit/(Loss) before exceptional items and tax (I-II) | | 528.29 | (1,865.55) |
| IV. Exceptional Items | | | |
| V. Profit/(Loss) before tax (III-IV) | | 528.29 | (1,865.55) |
| VI. Tax expense | 28 | | |
| Current Tax | | - | - |
| Deferred Tax Charge/(Credit) | | 0.73 | (6.72) |
| MAT Credit | | - | 131.96 |
| VII Profit/(Loss) for the year (V-VI) | | 527.56 | (1,990.79) |
| VIII. Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss in subsequent periods: | | | |
| Re-measurement gains / (losses) on defined benefit | 12 | (2.90) | 26.71 |
| Income tax effect on above | | 0.73 | (6.72) |
| Net other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods | | (2.17) | 19.99 |
| Total other comprehensive income/(loss) for the year, net of tax | | (2.17) | 19.99 |
| IX. Total comprehensive income/(loss) for the year, net of | | 525.39 | (1,970.80) |
| X. Earning per equity share(Nominal Value per share:Rs.10/-) | | | |
| Basic and Diluted- Rs. | 28 | 4,615.98 | (17,418.76) |

See accompanying notes forming part of the Financial Statements

As per our report of even date
For **Sorab S. Engineer & Co.**
Chartered Accountants
Firm Registration No. 110417W

Chokshi Shreyas B.

CA. Chokshi Shreyas B.
Partner
Membership No. 100892

Place : Ahmedabad
Date : May 4, 2024

For and on behalf of the board of directors of
Arvind Advanced Materials Limited

Pranav Dave

PRANAV DAVE
Director
(DIN: 09045130)

Bhavesh Shah

BHAVESH SHAH
Director
(DIN: 08813073)

Place : Ahmedabad
Date : May 4, 2024

Bi Jay Kumar Agarwal

BIJAY KUMAR AGARWAL
Chief Executive Officer

Jayesh Thakkar

JAYESH THAKKAR
Chief Financial Officer

Ramnik Bhimani

RAMNIK BHIMANI
Company Secretary

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Statement of Cash Flows for the year ended March 31, 2024

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2024 | Year ended March 31, 2023 |
| A Cash Flow from Operating Activities | | |
| Restated Profit/(Loss) before tax | 528.29 | (1,865.55) |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Depreciation /Amortization | 950.47 | 1,288.25 |
| Finance Cost | 343.36 | 203.04 |
| Inventory Write down | - | - |
| Gain on Reassessment of Leases | - | (9.91) |
| Interest Income | (88.17) | (15.00) |
| Government Grant | (217.16) | (147.56) |
| Bad Debts written off | - | 1.95 |
| Sundry Debit Balance written off | 134.35 | - |
| Loss on sale of Property, Plant & Equipment (Net) | - | 46.39 |
| Profit on sale of Property, Plant and Equipment | (37.08) | - |
| Sundry Credit Balances Appropriated | - | (100.23) |
| Operating Profit before Working Capital Changes | 1,614.08 | (598.62) |
| Working Capital Changes: | | |
| Changes in Inventories | 73.03 | 197.30 |
| Changes in trade payables | 174.92 | 889.91 |
| Changes in other liabilities | 50.99 | (512.42) |
| Changes in other financial liabilities | 67.07 | 38.86 |
| Changes in provisions | (13.27) | (32.18) |
| Changes in trade receivables | 646.66 | (430.99) |
| Changes in other assets | 242.99 | 430.58 |
| Changes in other financial assets | 0.42 | 1.10 |
| Net Changes in Working Capital | 1,242.81 | 582.16 |
| Cash Generated from Operations | 2,856.89 | (16.46) |
| Direct Taxes paid (Net of Income Tax refund) | (8.99) | (39.37) |
| Net Cash from / (used in) Operating Activities | 2,847.90 | (55.83) |
| B Cash Flow from Investing Activities | | |
| Purchase of Property, Plant & Equipment /Intangible assets | -69.25 | -194.91 |
| Sale of Property, Plant & Equipment /Intangible assets | 254.96 | 751.88 |
| Changes in Other Bank Balance | (10.92) | 63.79 |
| Changes in Investment(Net) | (9,645.72) | - |
| Changes in Government Grant | 116.71 | 96.24 |
| Changes in loans | 13.00 | -950.00 |
| Changes in Capital Advances | 3.18 | - |
| Interest Income | 23.85 | 11.48 |
| Net cash flow from/ (used in) Investing Activities | (9,314.19) | (221.52) |
| C Cash Flow from Financing Activities | | |
| Proceeds from Issue of Perpetual Securities | - | - |
| Changes in short term borrowings | 6,824.80 | 922.50 |
| Changes in long term borrowings | - | (133.14) |
| Principal Repayment of Lease Liability | (224.10) | (57.85) |
| Finance Cost | (97.55) | (444.88) |
| Net Cash flow from/ (used in) Financing Activities | 6,503.15 | 286.63 |
| Net Increase/(Decrease) in cash & cash equivalents | 36.86 | 9.28 |
| Cash & Cash equivalent at the beginning of the year | 185.19 | 175.91 |
| Cash & Cash equivalent at the end of the year | 222.05 | 185.19 |

Figures in brackets indicate outflows.

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2024 | Year ended March 31, 2023 |
| Cash and cash equivalents comprise of: | | |
| Cash on Hand | - | - |
| Cash Credit Account having debit balance | 2.87 | 31.44 |
| Balances with Banks | 219.18 | 153.75 |
| Cash and cash equivalents as per Balance Sheet (Note 7d) | 222.05 | 185.19 |
| Less: Bank Overdraft | - | - |
| Cash and cash equivalents | 222.05 | 185.19 |

Disclosure under Para 44A as set out in Ind AS 7 on cash flow statements under Companies(Indian Accounting Standards) Rules,2015 (as amended)

| Particulars of liabilities arising from financing activity | Note No. | As at April 1, 2023 | Net cash flows | Non Cash Changes | | As at March 31, 2024 |
|--|----------|---------------------|-----------------|--|---------------|----------------------|
| | | | | Effect of change in Foreign Currency Rates | Other Changes | |
| Borrowings: | | | | | | |
| Short term borrowings | 13 (a) | 1,444.20 | 6,824.80 | - | - | 8,269.00 |
| Interest accrued on borrowings | 13 (c) | 44.72 | (44.72) | - | 151.19 | 151.19 |
| Total | | 1,488.92 | 6,780.08 | - | 151.19 | 8,420.19 |

| Particulars of liabilities arising from financing activity | Note No. | As at April 1, 2022 | Net cash flows | Non Cash Changes | | As at March 31, 2023 |
|--|----------|---------------------|----------------|--|-----------------|----------------------|
| | | | | Effect of change in Foreign Currency Rates | Other Changes | |
| Borrowings: | | | | | | |
| Short term borrowings | 13 (a) | 1,042.90 | 979.50 | - | (578.20) | 1,444.20 |
| Interest accrued on borrowings | 13 (c) | 125.44 | (125.44) | - | 44.72 | 44.72 |
| Total | | 1,168.34 | 854.06 | - | (533.48) | 1,488.92 |

Notes:

1) The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

As per our report of even date
For Sarab S. Engineer & Co.
Chartered Accountants
Firm Registration No. 117417W

CA. Chokshi Shreyas B.
Partner
Membership No. 100892

Place : Ahmedabad
Date : May 4, 2024

For and on behalf of the board of directors of
Arvind Advanced Materials Limited

PRANAV DAVE
Director
(DIN: 09045130)

BHAVESH SHAH
Director
(DIN: 08813073)

Place : Ahmedabad
Date : May 4, 2024

BIJAY KUMAR AGARWAL
Chief Executive Officer

JAYESH THAKKAR
Chief Financial Officer

RANNIK BHIMANI
Company Secretary

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Statement of Changes in Equity

A. Share capital

| Balance | Equity Note 11 | Preference Note 11 | Rs. in Lacs |
|---|-------------------|-----------------------|-------------|
| As at April 1, 2022 | 1.14 | | 8,100.00 |
| As at March 31, 2023 | 1.14 | | 8,100.00 |
| Deduction During the Year (Refer Note 39) | - | | 8,100.00 |
| As at March 31, 2024 | 1.14 | | - |

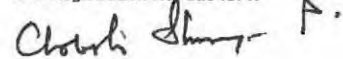
B. Unsecured Perpetual Securities

| Balance | Note 11 | Rs. in Lacs |
|---|---------|-------------|
| As at April 1, 2022 | | 7,500.00 |
| As at March 31, 2023 | | 7,500.00 |
| Deduction During the Year (Refer Note 39) | | 7,500.00 |
| As at March 31, 2024 | | - |

C. Other equity


| Particulars | Attributable to the equity holders | | | Rs. in Lacs |
|--|------------------------------------|-------------------|--------------|-------------|
| | Capital Reserve | Retained Earnings | Total equity | |
| | Note 12 | Note 12 | | |
| Balance as at April 1, 2022 | 6,851.04 | (17,480.75) | (10,629.71) | |
| (Loss) for the year | - | (1,990.79) | (1,990.79) | |
| Other comprehensive income for the year | - | 19.99 | 19.99 | |
| Balance as at March 31, 2023 | 6,851.04 | (19,451.55) | (12,600.51) | |
| Balance as at April 1, 2023 | 6,851.04 | (19,451.55) | (12,600.51) | |
| Addition during the year (Refer Note 35) | 12,701.25 | - | 12,701.25 | |
| Profit for the year | - | 527.56 | 527.56 | |
| Other comprehensive Income for the year | - | (2.17) | (2.17) | |
| Balance as at March 31, 2024 | 19,552.29 | (18,926.16) | 626.13 | |

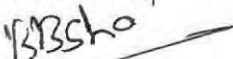
As per our report of even date
For **Sorab S. Engineer & Co.**
Chartered Accountants
Firm Registration No. 110417W


CA. Chokshi Shreyas B.
Partner
Membership No. 100892

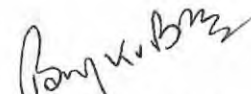
Place : Ahmedabad
Date : May 4, 2024

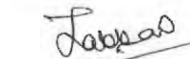
For and on behalf of the board of directors of
Arvind Advanced Materials Limited


PRANAV DAVE
Director
(DIN: 09045130),


BHAVESH SHAH
Director
(DIN: 08813073)

Place : Ahmedabad
Date : May 4, 2024


BIJAY KUMAR AGARWAL
Chief Executive Officer


JAYESH THAKKAR
Chief Financial Officer


RAMNIK BHIMANI
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

1. Corporate Information

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textiles Limited) (Formerly known as Arvind True Blue Limited) ("the Company") is a company incorporated in India having its registered office at Arvind Limited Premises, Naroda Road, Ahmedabad – 380025. The Company is a subsidiary of Arvind Limited.

The Company is having different business (i) trades in Men's apparel and accessories through its exclusive business outlets, online markets and on sale or return basis (ii) manufacturing of best-in-class products using European technology. The products planned for production in the Company includes ArpoLite (Translucent FRP Sheets), ArpoTuff (Opaque FRP Sheets), ArpoSer (Economical Translucent Sheets), ArpoWall (FRP Flat Sheets), ArpoBoard (FRP Insulated Flat Panels) (iii) textile business and (iv) the business of manufacturing and marketing of fiber reinforced polymer sheets.

The Company's Financial Statements were approved by Board of Directors in the meeting held on May 04, 2024.

2. Statement of Compliance and Basis of Preparation

2.1 Basis of Preparation and Presentation and Statement of Compliance

The Financial Statements have been prepared on a historical cost convention on the accrual basis except for the certain financial assets and liabilities measured at fair value, the provisions of the Companies Act, 2013 to the extent notified ("the Act").

Accounting policies were consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standards requires a change in the accounting policy hitherto in use.

The Financial Statements comprising of Balance Sheet, Statement of Profit and Loss including other comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows as at March 31, 2023 have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of schedule III of the Companies Act, 2013 (Ind AS compliant schedule III) as applicable to financial statement.

2.2 Rounding of Amount

The Financials Statement are prepared in Indian Rupees (INR) and all the values are rounded to nearest Lacs as per the requirement of Schedule III, except when otherwise indicated. Figures less than Rs. 500 which are required to be shown separately, have been shown actual in brackets.

3. Material Accounting Policies Information

The following are the material accounting policies applied by the Company in preparing its Financial Statements consistently to all the periods presented:



3.1.Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

3.2.Use of estimates and judgements

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Difference between actual results and estimates are recognised in the period in which the results are known / materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

3.3.Business combinations and goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Company has elected to apply Ind AS accounting for business combinations prospectively from 1 April 2015. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward with minimal adjustment.

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Business Combination under Common Control

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Ind AS 103. Such transactions are accounted for using the pooling-of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts of the parent entity's Financial Statements with the exception of certain income tax and deferred tax assets. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies. The components of equity of the acquired companies are added to the same components within the Company's equity. The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to other equity and is presented separately from other capital reserves. The Company's shares issued in consideration for the acquired companies are recognized from the moment the acquired companies are included in these financial statements and the financial statements of the commonly controlled entities would be combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented.

Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, the assets or liabilities related to employee benefit arrangements and related to leases are recognised and measured in accordance with Ind AS 12 Income Tax, Ind AS 19 Employee Benefits and Ind AS 116 Leases respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquire are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal Companys) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.



- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill

disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

3.4.Foreign currencies

The Company's financial statements are presented in INR, which is also the Company's functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company's functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement of such transaction and on translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

3.5.Fair value measurement

The Company measures financial instruments such as derivatives at fair value at the end of each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- Or



- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and for non-recurring measurement, such as asset held for sale.

External valuers are involved for valuation of significant assets, such as properties. Involvement of external valuers is decided upon annually by the management after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.



Management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable on yearly basis.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Property, plant and equipment & Intangible assets measured at fair value on the date of transition
- Financial instruments (including those carried at amortised cost)

3.6. Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Borrowing cost relating to acquisition / construction of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Capital work-in-progress comprises cost of fixed assets that are not yet installed and ready for their intended use at the balance sheet date.

Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

Depreciation

Depreciation on property, plant and equipment is provided so as to write off the cost of assets less residual values over their useful lives of the assets, using the straight line method as prescribed under Part C of Schedule II to the Companies Act 2013 except for Plant and Machinery.

Depreciation on Plant and Machinery are provided on straight-line basis over the useful lives of the assets as estimated by management based on technical assessment of the assets, the estimated usage of the assets, nature of assets, operating condition of the assets, maintenance supports and anticipated technological changes required in the assets. The management estimates the useful lives as follows:

| Particulars | Useful Life |
|---|-------------|
| Plant & Machinery - Electrical Installation | 10 Years |

However, Leasehold Improvements have been depreciated considering the lease term or useful life whichever is lower.

When parts of an item of property, plant and equipment have different useful life, they are accounted for as separate items (Major Components) and are depreciated over their useful life or over the remaining useful life of the principal assets whichever is less. Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.7. Leases

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that



their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

3.8.Borrowing cost

Borrowing cost includes interest expense as per Effective Interest Rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset.

Where funds are borrowed specifically to finance a project, the amount capitalised represents the actual borrowing costs incurred. Where surplus funds are available out of money borrowed specifically to finance a project, the income generated from such current investments is deducted from the total capitalized borrowing cost. Where the funds used to finance a project form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Company during the year. Capitalisation of borrowing costs is suspended and charged to the statement of profit and loss during the extended periods when the active development on the qualifying assets is interrupted.

All other borrowing costs are expensed in the period in which they occur.

3.9.Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in the Statement of Profit and Loss in the period in which expenditure is incurred.

The useful lives of intangible assets are assessed as finite.

Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite



useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an Intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortisation

Software is amortised over management estimate of its useful life of 5 years.

3.10. Inventories

Trims and Accessories, Stock-in-trade and Packing Materials are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Trims and Accessories: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- Stock in Trade: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

All other inventories are valued at cost. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

3.11. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of the Company. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.



In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the Company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses, including impairment on inventories, are recognised in the Statement of Profit and Loss in those expense categories consistent with the function of the impaired asset, except for a property previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the CGU level, as appropriate and when circumstances indicate that the carrying value may be impaired.

3.12. Revenue Recognition

The Company derives revenues primarily from sale of traded goods and related services. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

a) Sale of goods

Revenue from the sale of goods is recognized at the point in time when control of the goods is transferred to the customer, i.e., generally on delivery of the goods.



Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right of return and discounts. The rights of return and discounts give rise to variable consideration.

i. Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. The Company uses the expected value method to estimate the goods that will be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset (and corresponding adjustment to change in inventory is also recognised for the right to recover products from a customer.

ii. Discounts

Discounts are offset against amounts payable by the customer. To estimate the variable consideration for the expected future discounts, the Company applies the expected value method. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract.

b) Contract balances**i. Contract assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

ii. Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets Note 3.13.

iii. Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

c) Assets and liabilities arising from rights of return

i. Right of return assets

Right of return asset represents the Company's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

ii. Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

d) Sale of goods – customer loyalty programme (deferred revenue)

The Company operates a loyalty point programme which allows customers to accumulate points when they purchase the products. The points can be redeemed for free products, subject to a minimum number of points being obtained. Consideration received is allocated between the product sold and the points issued, with the consideration allocated to the points equal to their fair value. Fair value of the points is determined by applying a statistical analysis. The fair value of the points issued is deferred and recognised as revenue when the points are redeemed.

e) Rendering of services

Revenue from store displays and sponsorships are recognised based on the period for which the products or the sponsors' advertisements are promoted/ displayed. Facility management fees are recognised pro-rata over the period of the contract.

Revenue from other services are recognised based on the services rendered in accordance with the terms of contracts on the basis of work performed.

f) Interest income

For all financial instruments measured at amortised cost and interest-bearing financial assets classified as fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit or loss.

3.13. Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

(i) Initial recognition and measurement of financial assets

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

(ii) Subsequent measurement of financial assets

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)
- Equity Instruments measured at fair value through other comprehensive income (FVTOCI)

- **Financial assets at amortised cost:**

A financial asset is measured at amortised cost if:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

- **Financial assets at fair value through other comprehensive income**

A financial asset is measured at fair value through other comprehensive income if:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI financial asset is reported as interest income using the EIR method.

- **Financial assets at fair value through profit or loss**

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

After initial measurement, such financial assets are subsequently measured at fair value with all changes recognised in Statement of profit and loss.

- **Equity instruments:**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L

(iii) Derecognition of financial assets

A financial asset is derecognised when:

- the contractual rights to the cash flows from the financial asset expire, or
- The Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without

material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or

(b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(iv) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(v) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18, if they do not contain a significant financing component
- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18 that contain a significant financing component, if the Company applies practical expedient to ignore separation of time value of money, and
- Right Of Use Assets resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since Initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected in a separate line under the head "Other expenses" in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contract assets and ROU Assets: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the

net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

b) Financial Liabilities

(i) Initial recognition and measurement of financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the issue of the financial liabilities.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

(ii) Subsequent measurement of financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.



- **Loans and Borrowings**

This is the category most relevant to the Company. After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

(iii) Derecognition of financial liabilities

A financial liability (or a part of a financial liability) is derecognised from its balance sheet when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

c) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks and interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge,



the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative



gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.14. Cash and cash equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.15. Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

3.16. Taxes

Tax expense comprises of current income tax and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Current income tax are recognised in



correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside Statement of profit and loss is recognised outside Statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of profit and loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax includes MAT tax credit.

3.17. Employee Benefits

a) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

b) Post-Employment Benefits

(i) Defined contribution plan

The Company's approved provident fund scheme, superannuation fund scheme, employees' state insurance fund scheme and Employees' pension scheme are defined contribution plans. The Company has no obligation, other than the contribution paid/payable under such schemes. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.

(ii) Defined benefit plan

The employee's gratuity fund scheme and post-retirement medical benefit schemes are Company's defined benefit plans. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet. In case of funded plans, the fair value of plan asset is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on the net basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

c) Other long term employment benefits:

The employee's long term compensated absences are Company's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using



the Projected Unit Credit Method as at the date of the Balance sheet. In case of funded plans, the fair value of plan asset is reduced from the gross obligation, to recognise the obligation on the net basis.

d) Termination Benefits :

Termination benefits such as compensation under voluntary retirement scheme are recognised in the year in which termination benefits become payable.

3.18.Earnings per share

Basic EPS is calculated by dividing the profit / loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit / loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors,

3.19.Provisions and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements.

Contingent assets are not recognised but disclosed in the Financial Statements when an inflow of economic benefits is probable.

Decommissioning liability

The Company records a provision for decommissioning costs of a manufacturing facility for the production of its goods. Decommissioning costs are provided at the present value of expected costs to settle the obligation, to the extent ascertainable, using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

3.20. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

3.21. Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue. Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted but disclosed.



4. Critical accounting Judgements and key source of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions about the reported amounts of assets and liabilities, and, income and expenses that are not readily apparent from other sources. Such judgements, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the management in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognised in the financial statements and / or key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Revenue recognition

The Company assesses its revenue arrangement in order to determine if its business partner is acting as a principle or as an agent by analysing whether the Company has primary obligation for pricing latitude and exposure to credit / inventory risk associated with the sale of goods. The Company has concluded that certain arrangements are on principal to agent basis where its business partner is acting as an agent. Hence, sale of goods to its business partner is recognised once they are sold to the end customer.

Defined benefit plans

The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation. The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates for the country.

Further details about defined benefit obligations are provided in Note 30.



Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See Note 34 for further disclosures.

Allowance for uncollectible trade receivables

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Additionally, a large number of minor receivables is grouped into homogeneous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has Rs. 8,450.94 Lacs (March 31, 2023: Rs. 9,567.16 Lacs) of unused losses and Rs. 231.25 Lacs (March 31, 2023: Rs. 231.25 Lacs) of unabsorbed depreciation available for offsetting against future taxable income. However, Deferred tax assets have not been recognized on the basis that recovery is not probable in the foreseeable future. Further details on taxes are disclosed in Note 28.

Inventories

An inventory provision is recognised for cases where the realisable value is estimated to be lower than the inventory carrying value. The inventory provision is estimated taking into account various factors, including prevailing sales prices of inventory item, the seasonality of the item's sales profile and losses associated with obsolete / slow-moving inventory items.

Intangible assets

Refer Note 3.9 for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 6.

Property, plant and equipment

Refer Note 3.6 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 5.



Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Provisions and contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

The Company has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company.

Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the Financial Statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

Lease Term

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.



Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Notes to the Financial Statements

Note 5 : Property, plant and equipment

| Particulars | Right of Use Asset (Refer Note | Furniture & fixtures | Plant & Machinery | Vehicles | Buildings | Office equipment | Computers, Servers and Network* | Total | Rs. in Lacs |
|------------------------------------|--------------------------------|----------------------|-------------------|--------------|--------------|------------------|---------------------------------|-----------------|--------------|
| | | | | | | | | | CWIP |
| Gross Carrying Value | | | | | | | | | |
| As at April 1, 2022 | 87.23 | 511.09 | 7,121.98 | 31.39 | 32.73 | 71.86 | 79.42 | 7,935.70 | - |
| Additions | 1,696.60 | - | 101.16 | - | - | - | - | 1,797.76 | 93.75 |
| Deductions | 87.23 | 302.30 | 2,092.36 | 10.80 | - | 9.89 | 9.63 | 2,512.21 | - |
| As at March 31, 2023 | 1,696.60 | 208.79 | 5,130.78 | 20.59 | 32.73 | 61.97 | 69.79 | 7,221.25 | 93.75 |
| Additions | 13.49 | - | 163.00 | - | - | - | - | 176.49 | - |
| Deductions | - | 0.13 | 695.46 | 1.69 | - | - | - | 697.28 | 93.75 |
| As at March 31, 2024 | 1,710.09 | 208.66 | 4,598.32 | 18.90 | 32.73 | 61.97 | 69.79 | 6,700.46 | - |
| Depreciation and Impairment | | | | | | | | | |
| As at April 1, 2022 | 59.17 | 373.18 | 2,886.98 | 17.07 | 3.43 | 57.62 | 66.41 | 3,483.86 | - |
| Depreciation for the year | 169.52 | 177.71 | 1,053.29 | 2.55 | 0.83 | 4.62 | 4.71 | 1,285.93 | - |
| Deductions | 59.17 | 274.56 | 1,332.84 | 2.35 | - | 9.28 | 7.96 | 1,685.88 | - |
| As at March 31, 2023 | 169.52 | 136.33 | 2,607.43 | 17.27 | 4.26 | 52.96 | 63.16 | 3,063.91 | - |
| Depreciation for the year | 173.36 | 15.58 | 745.22 | 0.55 | 0.83 | 3.53 | 1.47 | 948.42 | - |
| Deductions | 8.08 | 0.08 | 478.30 | 0.82 | - | - | - | 479.40 | - |
| As at March 31, 2024 | 342.88 | 158.69 | 2,886.19 | 17.00 | 5.09 | 56.49 | 64.63 | 3,532.83 | - |
| Net Carrying Value | | | | | | | | | |
| As at March 31, 2024 | 1,367.21 | 49.97 | 1,710.17 | 1.90 | 27.64 | 5.48 | 5.16 | 3,167.53 | - |
| As at March 31, 2023 | 1,527.08 | 69.48 | 2,513.35 | 3.32 | 28.47 | 9.01 | 6.63 | 4,157.34 | 93.75 |

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Notes to the Financial Statements

Note 6 : Intangible assets

| Particulars | Rs. in Lacs | |
|------------------------------------|-------------------|-------------------------|
| | Computer Software | Total Intangible Assets |
| Gross Carrying Value | | |
| As at April 1, 2021 | 93.52 | 93.52 |
| Additions | - | - |
| Deductions | 51.34 | 51.34 |
| As at March 31, 2023 | 42.18 | 42.18 |
| Additions | - | - |
| Deductions | - | - |
| As at March 31, 2023 | 42.18 | 42.18 |
| Amortisation and Impairment | | |
| As at April 1, 2021 | 36.96 | 36.96 |
| Amortisation for the Year | 2.32 | 2.32 |
| Deductions | - | - |
| As at March 31, 2023 | 39.28 | 39.28 |
| Amortisation for the year | 2.05 | 2.05 |
| Deductions | - | - |
| As at March 31, 2023 | 41.33 | 41.33 |
| Net Carrying Value | | |
| As at March 31, 2023 | 0.85 | 0.85 |
| As at March 31, 2023 | 2.90 | 2.90 |

Handwritten signature

Note 7 : Financial assets

7 (a) Investments

| | | | | | Rs. in Lacs | |
|--|---|--------------------|----------------|----------------|----------------|--|
| Particulars | Face Value per Share (in ₹ unless otherwise stated) | No. of Shares/unit | | Amount | | |
| | | As at | As at | As at | As at | |
| | | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 | |
| (a) Investment in equity shares (fully paid up): | | | | | | |
| I. Subsidiaries – measured at cost (unquoted) : | | | | | | |
| Unquoted | | | | | | |
| Arvind PD Composites Private Limited | 10 | 1,60,451 | - | 3,449.70 | - | |
| Arvind OG Nonwovens Private Limited | 10 | 26,80,710 | - | 3,297.27 | - | |
| Total Equity Investments | | | | 6,746.97 | - | |

7 (b) Trade receivables - Current

| Particulars | Rs. In Lacs | |
|-------------------------------------|----------------|-----------------|
| | As at | As at |
| | March 31, 2024 | March 31, 2023 |
| Unsecured, considered good | 852.45 | 1,633.46 |
| Credit Impaired | - | 83.86 |
| Less : Allowance for doubtful debts | - | (83.86) |
| | 852.45 | 1,633.46 |
| Total Trade receivables | 852.45 | 1,633.46 |

Notes:

1) Allowance for doubtful debts

The Company has provided allowance for doubtful debts based on the lifetime expected credit loss model using provision matrix.
Movement in allowance for doubtful debt :

| Particulars | Rs. In Lacs | |
|---|----------------|----------------|
| | As at | As at |
| | March 31, 2024 | March 31, 2023 |
| Balance at the beginning of the year | 83.86 | 83.86 |
| Add : Allowance for the year (Refer note 25) | - | - |
| Less : Write off of bad debts (Net of recovery) | 83.86 | - |
| Balance at the end of the year | - | 83.86 |

Write Off

During the year, the company has made write offs of Rs. 83.86 Lacs (Previous Year Rs. Nil) of trade receivables and it does not expect to receive future cash flow or recoveries from

2) No trade receivables are due from directors or other officers of the Company either severally or jointly with any person nor any trade receivables are due from firms or private companies respectively in which any director is a director, a partner or a member.

3) Trade receivables are non-interest bearing and are normally settled on 0-180 days terms

4) Trade receivables ageing Schedule:

As at March 31, 2024

| Particulars | Unbilled Dues | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|--|---------------|---------------|--|-------------------|-------------|-----------|-------------------|---------------|
| | | | Less than 6 Months | 6 Months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade receivables - Considered Good | - | 841.00 | 11.04 | - | 0.41 | - | - | 852.45 |
| Undisputed Trade receivables - which have significant increase in risk | - | - | - | - | - | - | - | - |
| Undisputed Trade receivables - credit impaired | - | - | - | - | - | - | - | - |
| Disputed Trade receivables - Considered Good | - | - | - | - | - | - | - | - |
| Disputed Trade receivables - which have significant increase in risk | - | - | - | - | - | - | - | - |
| Disputed Trade receivables - credit impaired | - | - | - | - | - | - | - | - |
| Total | - | 841.00 | 11.04 | - | 0.41 | - | - | 852.45 |

As at March 31, 2023

| Particulars | Unbilled Dues | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|--|---------------|----------|--|-------------------|---------------|---------------|-------------------|-----------------|
| | | | Less than 6 Months | 6 Months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade receivables - Considered Good | - | - | - | 1,176.28 | 252.52 | 204.66 | - | 1,633.46 |
| Undisputed Trade receivables - which have significant increase in risk | - | - | - | - | - | - | - | - |
| Undisputed Trade receivables - credit impaired | - | - | - | - | - | 83.86 | - | 83.86 |
| Disputed Trade receivables - Considered Good | - | - | - | - | - | - | - | - |
| Disputed Trade receivables - which have significant increase in risk | - | - | - | - | - | - | - | - |
| Disputed Trade receivables - credit impaired | - | - | - | - | - | - | - | - |
| Total | - | - | - | 1,176.28 | 252.52 | 288.52 | - | 1,717.32 |

7 (c) Loans

| Particulars | Rs. In Lacs | |
|---|----------------|----------------|
| | As at | As at |
| | March 31, 2024 | March 31, 2023 |
| (Unsecured, considered good unless otherwise stated) | | |
| Non-current | | |
| | - | - |
| Current | | |
| Loans to Related Parties (Refer Note 31) | 937.00 | 950.00 |
| | 937.00 | 950.00 |
| Total Loans | 937.00 | 950.00 |

A. Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties either severally or jointly with any other person, that are repayable on demand;

| Type of Borrower | March 31, 2024 | | March 31, 2023 | |
|------------------|---|---|---|---|
| | Amount of loan or advance in the nature of loan outstanding (Rs. In Lacs) | Percentage to the total Loans and Advances in the nature of loans | Amount of loan or advance in the nature of loan outstanding (Rs. In Lacs) | Percentage to the total Loans and Advances in the nature of loans |
| Promoter | - | 0% | - | 0% |
| Director | - | 0% | - | 0% |
| KMPs | - | 0% | - | 0% |
| Related Parties | 937.00 | 100% | 950.00 | 100% |
| Total | 937.00 | 100% | 950.00 | 100% |

B. Disclosures pursuant to section 186(4) of the Companies Act, 2013.
Details of Loan Given

| Name of the Company | Purpose | Rs. in Lacs | |
|---------------------------------------|--------------------------|----------------------|----------------------|
| | | As at March 31, 2024 | As at March 31, 2023 |
| ARVIND SPORTS FASHION PRIVATE LIMITED | General Business Purpose | 937.00 | 950.00 |
| Total | | 937.00 | 950.00 |

For terms and conditions of loans to related party, refer Note 31.

7 (d) Cash and cash equivalent

| Particulars | Rs. in Lacs | |
|--|----------------------|----------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Cash on hand | - | - |
| Balance with Bank | | |
| Current accounts | 219.18 | 153.75 |
| Cash Credit Account having debit balance | 2.87 | 31.44 |
| Total cash and cash equivalents | 222.05 | 185.19 |

7 (e) Other bank balance

| Particulars | Rs. in Lacs | |
|---|----------------------|----------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Deposits with original maturity of more than three months but less than 12 months | 32.76 | 30.99 |
| Held as Margin Money | | |
| Total other bank balances | 32.76 | 30.99 |

7 (f) Other financial assets

| Particulars | Rs. in Lacs | |
|---|----------------------|----------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| (Unsecured, considered good unless otherwise stated) | | |
| Non-current | | |
| Security deposits | 105.54 | 105.96 |
| Bank deposits with maturity of more than 12 months (Held as Margin Money) | 155.43 | 146.28 |
| | 260.97 | 252.24 |
| Current | | |
| Accrued Interest | 70.01 | 5.69 |
| | 70.01 | 5.69 |
| Total other financial assets | 330.98 | 257.93 |

| Particulars | Rs. in Lacs | | |
|-------------------------------|-------------|-------|-----------------|
| | FVTPL | FVOCI | Amortised Cost |
| As at March 31, 2024 | | | |
| Trade Receivables | - | - | 852.45 |
| Loans | - | - | 937.00 |
| Cash & Bank balance | - | - | 254.81 |
| Other financial assets | - | - | 330.98 |
| Total Financial Assets | - | - | 2,375.24 |
| As at March 31, 2023 | | | |
| Trade Receivables | - | - | 1,633.46 |
| Loans | - | - | 980.00 |
| Cash & Bank balance | - | - | 215.18 |
| Other financial assets | - | - | 257.93 |
| Total Financial Assets | - | - | 3,057.57 |

For Financial Instruments risk management objectives and policies, refer Note 36

Fair value disclosure for financial assets and liabilities are in Note 34 and fair value hierarchy disclosures are in Note 35

Note 8 : Other current / non-current assets

| Particulars | Rs. in Lacs | |
|--|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| (Unsecured, considered good unless otherwise stated) | | |
| Non-current | | |
| Capital advances | - | 3.18 |
| | - | 3.18 |
| Current | | |
| Advance to suppliers | - | 41.14 |
| Balance with Government Authorities (Refer Note 1 below) | 283.45 | 503.06 |
| Prepaid expenses | 24.99 | 7.23 |
| Other Current Assets | 0.10 | 0.10 |
| | 308.54 | 551.53 |
| Total | 308.54 | 554.71 |

1. Balance with Government Authorities mainly consist of input credit availed

Note 9 : Inventories (At lower of cost and net realisable value)

| Particulars | Rs. in Lacs | |
|-------------------|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Raw Materials | 13.12 | 22.53 |
| Work in Progress | - | 0.54 |
| Finished Goods | 165.29 | 197.21 |
| Stock-in-trade | - | 22.85 |
| Stores and Spares | 16.78 | 27.19 |
| Fuel | 2.62 | 0.52 |
| Total | 197.81 | 270.84 |

1. Inventory write downs are accounted, considering the nature of inventory, ageing and net realisable value for Rs. Nil (March 31, 2023 Rs. Nil). The changes in write downs are recognised as an expense in the Ind AS Statement of Profit and Loss.

Note 10 : Current Tax Assets

| Particulars | Rs. in Lacs | |
|---------------------|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Tax Paid in Advance | 66.16 | 77.17 |
| Total | 66.16 | 77.17 |

Note 11 : Equity share capital

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|--|----------------------|-------------|----------------------|-------------|
| | No. of shares | Rs. in Lacs | No. of shares | Rs. in Lacs |
| Authorised share capital | | | | |
| Equity shares of Rs. 10 each (March 31, 2023: Rs. 10 each) | 1,09,25,000 | 1,092.50 | 1,00,000 | 10.00 |
| Issued and subscribed share capital | | | | |
| Equity shares of Rs. 10 each (March 31, 2023: Rs. 10 each) | 11,429 | 1.14 | 11,429 | 1.14 |
| Subscribed and fully paid up | | | | |
| Equity shares of Rs. 10 each (March 31, 2023: Rs. 10 each) | 11,429 | 1.14 | 11,429 | 1.14 |
| Total | 11,429 | 1.14 | 11,429 | 1.14 |

11.1. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|----------------------|-------------|----------------------|-------------|
| | No. of shares | Rs. in Lacs | No. of shares | Rs. in Lacs |
| At the beginning of the period | 11,429 | 1.14 | 11,429 | 1.14 |
| Add: Issue of Share Capital | - | - | - | - |
| Outstanding at the end of the period | 11,429 | 1.14 | 11,429 | 1.14 |

11.2. Terms/Rights attached to the equity shares

The Company has one class of shares referred to as equity shares having a par value of Rs. 10 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets after distribution of all preferential amounts, in proportion to their shareholding.

11.3. Shares Held by Holding Company

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|--|----------------------|-------------|----------------------|-------------|
| | No. of shares | Rs. in Lacs | No. of shares | Rs. in Lacs |
| Arvind Limited - (along with nominees) | 11,429.00 | 1.14 | 1,429 | 0.14 |
| Arvind Sports Fashion Private Limited -(along with nominees) | - | - | 10,000 | 1.00 |

11.4. Number of Shares held by each shareholder holding more than 5% Shares in the company

| Name of the Shareholder | As at March 31, 2024 | | As at March 31, 2023 | |
|---------------------------------------|----------------------|-------------------|----------------------|-------------------|
| | No. of shares | % of shareholding | No. of shares | % of shareholding |
| Arvind Sports Fashion Private Limited | - | 0.00% | 10,000 | 87.50% |
| Arvind Limited | 11,429 | 100.00% | 1,429 | 12.50% |

11.5. Preference share capital

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|----------------------|-------------|----------------------|-------------|
| | No. of shares | Rs. in Lacs | No. of shares | Rs. in Lacs |
| Authorised share capital | | | | |
| 0.001% Compulsory Convertible Non-Cumulative Preference shares of Rs. 10 each (March 31, 2023: Rs. 10 each) | 8,19,00,000 | 8,190.00 | 8,19,00,000 | 8,190.00 |
| Issued and subscribed share capital | | | | |
| 0.001% Compulsory Convertible Non-Cumulative Preference shares of Rs. 10 each (March 31, 2023: Rs. 10 each) | - | - | 8,10,00,000 | 8,100.00 |
| Subscribed and fully paid up | | | | |
| 0.001% Compulsory Convertible Non-Cumulative Preference shares of Rs. 10 each (March 31, 2023: Rs. 10 each) | - | - | 8,10,00,000 | 8,100.00 |
| Total | - | - | 8,10,00,000 | 8,100.00 |

11.6. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|----------------------|-------------|----------------------|-------------|
| | No. of shares | Rs. in Lacs | No. of shares | Rs. in Lacs |
| At the beginning of the period | 8,10,00,000 | 8,100.00 | 8,10,00,000 | 8,100.00 |
| Deduction During the Year (Refer Note 39) | 8,10,00,000 | 8,100.00 | - | - |
| Outstanding at the end of the period | - | - | 8,10,00,000 | 8,100.00 |

11.7. Terms/Rights attached to the preference shares

The Preference shareholders have priority in respect of dividend and repayment of capital vis-à-vis equity shares. The preference shareholders are not entitled to participate in any surplus funds of the Company and are also not entitled to participate in surplus assets and profits in case of winding up of the Company. The payment of dividend to preference shareholders is on a non-cumulative basis. The preference shares shall be convertible into equity shares at the end of the 19th year from the date of issue or such other date as may be decided by the board of Directors at its discretion, provided it should not be exceeding 19 years from the date of issue. The preference shareholders do not have any voting rights, save and except as permitted by law.

11.8. Shares Held by Holding Company

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---------------------------------------|----------------------|-------------|----------------------|-------------|
| | No. of shares | Rs. in Lacs | No. of shares | Rs. in Lacs |
| Arvind Sports Fashion Private Limited | - | 0.00% | 8,10,00,000 | 8,100.00 |

11.9. Number of Shares held by each shareholder holding more than 5% Shares in the company

| Name of the Shareholder | As at March 31, 2024 | | As at March 31, 2023 | |
|---------------------------------------|----------------------|-------------------|----------------------|-------------------|
| | No. of shares | % of shareholding | No. of shares | % of shareholding |
| Arvind Sports Fashion Private Limited | - | 0.00% | 8,10,00,000 | 100.00% |

11.10. Shareholding of Promoters

| Promoter Name | As at March 31, 2024 | | | As at March 31, 2023 | | |
|--|----------------------|-------------------|--------------------------|----------------------|-------------------|--------------------------|
| | No. Shares | % of total shares | % change during the year | No. Shares | % of total shares | % change during the year |
| Class of Shares - Equity Shares | | | | | | |
| Arvind Sports Fashion Private Limited | - | 0.00% | -67.50% | 10,000 | 67.50% | 0.00% |
| Arvind Limited | 11,429 | 100.00% | 67.50% | 1,429 | 12.50% | 12.50% |
| Class of Shares - Preference Shares | | | | | | |
| Arvind Sports Fashion Private Limited | - | 0.00% | -100.00% | 8,10,00,000 | 100.00% | 100.00% |

11.11. In the period of five years immediately preceding March 31, 2024:

- The Company has not allotted any equity shares as Fully paid up without payment being received in cash.
- The Company has not allotted any equity shares by way of bonus issue.
- The Company has not bought back any equity shares.

11.12. Objective, policy and procedure of capital management, refer Note 37.

11.13. Unsecured Perpetual Securities

| Particulars | As at March 31, 2024 | Rs. in Lacs As at March 31, 2023 |
|---|----------------------|----------------------------------|
| | | |
| At the Beginning of the year | 7,500.00 | 7,500.00 |
| Deduction During the Year (Refer Note 39) | 7,500.00 | - |
| Outstanding at the end of the year | - | 7,500.00 |

The Company has issued additional Unsecured Perpetual Securities ("Securities") of Rs. Nil (Previous Year Rs. 4,500.00 Lacs) to Arvind Limited (Ultimate Holding Company). These securities are perpetual in nature with no maturity or redemption and are callable only at the option of the Company. The distribution on these Securities are cumulative at the rate of 8% p.a. and at the discretion of the Company. As these Securities are perpetual in nature and ranked senior only to the Equity Share Capital of the Company and the Company does not have any redemption obligation, these are considered to be in the nature of equity instruments.

Note 12 : Other Equity

| Particulars | Rs. in Lacs | |
|--|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Note 12.1 Reserves & Surplus | | |
| Capital Reserve | | |
| Balance as per last financial statements | 6,851.04 | 6,851.04 |
| Addition during the year | 2,701.25 | - |
| Balance at the end of the year | 19,552.29 | 6,851.04 |
| Surplus in statement of profit and loss | | |
| Balance as per last financial statements | (19,451.58) | (17,483.75) |
| Add: Profit/ (Loss) for the year | 827.56 | (1,593.79) |
| Add / (Less): OCI for the year | (2.17) | 19.69 |
| Balance at the end of the year | (18,626.19) | (19,451.58) |
| Total reserves & surplus | 626.10 | (12,600.51) |
| Total Other equity | 626.10 | (12,600.51) |

Note 13 : Financial liabilities

| 13 (a) Borrowings | | |
|--|-------------------------|-------------------------|
| Particulars | Rs. in Lacs | |
| | As at March 31, 2024 | As at March 31, 2023 |
| Long-term Borrowings | | |
| Short-term Borrowings (Refer Note 1(a) below) | | |
| Unsecured | | |
| Intercompany Deposit | | |
| From Related Parties (Refer Note 31) | 8,289.00 | 494.20 |
| From Others | - | 950.00 |
| Total short-term borrowings | 8,289.00 | 1,444.20 |
| Total borrowings | 8,289.00 | 1,444.20 |

Notes:

1. Rate of Interest

- a. Intercompany Deposits carry interest rates at rate of 8.00% per annum (Previous Year 8.00%).

13 (b) Trade payables

| Particulars | Rs. in Lacs | |
|--|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Current | | |
| Other Trade Payables (Refer Note below) | | |
| -Total outstanding dues of micro enterprises and small enterprises | 18.01 | 0.38 |
| -Total outstanding dues other than micro enterprises and small enterprises | 1,665.37 | 1,508.08 |
| Total | 1,683.38 | 1,508.46 |

a. Other trade payables are not-interest bearing and are normally settled on 30-90 days terms

b. Based on the information available, the disclosures as required under section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are presented as follows :

| Particulars | Rs. in Lacs | |
|--|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| (a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year: | | |
| i) Principal | 18.01 | 0.38 |
| ii) Interest | - | - |
| (b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year; | - | - |
| (c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | - | - |
| (d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and | - | - |
| (e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |

Notes to the Financial Statements

C Trade Payables ageing schedule:

As at March 31, 2024

| Particulars | Not due | Outstanding for following periods from due date of Payment | | | | Rs. in Lacs Total |
|------------------------|---------------|--|---------------|-----------|-------------------|----------------------|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| MSME | 18.01 | - | - | - | - | 18.01 |
| Others | 203.09 | 1,214.40 | 237.44 | - | 10.44 | 1,665.37 |
| Disputed dues - MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| Unbilled dues | - | - | - | - | - | - |
| Total | 221.10 | 1,214.40 | 237.44 | - | 10.44 | 1,693.38 |

As at March 31, 2023

| Particulars | Not due | Outstanding for following periods from due date of Payment | | | | Rs. in Lacs Total |
|------------------------|--------------|--|-------------|--------------|-------------------|----------------------|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| MSME | 0.38 | - | - | - | - | 0.38 |
| Others | 95.12 | 1,330.02 | 0.03 | 69.23 | 13.68 | 1,508.08 |
| Disputed dues - MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| Unbilled dues | - | - | - | - | - | - |
| Total | 95.50 | 1,330.02 | 0.03 | 69.23 | 13.68 | 1,508.46 |

13 (c) Other financial liabilities

| Particulars | Rs. in Lacs | |
|--------------------------|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Current | | |
| Interest accrued and due | 151.19 | 44.72 |
| Payable to employees | 214.38 | 247.31 |
| Total | 465.57 | 292.03 |

13 (d) Financial Liabilities by category

| Particulars | Rs. in Lacs | | |
|------------------------------------|-------------|----------|------------------|
| | FVTPL | FVOCI | Amortised Cost |
| As at March 31, 2024 | | | |
| Borrowings | - | - | 8,269.00 |
| Lease Liabilities | - | - | 1,567.50 |
| Trade payables | - | - | 1,683.38 |
| Payable to employees | - | - | 314.38 |
| Interest accrued and due | - | - | 151.19 |
| Total Financial Liabilities | - | - | 11,985.45 |
| As at March 31, 2023 | | | |
| Borrowings | - | - | 1,444.20 |
| Lease Liabilities | - | - | 1,638.75 |
| Trade payables | - | - | 1,508.46 |
| Security Deposits | - | - | - |
| Payable to employees | - | - | 247.31 |
| Interest accrued and due | - | - | 44.72 |
| Total Financial Liabilities | - | - | 4,883.44 |

For Financial Instruments risk management objectives and policies, refer Note 36

Fair value disclosure for financial assets and liabilities are in Note 34 and fair value hierarchy disclosures are in Note 35

Note 14: Provisions

| Particulars | Rs. in Lacs | |
|---|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Long-term | | |
| Provision for employee benefits (Refer Note 30) | | |
| Provision for leave encashment | 31.97 | 23.69 |
| Provision for Gratuity | 6.47 | 30.04 |
| | 38.44 | 53.73 |
| Short-term | | |
| Provision for employee benefits (Refer Note 30) | | |
| Provision for leave encashment | 19.46 | 14.60 |
| Provision for Gratuity | 0.18 | 0.12 |
| | 19.64 | 14.72 |
| Total | 58.08 | 68.45 |

Note 15: Government Grants

| Particulars | Rs. in Lacs | |
|-----------------|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Non-Current | | |
| Deferred income | 49.19 | 120.79 |
| Current | | |
| Deferred income | 57.88 | 86.73 |
| Total | 107.07 | 207.52 |

Government grants have been received for the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants as at March 31, 2024 and March 31, 2023

Government grant

| Particulars | Rs. in Lacs | |
|--|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| As at April 1 | 207.52 | 265.28 |
| Received during the year | 116.72 | 89.80 |
| Released to statement of profit and loss (Note 18) | (217.16) | (147.56) |
| As at March 31 | 107.08 | 207.52 |

Note 16: Other current liabilities

| Particulars | Rs. in Lacs | |
|--|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Statutory dues including provident fund and tax deducted at source | 59.88 | 37.88 |
| Advance from Customers | 36.66 | 6.78 |
| Other Liabilities | 8.69 | 9.58 |
| Total | 105.23 | 54.24 |

Note 17 : Revenue from operations

| Particulars | Rs. in Lacs | |
|---------------------------|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Sale of products | 5,698.17 | 1,792.70 |
| Sale of services | 3,810.85 | 2,227.41 |
| Operating Income | | |
| Exchange difference (net) | 0.45 | - |
| Waste Sales | 25.01 | 22.00 |
| Total | 9,534.48 | 4,042.11 |

I. Disaggregation of revenue

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| A. Revenue based on Geography | | |
| i. Domestic | 9,534.48 | 4,042.11 |
| ii. Export | - | - |
| | 9,534.48 | 4,042.11 |
| B. Revenue based on Business Segment | | |
| Industrial Products, Advance Composites and Automotive fabric | 8,436.53 | 1,468.89 |
| Branded Apparels and Accessories | 1,097.95 | 2,573.22 |
| | 9,534.48 | 4,042.11 |

II. Reconciliation of Revenue from Operation with Contract Price

| Particulars | Rs. in Lacs | |
|--------------------------------------|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Contract Price | 9,534.48 | 4,054.23 |
| LESS: | | |
| Schemes and Discounts | - | 11.21 |
| Sales Return | - | 0.91 |
| Total Revenue from Operations | 9,534.48 | 4,042.11 |

Note 18: Other income

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Interest income on financial assets measured at amortized cost | | |
| - Fixed Deposits | 12.45 | 10.32 |
| - Others | 75.72 | 4.68 |
| Government grants (Refer Note 15) | 217.16 | 147.56 |
| Profit on sale of Property, Plant and Equipment | 37.08 | - |
| Miscellaneous income | 6.34 | 5.06 |
| Provision no longer required | 63.95 | 10.48 |
| Gain on Reassessment of Leases (Refer Note 33) | - | 9.91 |
| Sundry Credit Balances Appropriated (Net) | - | 100.23 |
| Total | 392.70 | 288.24 |

Note 19 : Cost of raw material consumed

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Stock at the beginning of the year | 22.53 | 59.50 |
| Add : Purchases | 2,740.89 | 141.98 |
| | 2,772.41 | 200.48 |
| Less : Inventory at the end of the year | 45.12 | 22.53 |
| Total | 2,759.29 | 177.95 |

Note 20 : Purchases of stock-in-trade

| Particulars | Rs. in Lacs | |
|--------------------------|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Garments and Accessories | 1,722.70 | 947.11 |
| Total | 1,722.70 | 947.11 |

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Note 21 : Changes in inventories of stock-in-trade, Work In Progress and Finished Goods

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Stock at the end of the year | | |
| Stock-in-trade | - | 22.85 |
| Work in Progress | - | 0.54 |
| Finished Goods | 165.29 | 197.21 |
| | 165.29 | 220.60 |
| Stock at the beginning of the year | | |
| Stock-in-trade | 22.85 | - |
| Work in Progress | 0.54 | 20.76 |
| Finished Goods | 197.21 | 370.63 |
| | 220.60 | 391.39 |
| Total | 55.31 | 170.79 |

Note 22 : Employee benefits expense

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Salaries, wages, bonus, commission, etc. (Refer Note 30) | 2,111.65 | 1,578.12 |
| Contribution to provident and other funds (Refer Note 30) | 148.10 | 120.55 |
| Welfare and training expenses | 11.63 | 8.83 |
| Total | 2,311.38 | 1,707.50 |

Note 23 : Finance costs

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Interest expense on Financial Liabilities measured at amortised cost | | |
| - On Loan | - | 8.71 |
| - On Lease Liability (Refer Note 32) | 139.36 | 144.65 |
| - Inter Corporate Deposit | 204.02 | 49.68 |
| Total | 343.38 | 203.04 |

Note 24 : Depreciation and amortization expense

| Particulars | Rs. in Lacs | |
|--|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Depreciation on Property, Plant & Equipment (Refer Note 5) | 775.06 | 1,116.41 |
| Depreciation on Right-of-use Assets (Refer Note 33) | 173.36 | 169.52 |
| Amortization on Intangible assets (Refer Note 6) | 2.05 | 2.32 |
| Total | 950.47 | 1,288.25 |

Note 25 : Other expenses

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Power and fuel | 167.99 | 137.83 |
| Insurance | 12.57 | 8.53 |
| Printing, stationery & communication | 4.47 | 4.23 |
| Short Term Rent (Refer Note 33) | 15.41 | 36.53 |
| Commission & Brokerage | - | 16.62 |
| Rates and taxes | 93.52 | 119.56 |
| Repairs : | | |
| To Machinery | 87.82 | 62.45 |
| To Building | - | 0.25 |
| To Others | 3.88 | 1.14 |
| Freight, insurance & clearing charge | - | 1.76 |
| Stores Consumption | 85.04 | 152.68 |
| Legal & Professional charges | 23.37 | 84.08 |
| Bad Debts written off | - | 1.95 |
| Sundry Debit Balance written off | 134.35 | - |
| Exchange Difference Loss(Net) | - | 0.02 |
| Auditor's remuneration (Refer Note a below) | 22.02 | 5.69 |
| Travelling and Conveyance | 9.38 | 10.38 |
| Loss on sale of Property, Plant & Equipment (Net) | - | 46.39 |
| Processing Charges | 169.93 | 239.72 |
| Bank charges | 2.79 | 5.04 |
| Interest on Late Payment of Taxes | 17.85 | 98.44 |
| Labour Charges | 315.50 | 62.45 |
| Application and Licence Fees | 8.44 | 165.43 |
| Product Development Expenses | - | 315.50 |
| Miscellaneous expenses | 61.93 | 124.39 |
| Total | 1,236.36 | 1,701.26 |

a. Break up of Auditor's Remuneration

| Particulars | Rs. in Lacs | |
|---------------------------------|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Payment to Auditors as : | | |
| Auditors | 8.34 | 3.47 |
| For tax audit | 1.60 | 1.95 |
| For other certification work | 12.08 | 1.27 |
| Total | 22.02 | 5.69 |

Note 26 : Contingent liabilities

| Particulars | Rs. in Lacs | |
|---|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Contingent liabilities not provided for | - | - |

Note 27 : Capital commitment and other commitments

| Particulars | Rs. in Lacs | |
|--|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Capital commitments | | |
| Estimated amount of Contracts remaining to be executed on capital account and not provided for | - | - |
| Other commitments | - | - |

Note 28: Income Tax

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate:

| Particulars | Rs. in Lacs | |
|--|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Current tax | | |
| Accounting Profit/(Loss) before tax | 528.29 | -1,865.55 |
| Tax Rate | 25.17% | 25.17% |
| Current Tax Expenses on Profit/(Loss) before tax at the enacted income tax rate in India | 132.96 | -469.52 |
| Adjustments | | |
| Other Adjustments | - | - |
| Unused losses offsetting against taxable income | (132.96) | 469.52 |
| Total income tax expense/(credit) | - | - |

The Company has unused tax losses and unabsorbed depreciation amounting to Rs. 8,450.94 Lacs and Rs. 231.25 Lacs respectively as at March 31, 2024 (March 31, 2023: Rs. 9,567.16 Lacs and Rs. 231.25 Lacs respectively). Tax credits on losses and unabsorbed depreciation have not been recognised on the basis that recovery is not probable in the foreseeable future. Unrecognised tax losses will expire till March 31, 2030, if unutilized, based on the year of origination in a phased manner.

Note 29 : Segment Reporting

Identification of Segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the company.

Operating Segments:

- (a) **Textiles** : Branded Apparel (Garments and Accessories)
(b) **Advanced Material** : Industrial Products, Advance Composites and Automotive fabrics

Segment revenue and results:

Revenue and expenses directly attributable to segments are reported under each reportable segment. The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of unallocable income). Unallocated expenditure consists of common expenditure incurred for all the segments and expenses incurred at corporate level.

Segment assets and Liabilities:

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipment, trade receivables, inventories and other operating assets. Segment liabilities primarily includes trade payable and other liabilities excluding borrowings.

Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

Inter Segment transfer:

Inter Segment revenues are recognised at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfers are eliminated at the company level.

The accounting policies of the reportable segments are the same as the Company's accounting policies described in Note 3. The Company's financing (including finance costs and finance income) and income taxes are reviewed on an overall basis and are not allocated to operating segments.

Geographical segment

Geographical segment is considered based on sales within India and rest of the world.

Summarised segment information for the years ended March 31, 2024 and March 31, 2023 are as follows:

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Notes to the Financial Statements

| Particulars | For the Year ended / As at March 31, 2024 | | | |
|---|---|-------------------|-------------|------------------|
| | Textile | Advanced Material | Elimination | Total |
| REVENUE | | | | |
| External Revenue | 1,097.95 | 8,435.53 | - | 9,534.48 |
| Inter segment Revenue | - | - | - | - |
| Enterprise revenue | 1,097.95 | 8,435.53 | - | 9,534.48 |
| RESULT | | | | |
| Segment Result Before Finance cost | 139.79 | 731.88 | - | 871.67 |
| Less: Finance Cost | - | - | - | (343.38) |
| Less: Unallocable expenses (net of income) | - | - | - | - |
| Less: Tax Expense | - | - | - | (0.73) |
| Net profit/(loss) after tax | 139.79 | 731.88 | - | 527.56 |
| Segment Assets | 2026.94 | 10856.16 | - | 12,883.10 |
| Unallocated Assets | - | - | - | - |
| Total Assets | 2,026.94 | 10,856.16 | - | 12,883.10 |
| Segment Liabilities | 1,084.35 | 11,170.58 | - | 12,255.83 |
| Unallocated Liabilities | - | - | - | - |
| Total Liabilities | 1,084.35 | 11,170.58 | - | 12,255.83 |
| Depreciation and amortisation expense | - | 950.47 | - | 950.47 |
| Unallocated Depreciation and amortisation expense | - | - | - | - |
| Total Depreciation and amortisation expense | - | 950.47 | - | 950.47 |
| Capital Expenditure | - | - | - | - |
| Unallocated Capital Expenditure | - | - | - | - |
| Total Capital Expenditure (Refer note (a)) | - | - | - | - |
| Material non-cash items other than Depreciation and amortisation | - | - | - | - |
| Sundry Debt Balances written off | 134.35 | - | - | - |
| Unallocated Material non-cash items other than Depreciation and amortisation | - | - | - | - |
| Total Material non-cash items other than Depreciation and amortisation | 134.35 | - | - | - |

| Particulars | For the Year ended / As at March 31, 2023 | | | |
|---|---|-------------------|-------------|-------------------|
| | Textile | Advanced Material | Elimination | Total |
| REVENUE | | | | |
| External Revenue | 2,573.22 | 1,468.89 | - | 4,042.11 |
| Inter segment Revenue | - | - | - | - |
| Enterprise revenue | 2,573.22 | 1,468.89 | - | 4,042.11 |
| RESULT | | | | |
| Segment Result Before Finance cost | 2,016.40 | (3,678.99) | - | (1,662.51) |
| Less: Finance Cost | - | - | - | (203.04) |
| Less: Unallocable expenses (net of income) | - | - | - | - |
| Less: Tax Expense | - | - | - | (125.24) |
| Net profit/(loss) after tax | 2,016.40 | (3,678.99) | - | (1,990.79) |
| Segment Assets | 6,100.67 | 2,113.61 | - | 8,214.28 |
| Unallocated Assets | - | - | - | - |
| Total Assets | 6,100.67 | 2,113.61 | - | 8,214.28 |
| Segment Liabilities | 3,776.00 | 1,437.65 | - | 5,213.65 |
| Unallocated Liabilities | - | - | - | - |
| Total Liabilities | 3,776.00 | 1,437.65 | - | 5,213.65 |
| Depreciation and amortisation expense | 1,209.80 | 78.45 | - | 1,288.25 |
| Unallocated Depreciation and amortisation expense | - | - | - | - |
| Total Depreciation and amortisation expense | 1,209.80 | 78.45 | - | 1,288.25 |
| Capital Expenditure | - | - | - | - |
| Unallocated Capital Expenditure | - | - | - | - |
| Total Capital Expenditure (Refer note (a)) | - | - | - | - |
| Material non-cash items other than Depreciation and amortisation | - | - | - | - |
| Unallocated Material non-cash items other than Depreciation and amortisation | - | - | - | - |
| Total Material non-cash items other than Depreciation and amortisation | - | - | - | - |

(a) Capital expenditure consists of additions to property, plant and equipment, intangible assets, investment properties, capital work-in-progress and Right of Use assets.

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Notes to the Financial Statements

Geographical segment

Geographical segment is considered based on sales within India and rest of the world.

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Segment Revenue* | | |
| a) In India | 9,534.48 | 4,042.11 |
| b) Rest of the world | - | - |
| Total Sales | 9,534.48 | 4,042.11 |
| Carrying Cost of Segment Assets** | | |
| a) In India | 12,883.10 | 8,214.28 |
| b) Rest of the world | - | - |
| Total | 12,883.10 | 8,214.28 |
| Carrying Cost of Segment Non Current Assets**@ | | |
| a) In India | 3,168.38 | 4,163.42 |
| b) Rest of the world | - | - |
| Total | 3,168.38 | 4,163.42 |

* Based on location of Customers

** Based on location of Assets

@ Excluding Financial Assets and Deferred Tax Assets

Note:

Considering the nature of business of company in which it operates, the company deals with various customers including multiple geographies. There is one (1) customer contributing Rs. 3,882.67 Lacs (March 31, 2023 : 1 customer, Rs. 2,340.81 Lacs) of the total revenue of the company.

Arvind Advanced Textiles Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind Textile Limited))
Notes to the Financial Statements

Note 30 : Disclosure pursuant to Employee benefits

A Defined Contribution Plans

The following amounts are recognised as expense and included in Note 22 "Employee benefit expenses"

| Particulars | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
|--|------------------------------|------------------------------|
| Provision for Provident Fund and Contributory Pension Scheme | 246.40 | 89.30 |
| | 146.40 | 89.30 |

B Defined Benefit Plans

The Company has following post employment benefits which are in the nature of defined benefit plans:

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed prospectively for 15 days salary multiplied with the number of years of service.

March 31, 2024: Changes in defined benefit obligation and plan assets

| | April 1, 2023 | Service cost | Net interest expense | Sub-total included in statement of profit and loss | Gratuity cost charged to statement of profit and loss | Return on plan assets (excluding amounts included in net interest expense) | Actuarial changes arising from changes in demographic assumptions | Actuarial changes arising from changes in financial assumptions | Experience adjustments | Sub-total included in OCI | Contribution by employer | March 31, 2024 |
|--------------------------------|---------------|--------------|----------------------|--|---|--|---|---|------------------------|---------------------------|--------------------------|----------------|
| Defined benefit obligation | 30.16 | 8.97 | 2.15 | 11.02 | (9.15) | - | 0.16 | 2.74 | 2.90 | - | - | 36.93 |
| Fair value of plan assets | 30.16 | 8.87 | 2.15 | 11.02 | (9.15) | - | 0.16 | 2.74 | 2.90 | - | (28.28) | (28.28) |
| Total benefit liability | | | | | | | | | | | | 6.65 |

March 31, 2023: Changes in defined benefit obligation and plan assets

| | April 1, 2022 | Service cost | Net interest expense | Sub-total included in statement of profit and loss | Gratuity cost charged to statement of profit and loss | Return on plan assets (excluding amounts included in net interest expense) | Actuarial changes arising from changes in demographic assumptions | Actuarial changes arising from changes in financial assumptions | Experience adjustments | Sub-total included in OCI | Contribution by employer | March 31, 2023 |
|--------------------------------|---------------|--------------|----------------------|--|---|--|---|---|------------------------|---------------------------|--------------------------|----------------|
| Defined benefit obligation | 49.58 | 29.49 | 3.47 | 32.96 | (25.67) | - | (13.02) | 2.83 | (16.94) | - | (16.71) | 30.16 |
| Fair value of plan assets | 49.58 | 29.49 | 3.47 | 32.96 | (25.67) | - | (13.02) | 2.83 | (16.94) | - | (16.71) | 30.16 |
| Total benefit liability | | | | | | | | | | | | 30.16 |

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

| Particulars | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
|--|------------------------------|------------------------------|
| Discount rate | 7.11% and 7.17% | 7.30% and 7.20% |
| Future salary increase | 8% and 10% | 8% and 10% |
| Expected rate of return on plan assets | 0.00% | 0.00% |
| Mortality rate | 15% and 40% | 15% and 40% |
| Mortality rate during employment | Indian Assured Lives | Indian Assured Lives |
| Mortality rate after employment | Lives 2012-14 (Urban) | Mortality 2012-14 (Urban) |
| | NA | NA |

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Notes to the Financial Statements

Note 31 : Related Party Transactions

As per the Indian Accounting Standard on "Related Party Disclosures" (IND AS 24), the related parties of the Company are as follows :

| a Name of Related Parties and Nature of Relationship | |
|---|--|
| Arvind Limited | Ultimate Holding Company(upto November 22, 2023) Holding Company (w.e.f. November 23, 2023) |
| Arvind PD Composites Private Limited | Fellow Subsidiary Company(upto December 20, 2023) Subsidiary Company (w.e.f. December 21,2023) |
| Arvind OG Nonwovens Private Limited | Fellow Subsidiary Company(upto February 26, 2024) Subsidiary Company(w.e.f. February 27, 2024) |
| Arvind Sports Fashion Private Limited(Formerly known as Arvind Ruf & Tuf Private Limited) | Holding Company (upto November 22, 2023) |
| Arvind Smart Textiles Limited | Fellow Subsidiary Company(w.e.f. November 23, 2023) |
| Arvind Technical Products Private Limited | Fellow Subsidiary Company |
| Pranav Govardhan Dave | Fellow Subsidiary Company |
| Susheel Kumar Kaul | Director |
| Bhavesh Bipinchandra Shah | Director |

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

b Transactions with related parties

Rs. in Lacs

| Particulars | Holding Company | Subsidiaries | Fellow Subsidiaries |
|---|-----------------|--------------|---------------------|
| Purchase of Goods and Materials | | | |
| March 31, 2024 | 4,569.61 | - | - |
| March 31, 2023 | 1,151.57 | - | 42.72 |
| Sales of Goods and Materials | | | |
| March 31, 2024 | 4,600.30 | - | - |
| March 31, 2023 | 1,645.22 | - | 0.54 |
| Receiving of Services | | | |
| March 31, 2024 | 477.56 | - | - |
| March 31, 2023 | 628.11 | - | - |
| Providing of Services | | | |
| March 31, 2024 | 3,810.85 | - | - |
| March 31, 2023 | 2,227.41 | - | - |
| Interest Income | | | |
| March 31, 2024 | - | - | 75.71 |
| March 31, 2023 | - | - | 4.58 |
| Interest Expense | | | |
| March 31, 2024 | 167.99 | - | - |
| March 31, 2023 | 45.23 | - | - |
| Purchase of Propert, Plant and Equipment | | | |
| March 31, 2024 | 16.07 | - | - |
| March 31, 2023 | 101.16 | - | - |
| Purchase of Equity Shares | | | |
| March 31, 2024 | 6,746.97 | - | - |
| March 31, 2023 | - | - | - |
| Loan Given/(Received Back) | | | |
| March 31, 2024 | - | - | (13.00) |
| March 31, 2023 | - | - | 950.00 |
| Loan Taken/(Repayment of Loan) | | | |
| March 31, 2024 | 7,774.80 | - | - |
| March 31, 2023 | 29.50 | - | - |

c Balances

| Particulars | Holding Company | Subsidiaries | Fellow Subsidiaries |
|---------------------------------------|-----------------|--------------|---------------------|
| Trade and Other Receivable | | | |
| March 31, 2024 | 841.97 | - | 68.14 |
| March 31, 2023 | 2.79 | - | 65.82 |
| Trade and Other Payable | | | |
| March 31, 2024 | 1,641.12 | - | 61.92 |
| March 31, 2023 | 955.27 | 9.21 | - |
| Payable in respect of Loans | | | |
| March 31, 2024 | 8,269.00 | - | - |
| March 31, 2023 | 494.20 | - | - |
| Receivable in respect of Loans | | | |
| March 31, 2024 | - | - | 937.00 |
| March 31, 2023 | - | - | 950.00 |
| Investments | | | |
| March 31, 2024 | - | 6,746.97 | - |
| March 31, 2023 | - | - | - |

d Terms and conditions of transactions with related parties

1) Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances other than loan given & taken, at the year-end are unsecured and interest free and settlement occurs in cash.

2) Loans given by related party carries interest rate of 8.00% (March 31, 2023 : 8.00%)

e Commitments with related parties

The Company has not provided any commitment to the related party (March 31, 2023: Rs. Nil)



Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))

Notes to the Financial Statements

Increase / (decrease) in defined benefit obligation (Impact)

| Particulars | Sensitivity level | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
|-----------------|-------------------|------------------------------|------------------------------|
| Gratuity | | | |
| Discount rate | 1% Increase | (0.91) | (0.70) |
| | 1% Decrease | 0.97 | 0.75 |
| Salary increase | 1% Increase | 0.94 | 0.72 |
| | 1% Decrease | (0.96) | (0.69) |
| Attrition rate | 1% Increase | (0.86) | (0.49) |
| | 1% Decrease | 0.70 | 0.30 |

The following are the expected future benefit payments for the defined benefit plan :

| Particulars | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
|--|------------------------------|------------------------------|
| Gratuity | | |
| Within the next 12 months (next annual reporting period) | 7.00 | 7.00 |
| Between 2 and 5 years | 24.39 | 20.04 |
| Beyond 5 years | 12.10 | 9.23 |
| | 43.49 | 36.27 |

Weighted average duration of defined plan obligation (based on discounted cash flows)

| Particulars | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
|-------------|------------------------------|------------------------------|
| Gratuity | | |
| | 7 years and 4 years | 7 years and 3 years |

C Leave encashment

Salaries and Wages includes following amounts towards provision made as per actuarial valuation in respect of accumulated leave encashment/unrepatriated salaries.

| Particulars | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
|------------------|------------------------------|------------------------------|
| Leave encashment | 13.14 | 2.85 |
| | 13.14 | 2.85 |

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))

Notes to the Financial Statements

Note 32 : Earnings per share

| Particulars | Rs. in Lacs | |
|--|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Earnings per share (Basic and Diluted) | | |
| Profit/(Loss) attributable to ordinary equity holders | 527.56 | (1,990.79) |
| Total no. of equity shares at the end of the year (In Nos.) | 11,429 | 11,429 |
| Weighted average number of equity shares | | |
| For basic EPS (In Nos.) | 11,429 | 11,429 |
| For diluted EPS (In Nos.) | 11,429 | 11,429 |
| Nominal value of equity shares - In Rs. | 10 | 10 |
| Basic earning per share - In Rs. | 4,615.98 | (17,418.76) |
| Diluted earning per share - In Rs. | 4,615.98 | (17,418.76) |
| Weighted average number of equity shares | | |
| (In Nos.) | | |
| Weighted average number of equity shares for basic EPS | 11,429 | 11,429 |
| Potential equity shares adjusted for the effect of dilution | - | - |
| Weighted average number of equity shares adjusted for the effect of dilution | 11,429 | 11,429 |

sh

Note 33 : Leases

- A. The Company has taken factory on lease period of 1 to 5 years with option of renewal. Disclosures as per Ind AS 116 - Leases are as follows:

B. Changes in the carrying value of right of use assets (Building)

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Balance at the beginning of the year | 1,527.08 | 28.06 |
| Additions | 13.49 | 1,696.60 |
| Deletions | - | (28.06) |
| Depreciation | (173.36) | (169.52) |
| Balance at the end of the period | 1,367.21 | 1,527.08 |

C. Movement in lease liabilities

| Particulars | Rs. in Lacs | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Balance at the beginning of the year | 1,638.75 | 37.97 |
| Additions | 13.49 | 1,696.60 |
| Deletions | - | (37.97) |
| Finance cost accrued during the year | 139.36 | 144.65 |
| Payment of lease liabilities | (224.10) | (202.50) |
| Balance at the end of the period | 1,567.50 | 1,638.75 |
| Current | 107.59 | 81.67 |
| Non-current | 1,459.91 | 1,557.08 |

D. Contractual maturities of lease liabilities

| Particulars | Rs. in Lacs | |
|----------------------|------------------------------|------------------------------|
| | Year Ended March 31, 2024 | Year Ended March 31, 2023 |
| Less than one year | 107.59 | 81.67 |
| One to five years | 644.31 | 540.13 |
| More than five years | 815.60 | 1,016.95 |
| Total | 1,567.50 | 1,638.75 |

- E. The company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- F. The Company incurred Rs. 15.41 Lacs for the year ended March 31, 2024 (March 31, 2023 Rs. 36.53 Lacs) towards expenses relating to short-term leases and leases of low-value assets.

Note 34 : Fair value disclosures for financial assets and financial liabilities

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

| Particulars | Rs. in Lacs | |
|------------------------------|-------------------------|-------------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Financial liabilities | | |
| Borrowings | | |
| Carrying Amount | 8,269.00 | 1,444.20 |
| Fair Value | 8,269.00 | 1,444.20 |

The management assessed that the fair values of cash and cash equivalents, other bank balances, loans trade receivables, other current financial assets, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values

The fair value of borrowings and other financial liabilities is calculated by discounting future cash flows using rates currently available for debts on similar terms, credit risk and remaining maturities.

The discount for lack of marketability represents the amounts that the Company has determined that market participants would take into account when pricing the investments.

Note 35 : Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities

| Particulars | Date of valuation | Total | Rs. in Lacs | | |
|---|-------------------|----------|---|--|--|
| | | | Fair value measurement using Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Liabilities measured at fair value | | | | | |
| Borrowings | March 31, 2024 | 8,269.00 | - | 8,269.00 | - |
| | March 31, 2023 | 1,444.20 | - | 1,444.20 | - |

Note 36 : Financial instruments risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise borrowings and trade & other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's principal financial assets include investments, loans given, trade and other receivables and cash & short-term deposits that derive directly from its operations.

The Company's activities expose it to market risk, credit risk and liquidity risk. In order to minimise any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency exposures and interest rate swaps to hedge certain variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading / speculative instruments.

The Company's risk management is carried out by a Treasury department under policies approved by the Board of directors. Company's treasury identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings, deposits, investments, trade and other receivables, trade and other payables and derivative financial instruments.

Within the various methodologies to analyse and manage risk, Company has implemented a system based on "sensitivity analysis" on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a parallel shift of 50-basis points of the interest rate yield curves in all currencies.
- a simultaneous, parallel foreign exchange rates shift in which the INR appreciates / depreciates against all currencies by 2%
- 10% increase / decrease in equity prices of all investments traded in an active market, which are classified as financial asset measured at FVOCI.

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit & loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity, pension and other post-retirement obligations and provisions.

The following assumption has been made in calculating the sensitivity analyses:

- The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at respective period/year end including the effect of hedge accounting.

Interest rate risk

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest. The Company seeks to mitigate such risk by entering into interest rate derivative financial instruments such as interest rate swaps or cross-currency interest rate swaps. Interest rate swap agreements are used to adjust the proportion of total debt, that are subject to variable and fixed interest rates.

Under an interest rate swap agreement, the Company either agrees to pay an amount equal to a specified fixed-rate of interest times a notional principal amount, and to receive in return an amount equal to a specified variable-rate of interest times the same notional principal amount or, vice-versa, to receive a fixed-rate amount and to pay a variable-rate amount. The notional amounts of the contracts are not exchanged. No other cash payments are made unless the agreement is terminated prior to maturity, in which case the amount paid or received in settlement is established by agreement at the time of termination, and usually represents the net present value, at current rates of interest, of the remaining obligations to exchange payments under the terms of the contract.

As at March 31, 2024, 100% of the Company's Borrowings are at fixed rate of interest (March 31, 2023: 100%)

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currency, primarily in USD. The Company has obtained foreign currency loans and has foreign currency trade payables and receivables etc. and is, therefore, exposed to foreign exchange risk. The Company may use forward contracts, foreign exchange options or currency swaps towards hedging risk resulting from changes and fluctuations in foreign currency exchange rate. These foreign exchange contracts, carried at fair value, may have varying maturities varying depending upon the primary host contract requirements and risk management strategy of the Company.

The Company manages its foreign currency risk by hedging appropriate percentage of its foreign currency exposure, as approved by Board as per established risk management policy.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

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Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 0 days to 180 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 7b. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties who meets the minimum threshold requirements under the counterparty risk assessment process. The Company monitors the ratings, credit spreads and financial strength of its counterparties. Based on its on-going assessment of counterparty risk, the Company adjusts its exposure to various counterparties. The Company's maximum exposure to credit risk for the components of the Balance sheet as is the carrying amount as disclosed in Note 34.

(c) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including bilateral loans, debt and overdraft from both domestic and international banks at an optimised cost. It also enjoys strong access to domestic capital markets across equity.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

| Particulars | Rs. in Lacs | | | | |
|----------------------------------|------------------|-------------------|--------------------|-----------------|------------------|
| | Less than 1 year | 1 year to 2 years | 3 years to 5 years | After 5 years | Total |
| As at March 31, 2024 | | | | | |
| Interest bearing borrowings | 8,269.00 | - | - | - | 8,269.00 |
| Trade payables | 1,683.38 | - | - | - | 1,683.38 |
| Lease Liabilities | 238.91 | 246.88 | 804.70 | 931.54 | 2,222.03 |
| Other financial liabilities# | 465.57 | - | - | - | 465.57 |
| | 10,656.86 | 246.88 | 804.70 | 931.54 | 12,639.98 |
| As at March 31, 2023 | | | | | |
| Interest bearing borrowings | 1,444.20 | - | - | - | 1,444.20 |
| Lease Liabilities | 220.50 | 231.53 | 766.38 | 1,212.96 | 2,431.37 |
| Trade payables | 1,508.46 | - | - | - | 1,508.46 |
| Security deposits from customers | - | - | - | - | - |
| Other financial liabilities# | 292.03 | - | - | - | 292.03 |
| | 3,465.19 | 231.53 | 766.38 | 1,212.96 | 5,676.06 |

Other financial liabilities includes interest accrued but not due Rs. 151.19 Lacs (March 31, 2023 Rs. 44.72 Lacs)

Note 37 : Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

| Particulars | Rs. in Lacs | |
|---|----------------------|----------------------|
| | As at March 31, 2024 | As at March 31, 2023 |
| Interest-bearing loans and borrowings (Note 13a) | 8,269.00 | 1,444.20 |
| Less: Cash and Cash equivalent (including other bank balance) (Refer Note 7d) | (222.05) | (185.19) |
| Net debt | 8,046.95 | 1,259.01 |
| Equity share capital (Note 11) | 1.14 | 1.14 |
| Other equity (Note 12) | 626.13 | (4,500.51) |
| Total capital | 627.27 | (4,499.37) |
| Capital and net debt | 8,674.22 | (3,240.36) |
| Gearing ratio | 92.77% | -38.85% |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

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Notes to the Financial Statements

Note 38 : Ratio Analysis

| Sl No | Particulars | Numerator | Denominator | For the year ended 31st March, 2024 | For the year ended 31st March, 2023 | % Variance | Reason for variance in excess of 25% |
|-------|---|--|---------------------------|--|--|------------|--|
| 1 | Current Ratio (in times) | Current Assets | Current Liabilities | 0.25 | 1.06 | -76.24% | On account of merger of Arvind Norm CBRN Limited, Arvind BKP Berolonia Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineered Composites Panels Private Limited with Arvind Advanced Material Limited |
| 2 | Debt-Equity Ratio (in times) | Total Debt | Total Equity | 13.18 | 0.48 | 2638.95% | On account of merger of Arvind Norm CBRN Limited, Arvind BKP Berolonia Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineered Composites Panels Private Limited with Arvind Advanced Material Limited |
| 3 | Debt Service Coverage Ratio (in times) | Earnings before Interest, Tax, Depreciation and amortisation | Debt Service | -382.08 | -12.22 | 3025.92% | On account of merger of Arvind Norm CBRN Limited, Arvind BKP Berolonia Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineered Composites Panels Private Limited with Arvind Advanced Material Limited |
| 4 | Return on Equity Ratio (%) | Net Profit after Tax | Total Equity | -8.31% | 59.08% | -114.92% | On account of merger of Arvind Norm CBRN Limited, Arvind BKP Berolonia Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineered Composites Panels Private Limited with Arvind Advanced Material Limited |
| 5 | Inventory turnover Ratio (in times) | Revenue from Operations | Average Inventories | 19.36 | 3.51 | 452.13% | On account of merger of Arvind Norm CBRN Limited, Arvind BKP Berolonia Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineered Composites Panels Private Limited with Arvind Advanced Material Limited |
| 6 | Trade Receivables turnover Ratio (in times) | Revenue from Operations | Average Trade Receivables | 7.65 | 2.83 | 170.04% | On account of merger of Arvind Norm CBRN Limited, Arvind BKP Berolonia Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineered Composites Panels Private Limited with Arvind Advanced Material Limited |
| 7 | Trade Payables turnover Ratio (in times) | Purchase of Goods | Average Trade Payables | 2.81 | 0.89 | 216.53% | On account of merger of Arvind Norm CBRN Limited, Arvind BKP Berolonia Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineered Composites Panels Private Limited with Arvind Advanced Material Limited |
| 8 | Net capital turnover Ratio (in times) | Revenue from Operations | Working Capital | -1.19 | 18.04 | -106.59% | On account of merger of Arvind Norm CBRN Limited, Arvind BKP Berolonia Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineered Composites Panels Private Limited with Arvind Advanced Material Limited |
| 9 | Net profit Ratio (%) | Net Profit after Tax | Revenue from Operations | 5.55% | -49.52% | -111.20% | On account of merger of Arvind Norm CBRN Limited, Arvind BKP Berolonia Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineered Composites Panels Private Limited with Arvind Advanced Material Limited |

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| | | | | | | | |
|----|--------------------------------|---|------------------------|----------------|---------|----------------|---|
| 10 | Return on Capital employed (%) | Profit before Interest, Exceptional Items and Tax | Total Capital Employed | 9.85% | -37.40% | -126.20% | On account of merger of Arvind Norm Limited and Arvind BKP Benoline Private Limited and Arvind Sult Manufacturing Private Limited and Arvind Engineering Private Limited and Arvind Private Limited with Arvind Advanced Material Limited |
| 11 | Return on Investment (%) | Not Applicable | | Not Applicable | | Not Applicable | |



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Note 39 : Business Combination

A

During the year, the Company has filed merger application with National Company Law Tribunal (NCLT) with respect to merger of its wholly owned subsidiary company namely Arvind Sult Manufacturing Private Limited ("ASMPL"), Arvind BKP Beroline Private Limited ("ABBPL"), Arvind Engineered Composite Panels Private Limited ("AECPL") and Arvind Norm CBRN System Private Limited ("ANCSP"), being entities under common control, with the Company under sections 233 of the Companies Act, 2013. The scheme has been sanctioned by NCLT Ahmedabad on April 10, 2024. Consequent to the filing of NCLT order approving the merger with Registrar of Companies, merger has become effective from the appointed date January 01, 2024.

- ASMPL is engaged in the textile business.
- ABBPL is currently not carrying out any business activity.
- AECPL is engaged in the business of manufacturing and marketing of fiber reinforced polymer sheets.
- ANCSP is currently not carrying out any business activity.

The above merger has been accounted for in accordance with accounting treatment stated in the scheme as summarised below:

(a) Upon scheme being effective, the assets and liabilities of all four companies shall be recorded in the books of the Company at their respective carrying values on appointed as per the Pooling of Interest method as laid down by Appendix C of Ind AS 103 (Business Combinations of Entities under common Control) notified under the Provisions of the Companies Act 2013 read with relevant rules framed thereunder and other applicable accounting standards prescribed under the Act.

(b) No new shares will be issued and the investments held in these companies by the Company stand cancelled and any difference should be adjusted against retained earnings.

This is a common control transaction accordingly, the previous year including notes and disclosures have been restated for the accounting impact of merger, as if the merger had occurred from the beginning of previous year.

Identifiable assets and liabilities arising on appointment date:

Rs. in Lacs

| Particulars | As at January 01, 2024 | | | |
|--|------------------------|-----------------|---------------|-------------|
| | ASMPL | AECPL | ABBPL | ANCSP |
| Non-current assets | | | | |
| (a) Property, plant and equipment | 2,355.53 | - | - | - |
| (b) Intangible assets | 1.36 | - | - | - |
| (c) Financial assets | | | | |
| (i) Non Current Investment | 813.25 | - | - | - |
| (ii) Other financial assets | 261.45 | - | - | - |
| Current assets | | | | |
| (a) Inventories | 212.03 | - | - | - |
| (b) Financial assets | | | | |
| (i) Trade receivables | 179.56 | - | - | - |
| (ii) Loans | - | 945.00 | - | - |
| (iii) Cash and cash equivalents | 120.52 | 1.05 | 0.15 | 2.51 |
| (iv) Bank balance other than (iii) above | 32.38 | - | - | - |
| (v) Others financial assets | 1.84 | 57.13 | - | - |
| (c) Current tax assets (net) | 112.49 | 4.47 | - | - |
| (d) Other current assets | 8.80 | 0.23 | 0.15 | - |
| Total Assets Acquired (A) | 4,099.21 | 1,007.88 | 0.30 | 2.51 |
| Non-current liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Lease Liabilities | 1,474.68 | - | - | - |
| (b) Long-term provisions | 125.07 | - | - | - |
| (c) Government grants | 49.25 | - | - | - |
| Current liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Borrowings | 812.00 | - | - | - |
| (ii) Trade payables | 102.16 | - | 1.00 | - |
| Total outstanding dues of micro enterprises and small enterprises | 262.35 | - | - | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 265.24 | 0.12 | 0.12 | 1.73 |
| (iv) Other financial liabilities | 42.53 | - | 0.06 | - |
| (b) Other current liabilities | 14.44 | 8.23 | - | - |
| (c) Short-term provisions | 76.10 | - | - | - |
| Total Liabilities taken over (B) | 3,223.82 | 8.40 | 1.18 | 1.73 |
| Net Equity | 875.39 | 999.48 | (0.88) | 0.78 |

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Notes to the Financial Statements

Note 40 : Code on Social Security, 2020

The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the code becomes effective.

Note 41 : Recent Pronouncements

There are no standards or interpretations which are notified but not yet effective and that would be expected to have a material impact on the Company in the current or future reporting periods.

Note 42 : Other Notes

a. During the year ended March 31, 2024 and March 31, 2023, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

Further, during the year ended March 31, 2024 and March 31, 2023, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

b. The Company has not invested or traded in Crypto Currency or Virtual Currency during the year ended March 31, 2024 (Previous year: Nil).

c. No proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder during the year ended March 31, 2024 (Previous year: Nil).

d. The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority during the year ended March 31, 2024 (Previous year: Nil).

e. The Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) during the year ended March 31, 2024 (Previous year: Nil).

f. The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended March 31, 2024 (Previous year: Nil).

g. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

Note 43 : Events occurring after the reporting period

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. As of May 04, 2024, there were no subsequent events and transactions to be recognized or reported that are not already disclosed.

Note 44 : Regrouped, Recast, Reclassified

Material regroupings: Appropriate adjustments have been made in the statements of assets and liabilities, statement of profit and loss and cash flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the Company as at March 31, 2024.



Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Balance Sheet as at December 31, 2024

| Balance Sheet as at December 31, 2024 | | Rs. in Lacs | |
|---|--------|----------------------------|-------------------------|
| Particulars | Notes | As at December 31, 2024 | As at March 31, 2024 |
| ASSETS | | | |
| I. Non-current assets | | | |
| (a) Property, plant and equipment | 5 | 3,667.84 | 3,167.53 |
| (b) Capital work-in-progress | 5 | - | - |
| (c) Intangible assets | 6 | - | 0.85 |
| (d) Financial assets | | | |
| (i) Investments | 7 (a) | 6,746.97 | 6,746.97 |
| (ii) Other financial assets | 7 (f) | 313.30 | 260.97 |
| (e) Other non-current assets | 8 | 16.00 | - |
| Total non-current assets | | 10,744.11 | 10,176.32 |
| II. Current assets | | | |
| (a) Inventories | 9 | 769.79 | 197.81 |
| (b) Financial assets | | | |
| (i) Trade receivables | 7 (b) | 432.09 | 852.45 |
| (ii) Cash and cash equivalents | 7 (d) | 145.46 | 222.05 |
| (iii) Bank balance other than (ii) above | 7 (e) | 46.98 | 32.76 |
| (iv) Loans | 7 (c) | - | 937.00 |
| (v) Others financial assets | 7 (f) | 1.89 | 70.01 |
| (c) Current tax assets | 10 | 149.01 | 86.16 |
| (d) Other current assets | 8 | 453.20 | 308.54 |
| Total current assets | | 1,998.42 | 2,706.78 |
| Total Assets | | 12,742.53 | 12,883.10 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 11 | 2,500.00 | 1.14 |
| Other equity | 12 | 163.43 | 626.13 |
| Total equity | | 2,663.43 | 627.27 |
| LIABILITIES | | | |
| I. Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Lease Liabilities | | 1,873.30 | 1,459.91 |
| (b) Long-term provisions | 14 | 127.65 | 38.44 |
| (c) Government Grants | 15 | 17.21 | 49.19 |
| Total non-current liabilities | | 2,018.16 | 1,547.54 |
| II. Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 13 (a) | 5,906.00 | 8,269.00 |
| (ii) Lease Liabilities | | 192.48 | 107.59 |
| (iii) Trade payables | 13 (b) | | |
| a) Total outstanding dues of micro enterprises and small enterprises | | 53.66 | 18.01 |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 914.00 | 1,665.37 |
| (iv) Other financial liabilities | 13 (c) | 868.56 | 465.57 |
| (b) Other current liabilities | 16 | 57.13 | 105.23 |
| (c) Short-term provisions | 14 | 26.47 | 19.64 |
| (d) Government Grants | 15 | 42.64 | 57.88 |
| Total current liabilities | | 8,060.94 | 10,708.29 |
| Total Equity and Liabilities | | 12,742.53 | 12,883.10 |

For and on behalf of the board of directors of
Arvind Advanced Materials Limited


Bhavesh Shah
 Director
 (DIN: 08813073)

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))
Statement of Profit and Loss for the Nine Months ended December, 2024

| Particulars | Notes | Rs. in Lacs | |
|---|-------|--|------------------------------|
| | | Nine Months ended December 31, 2024 | Year ended March 31, 2024 |
| I. Income | | | |
| Revenue from operations | 17 | | |
| Sale of Products | | 2,577.23 | 5,698.17 |
| Sale of Services | | 2,175.37 | 3,810.85 |
| Operating Income | | 10.32 | 25.46 |
| Revenue from operations | | 4,762.92 | 9,534.48 |
| Other income | 18 | 337.69 | 392.70 |
| Total income (I) | | 5,100.61 | 9,927.18 |
| II. Expenses | | | |
| Cost of raw material consumed | 19 | 2,087.51 | 2,759.29 |
| Purchases of stock-in-trade | 20 | - | 1,722.70 |
| Changes in inventories of stock-in-trade, Work in Progress and Finished Goods | 21 | (153.63) | 55.31 |
| Employee benefits expense | 22 | 1,646.14 | 2,331.38 |
| Finance costs | 23 | 660.72 | 343.38 |
| Depreciation and amortisation expense | 24 | 549.95 | 950.47 |
| Other expenses | 25 | 771.17 | 1,236.36 |
| Total expenses (II) | | 5,561.86 | 9,398.89 |
| III. Profit/(Loss) before exceptional items and tax (I-II) | | (461.25) | 528.29 |
| IV. Exceptional Items | | - | - |
| V. Profit/(Loss) before tax (III-IV) | | (461.25) | 528.29 |
| VI. Tax expense | | - | - |
| Current Tax | | - | - |
| Deferred Tax Charge/(Credit) | | 0.36 | 0.73 |
| VII Profit/(Loss) for the year (V-VI) | | (461.61) | 527.56 |
| VIII. Other comprehensive income | | | |
| Items that will not to be reclassified to profit or loss in subsequent periods: | | | |
| Re-measurement gains / (losses) on defined benefit plans | | (1.45) | (2.90) |
| Income tax effect on above | | 0.36 | 0.73 |
| Net other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods | | (1.09) | (2.17) |
| Total other comprehensive income/(loss) for the year, net of tax | | (1.09) | (2.17) |
| IX. Total comprehensive income/(loss) for the year, net of tax | | (462.70) | 525.39 |



For and on behalf of the board of directors of
Arvind Advanced Materials Limited

Bhavesh Shah
Director
(DIN: 08813073)

Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))

Notes to the Financial Statements

Note 5 : Property, plant and equipment

| Particulars | Rs. in Lacs | | | | | | | | |
|------------------------------------|--------------------|---------------------|-------------------|--------------|--------------|------------------|-----------------------|--------------------------------|-----------------|
| | Right of Use Asset | Furniture & fixture | Plant & Machinery | Vehicles | Buildings | Office equipment | Leasehold Improvement | Computers, Servers and Network | Total |
| Gross Carrying Value | | | | | | | | | |
| As at April 1, 2023 | 1,696.60 | 208.79 | 5,130.78 | 20.59 | 32.73 | 61.97 | - | 69.79 | 7,221.25 |
| Additions | 13.49 | - | 163.00 | - | - | - | - | - | 176.49 |
| Deductions | - | 0.13 | 695.46 | 1.69 | - | - | - | - | 697.28 |
| As at March 31, 2024 | 1,710.09 | 208.66 | 4,598.32 | 18.90 | 32.73 | 61.97 | - | 69.79 | 6,700.46 |
| Additions | 626.42 | 5.00 | 400.00 | - | - | 0.35 | 17.00 | 0.65 | 1,049.42 |
| As at December 31, 2024 | 2,336.51 | 213.66 | 4,998.32 | 18.90 | 32.73 | 62.32 | 17.00 | 70.44 | 7,749.88 |
| Depreciation and Impairment | | | | | | | | | |
| As at April 1, 2023 | 169.52 | 139.31 | 2,617.43 | 17.27 | 4.26 | 52.96 | - | 63.16 | 3,063.91 |
| Depreciation for the year | 173.36 | 19.46 | 749.22 | 0.55 | 0.83 | 3.53 | - | 1.47 | 948.42 |
| Deductions | - | 0.08 | 878.50 | 0.82 | - | - | - | - | 879.40 |
| As at March 31, 2024 | 342.88 | 158.69 | 2,888.15 | 17.00 | 5.09 | 56.49 | - | 64.63 | 3,532.93 |
| Depreciation for the year | 200.19 | 9.48 | 335.36 | 0.35 | 0.62 | 2.01 | 0.19 | 0.89 | 549.09 |
| As at December 31, 2024 | 543.07 | 168.17 | 3,223.51 | 17.35 | 5.71 | 58.50 | 0.19 | 65.52 | 4,082.02 |
| Net Carrying Value | | | | | | | | | |
| As at December 31, 2024 | 1,793.44 | 45.49 | 1,774.82 | 1.55 | 27.02 | 3.82 | 16.81 | 4.92 | 3,667.84 |
| As at March 31, 2024 | 1,367.21 | 49.97 | 1,710.17 | 1.90 | 27.64 | 5.48 | - | 5.16 | 3,167.53 |



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**Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited
(Formerly known as Arvind True Blue Limited))**

Notes to the Financial Statements

Note 6 : Intangible assets

| Particulars | Rs. in Lacs | |
|------------------------------------|-------------------|-------------------------|
| | Computer Software | Total Intangible Assets |
| Gross Carrying Value | | |
| As at April 1, 2023 | 42.18 | 42.18 |
| As at March 31, 2024 | 42.18 | 42.18 |
| As at December 31, 2024 | 42.18 | 42.18 |
| Amortisation and Impairment | | |
| As at April 1, 2023 | 41.33 | 41.33 |
| As at March 31, 2024 | 41.33 | 41.33 |
| Amortisation for the year | 0.85 | 0.85 |
| As at December 31, 2024 | 42.18 | 42.18 |
| Net Carrying Value | | |
| As at December 31, 2024 | - | - |
| As at March 31, 2024 | 0.85 | 0.85 |



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Notes to the Financial Statements

Note 7 : Financial assets

7 (a) Investments

| (a) Investments | | Rs. in Lacs | | | |
|--|---|--------------------|----------------|-------------------|----------------|
| Particulars | Face Value per Share (in ₹ unless otherwise stated) | No. of Shares/unit | | Amount | |
| | | As at | As at | As at | As at |
| | | December 31, 2024 | March 31, 2024 | December 31, 2024 | March 31, 2024 |
| (a) Investment in equity shares (fully paid up): | | | | | |
| I. Subsidiaries - measured at cost (unquoted) : | | | | | |
| Unquoted | | | | | |
| Arvind PD Composites Private Limited | 10 | 1,60,451 | 1,60,451 | 3,449.70 | 3,449.70 |
| Arvind OG Nonwovens Private Limited | 10 | 26,80,710 | 26,80,710 | 3,297.27 | 3,297.27 |
| Total Equity Investments | | | | 6,746.97 | 6,746.97 |

7 (b) Trade receivables - Current

| Particulars | Rs. in Lacs | |
|-------------------------------------|-------------------------|----------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Unsecured, considered good | 432.24 | 852.45 |
| Less : Allowance for doubtful debts | 0.15 | - |
| | 432.09 | 852.45 |
| Total Trade receivables | 432.09 | 852.45 |

7 (c) Loans

| Particulars | Rs. in Lacs | |
|--------------------------|-------------------------|----------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Current | | |
| Loans to Related Parties | - | 937.00 |
| | - | 937.00 |
| Total Loans | - | 937.00 |

7 (d) Cash and cash equivalent

| Particulars | Rs. in Lacs | |
|--|-------------------------|----------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Balance with Bank | | |
| Current accounts | 109.69 | 219.18 |
| Cash Credit Account having debit balance | 5.33 | 2.87 |
| In Deposit Account | 30.44 | - |
| Total cash and cash equivalents | 145.46 | 222.05 |

7 (e) Other bank balance

| Particulars | Rs. in Lacs | |
|---|-------------------------|----------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Deposits with original maturity of more than three months but less than 12 months | 46.98 | 32.76 |
| Held as Margin Money | | |
| | 46.98 | 32.76 |
| Total other bank balances | 46.98 | 32.76 |

7 (f) Other financial assets

| Particulars | Rs. in Lacs | |
|---|-------------------------|----------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| (Unsecured, considered good unless otherwise stated) | | |
| Non-current | | |
| Security deposits | 192.65 | 105.54 |
| Bank deposits with maturity of more than 12 months (Held as Margin Money) | 120.65 | 155.43 |
| | 313.30 | 260.97 |
| Current | | |
| Accrued Interest | 1.89 | 70.01 |
| | 1.89 | 70.01 |
| Total other financial assets | 315.19 | 330.98 |



Notes to the Financial Statements

Note 8 : Other current / non-current assets

| Particulars | Rs. in Lacs | |
|--|-------------------------------|-------------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| (Unsecured, considered good unless otherwise stated) | | |
| Non-current | | |
| Prepaid expenses | 16.00 | - |
| | 16.00 | - |
| Current | | |
| Advance to suppliers | 51.00 | - |
| Balance with Government Authorities | 399.34 | 283.45 |
| Prepaid expenses | 2.63 | 24.99 |
| Other Current Assets | 0.23 | 0.10 |
| | 453.20 | 308.54 |
| Total | 469.20 | 308.54 |

Note 9 : Inventories (At lower of cost and net realisable value)

| Particulars | Rs. in Lacs | |
|--------------------------|-------------------------------|----------------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Raw Materials | 289.77 | 13.12 |
| Raw Materials in Transit | 0.18 | - |
| Work in Progress | 29.43 | - |
| Finished Goods | 289.49 | 165.29 |
| Stores and Spares | 158.74 | 16.78 |
| Fuel | 1.41 | 2.62 |
| Waste | 0.77 | - |
| | 769.79 | 197.81 |
| Total | 769.79 | 197.81 |

Note 10 : Current Tax Assets

| Particulars | Rs. in Lacs | |
|---------------------|-------------------------------|-------------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Tax Paid in Advance | 149.01 | 86.16 |
| | 149.01 | 86.16 |
| Total | 149.01 | 86.16 |



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Notes to the Financial Statements

Note 11 : Equity share capital

| Particulars | As at December 31, 2024 | | As at March 31, 2024 | |
|--|-------------------------|-----------------|----------------------|-------------|
| | No. of shares | Rs. in Lacs | No. of shares | Rs. in Lacs |
| Authorised share capital | | | | |
| Equity shares of Rs. 10 each (March 31, 2024: Rs. 10 each) | 9,28,25,000 | 9,282.50 | 1,09,25,000 | 1,092.50 |
| Issued and subscribed share capital | | | | |
| Equity shares of Rs. 10 each (March 31, 2024: Rs. 10 each) | 2,50,00,000 | 2,500.00 | 11,429 | 1.14 |
| Subscribed and fully paid up | | | | |
| Equity shares of Rs. 10 each (March 31, 2024: Rs. 10 each) | 2,50,00,000 | 2,500.00 | 11,429 | 1.14 |
| Total | 2,50,00,000 | 2,500.00 | 11,429 | 1.14 |

11.1. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

| Particulars | As at December 31, 2024 | | As at March 31, 2024 | |
|---|-------------------------|-----------------|----------------------|-------------|
| | No. of shares | Rs. in Lacs | No. of shares | Rs. in Lacs |
| At the beginning of the period | 11,429 | 1.14 | 11,429 | 1.14 |
| Add: Issue of Share Capital | 2,49,88,571 | 2,498.86 | - | - |
| Outstanding at the end of the period | 2,50,00,000 | 2,500.00 | 11,429 | 1.14 |

11.2. Terms/Rights attached to the equity shares

The Company has one class of shares referred to as equity shares having a par value of Rs. 10 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets after distribution of all preferential amounts, in proportion to their shareholding.

11.3. Shares Held by Holding Company

| Particulars | As at December 31, 2024 | | As at March 31, 2024 | |
|--|-------------------------|-------------|----------------------|-------------|
| | No. of shares | Rs. in Lacs | No. of shares | Rs. in Lacs |
| Arvind Limited - (along with nominees) | 2,50,00,000 | 2,500.00 | 11,429 | 1.14 |

11.4. Number of Shares held by each shareholder holding more than 5% Shares in the company

| Name of the Shareholder | As at December 31, 2024 | | As at March 31, 2024 | |
|-------------------------|-------------------------|-------------------|----------------------|-------------------|
| | No. of shares | % of shareholding | No. of shares | % of shareholding |
| Arvind Limited | 2,50,00,000 | 100.00% | 11,429 | 100.00% |



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Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))

Notes to the Financial Statements

Note 12 : Other Equity

| Particulars | Rs. in Lacs | |
|--|-------------------------------|----------------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Note 12.1 Reserves & Surplus | | |
| Capital Reserve | | |
| Balance as per last financial statements | 19,552.29 | 6,851.04 |
| Addition during the year | - | 12,701.25 |
| Balance at the end of the year | 19,552.29 | 19,552.29 |
| Surplus in statement of profit and loss | | |
| Balance as per last financial statements | (18,926.16) | (19,451.55) |
| Add: Profit/ (Loss) for the year | (461.61) | 527.56 |
| Add / (Less): OCI for the year | (1.09) | (2.17) |
| Balance at the end of the year | (19,388.86) | (18,926.16) |
| Total reserves & surplus | 163.43 | 626.13 |
| Total Other equity | 163.43 | 626.13 |

Note 13 : Financial liabilities

| | | |
|--|-------------------------------|----------------------------|
| 13 (a) Borrowings | Rs. in Lacs | |
| | As at December 31, 2024 | As at March 31, 2024 |
| Short-term Borrowings | | |
| Unsecured | | |
| Intercompany Deposit | | |
| From Related Parties | 5,906.00 | 7,319.00 |
| Cash Credit | | |
| From Others | - | 950.00 |
| Total short-term borrowings | 5,906.00 | 8,269.00 |
| Total borrowings | 5,906.00 | 8,269.00 |
| 13 (b) Trade payables | Rs. in Lacs | |
| | As at December 31, 2024 | As at March 31, 2024 |
| Current | | |
| Other Trade Payables | | |
| -Total outstanding dues of micro enterprises and small enterprises | 53.66 | 18.01 |
| -Total outstanding dues other than micro enterprises and small enterprises | 914.00 | 1,665.37 |
| Total | 967.66 | 1,683.38 |



Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))

Notes to the Financial Statements

13 (c) Other financial liabilities

| Particulars | Rs. in Lacs | |
|-------------------------------------|-------------------------------|----------------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Current | | |
| Security Deposit | 0.25 | - |
| Interest accrued but not due | 521.60 | 151.19 |
| Payable in respect of Capital Goods | 33.60 | - |
| Payable to employees | 313.11 | 314.38 |
| Total | 868.56 | 465.57 |

Note 14: Provisions

| Particulars | Rs. in Lacs | |
|--|-------------------------------|----------------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Long-term | | |
| Provision for employee benefits | | |
| Provision for leave encashment | 77.90 | 31.97 |
| Provision for Gratuity | 49.75 | 6.47 |
| | 127.65 | 38.44 |
| Short-term | | |
| Provision for employee benefits | | |
| Provision for leave encashment | 19.46 | 19.46 |
| Provision for Gratuity | 7.01 | 0.18 |
| | 26.47 | 19.64 |
| Total | 154.12 | 58.08 |

Note 15: Government Grants

| Particulars | Rs. in Lacs | |
|--------------------|-------------------------------|----------------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Non-Current | | |
| Deferred income | 17.21 | 49.19 |
| | 17.21 | 49.19 |
| Current | | |
| Deferred Income | 42.64 | 57.88 |
| Total | 59.85 | 107.07 |

Note 16 : Other current liabilities

| Particulars | Rs. in Lacs | |
|--|-------------------------------|----------------------------|
| | As at December 31, 2024 | As at March 31, 2024 |
| Statutory dues including provident fund and tax deducted at source | 40.13 | 59.88 |
| Advance from Customers | 8.32 | 36.66 |
| Other Liabilities | 8.68 | 8.69 |
| Total | 57.13 | 105.23 |



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Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))

Notes to the Financial Statements

Note 17 : Revenue from operations

| Particulars | Rs. in Lacs | |
|--------------------------------|--|------------------------------|
| | Nine Months Ended December 31, 2024 | Year Ended March 31, 2024 |
| Sale of products | 2,577.23 | 5,688.87 |
| Sale of services | 2,175.37 | 3,810.85 |
| Operating income | | |
| Exchange difference (net) | 3.22 | 0.45 |
| Waste Sales | 6.01 | 25.01 |
| Export incentives | 0.54 | - |
| Exchange rate difference (net) | 0.55 | - |
| Total | 4,762.92 | 9,525.18 |

Note 18: Other income

| Particulars | Rs. in Lacs | |
|---|--|------------------------------|
| | Nine Months Ended December 31, 2024 | Year Ended March 31, 2024 |
| Interest income on financial assets measured at amortized cost | | |
| - Fixed Deposits | 10.08 | 12.45 |
| - Others | 27.72 | 75.72 |
| Government grants | 47.22 | 217.16 |
| Profit on sale of Property, Plant and Equipment | - | 37.08 |
| Profit on sale of Investment | 18.19 | - |
| Miscellaneous income | 3.54 | 6.34 |
| Provision no longer required | - | 43.95 |
| Dividend Income | 230.12 | - |
| Scrap Sale | 0.42 | - |
| Sundry Credit Balances Appropriated (Net) | 0.40 | - |
| Total | 337.69 | 392.70 |

Note 19 : Cost of raw material consumed

| Particulars | Rs. in Lacs | |
|---|---------------------------------|------------------------------|
| | Year Ended December 31, 2024 | Year Ended March 31, 2024 |
| Stock at the beginning of the year | 13.12 | 22.53 |
| Add : Purchases | 2,364.16 | 2,749.88 |
| | 2,377.28 | 2,772.41 |
| Less : Inventory at the end of the year | 289.77 | 13.12 |
| Total | 2,087.51 | 2,759.29 |

Note 20 : Purchases of stock-in-trade

| Particulars | Rs. in Lacs | |
|--------------------------|--|------------------------------|
| | Nine Months Ended December 31, 2024 | Year Ended March 31, 2024 |
| Garments and Accessories | - | 1,722.70 |
| Total | - | 1,722.70 |

Note 21 : Changes in inventories of stock-in-trade, Work in Progress and Finished Goods

| Particulars | Rs. in Lacs | |
|---|--|------------------------------|
| | Nine Months Ended December 31, 2024 | Year Ended March 31, 2024 |
| Stock at the end of the year | | |
| Stock-in-trade | - | - |
| Work in Progress | 29.43 | - |
| Finished Goods | 289.49 | 165.29 |
| | 318.92 | 165.29 |
| Stock at the beginning of the year | | |
| Stock-in-trade | - | 22.85 |
| Work in Progress | - | 0.54 |
| Finished Goods | 165.29 | 197.21 |
| | 165.29 | 220.60 |
| Total | (153.63) | 55.31 |



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Arvind Advanced Materials Limited (Formerly known as Arvind Polymer Textile Limited (Formerly known as Arvind True Blue Limited))

Notes to the Financial Statements

Note 22 : Employee benefits expense

| Particulars | Rs. in Lacs | |
|---|--|------------------------------|
| | Nine Months Ended December 31, 2024 | Year Ended March 31, 2024 |
| Salaries, wages, bonus, commission, etc. | 1,463.17 | 2,131.65 |
| Contribution to provident and other funds | 169.96 | 188.10 |
| Welfare and training expenses | 13.01 | 11.63 |
| Total | 1,646.14 | 2,331.38 |

Note 23 : Finance costs

| Particulars | Rs. in Lacs | |
|---|--|------------------------------|
| | Nine Months Ended December 31, 2024 | Year Ended March 31, 2024 |
| Interest expense on Financial Liabilities measured at amortised cost | | |
| - On Lease Liability | 139.19 | 139.36 |
| - Inter Corporate Deposit | 521.53 | 204.02 |
| Total | 660.72 | 343.38 |

Note 24 : Depreciation and amortization expense

| Particulars | Rs. in Lacs | |
|---|--|------------------------------|
| | Nine Months Ended December 31, 2024 | Year Ended March 31, 2024 |
| Depreciation on Property, Plant & Equipment | 348.91 | 775.06 |
| Depreciation on Right-of-use Assets | 200.19 | 173.36 |
| Amortization on Intangible assets | 0.85 | 2.05 |
| Total | 549.95 | 950.47 |

Note 25 : Other expenses

| Particulars | Rs. in Lacs | |
|---|--|------------------------------|
| | Nine Months Ended December 31, 2024 | Year Ended March 31, 2024 |
| Power and fuel | 237.77 | 167.99 |
| Insurance | 10.14 | 12.57 |
| Printing, stationery & communication | 11.00 | 4.47 |
| Short Term Rent | - | 15.41 |
| Commission & Brokerage | 2.49 | - |
| Rates and taxes | 1.96 | 93.62 |
| Repairs : | | |
| To Machinery | 71.61 | 87.82 |
| To Others | 1.51 | 3.88 |
| Stores Consumption | 74.38 | 85.04 |
| Legal & Professional charges | 14.44 | 23.37 |
| Allowance for Doubtful debt | 0.55 | - |
| Sundry Debit Balance written off | - | 134.35 |
| Allowance for Doubtful Receivables and Expected Credit Loss | 0.15 | - |
| Exchange Difference Loss(Net) | - | - |
| Auditor's remuneration | 11.57 | 22.02 |
| Travelling and Conveyance | 8.96 | 9.38 |
| Processing Charges | - | 169.93 |
| Bank charges | 1.41 | 2.79 |
| Interest on Late Payment of Taxes | 1.19 | 17.85 |
| Labour Charges | 280.72 | 315.50 |
| Application and Licence Fees | 8.84 | 8.44 |
| Advertisement Expenses | 0.10 | - |
| Software expenses | 0.26 | - |
| Freight, Insurance & Clearing Charges | 6.81 | - |
| Miscellaneous expenses | 25.31 | 61.93 |
| Total | 771.17 | 1,236.36 |



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Vivro Financial Services Private Limited

Regd. Office :

Vivro House, 11, Shashi Colony, Opp. Suvidha Shopping Center,
Paldi, Ahmedabad, Gujarat, India - 380 007

Tel. : + 91 (79) 4040 4242

www.vivro.net

April 16, 2025

To,
The Board of Directors and Shareholders,
Arvind Advanced Materials Limited
Main Building, Arvind Limited Premises,
Naroda Road, Ahmedabad,
Gujarat, India, 380025

Sub: Due Diligence Certificate ("Certificate") on the adequacy and accuracy of disclosure of information about Arvind Advanced Materials Limited in the format of abridged prospectus in relation to the Scheme of Arrangement proposed amongst Arvind Limited ("Transferor Company") and Arvind Advanced Materials Limited ("AAML" or "Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read along with the applicable rules made thereunder ("Scheme" or "Scheme of Arrangement").

Dear Sir/Madam,

This is regarding our engagement letter dated November 29, 2024, entered with the Transferee Company for certifying the adequacy and accuracy of disclosure of information about AAML prepared by Transferee Company and to be sent to the shareholders of Transferor Company at the time of seeking their approval for the Scheme.

The Scheme of Arrangement, *inter alia*, provides for the transfer and vesting of the Advanced Materials Undertaking (as defined in the Scheme) from Transferor Company to Transferee Company as a going concern on Slump Sale (as defined in the Scheme) basis with effect from Appointed Date (as defined in the Scheme) and various other matters consequential or otherwise integrally connected therewith.

SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, ("SEBI Master Circular") prescribed requirements to be fulfilled by listed entities when they propose a Scheme of Arrangement. The said SEBI Master Circular, *inter alia*, provides that in the event a listed entity enters into a scheme of Arrangement with an unlisted entity, the listed entity shall disclose to its shareholders applicable information about the unlisted entity in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

Further, the adequacy and accuracy of such disclosure of information pertaining to an unlisted entity is required to be certified by a SEBI-registered Merchant Banker.

Accordingly, we have been provided with the abridged prospectus of AAML (Abridged Prospectus') as prepared by the Transferee Company and enclosed herewith. The Abridged Prospectus will be circulated to the shareholders of the Transferor Company at the time of seeking their approval of the Scheme as a part of the explanatory statement to the notice.

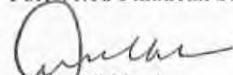
Based on the information, documents, confirmations, representations, undertakings and certificates provided to us by Transferor Company and Transferee Company as well as discussions with their management, directors and officers, we confirm that the information contained in the Abridged Prospectus of AAML is adequate and accurate in terms of the SEBI Master Circular read with Part E of Schedule VI of the SEBI ICDR Regulations.



The above confirmation is based on the information and documents provided by the Transferor Company and Transferee Company, explanations provided by the management of Transferor Company and Transferee Company and information available in the public domain. Wherever required, appropriate representations from Transferor Company and Transferee Company have also been obtained. This certificate is based on such information and explanations as are received or provided till the date of this Certificate. We have relied on the financials, information and representations provided to us on an as-is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit for financial information and accordingly, we do not express an opinion on the fairness of the financial information referred to in the Abridged Prospectus and have assumed that the same is complete and accurate in all material aspects on an as-is basis. This certificate is a specific purpose certificate issued in terms of and in compliance with the SEBI Master Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme of Arrangement with the provisions of any law including companies, taxation and capital market-related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all on the company's decision to affect the Scheme or how the holders of equity shares should vote at their meeting held in connection with the proposed Scheme. We do not and should not be deemed to have expressed any views on any terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of AAML will trade following the Scheme or as to the financial performance of AAML following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in AAML or any of its related parties. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this certificate.

For, Vivro Financial Services Private Limited



Jayesh Vithlani

SVP – Capital Markets

Date: April 16, 2025

Place: Ahmedabad

Encl.: As above



This is an abridged prospectus containing information pertaining to unlisted entity involved in the proposed Composite Scheme of Arrangement amongst Arvind Limited and Arvind Advanced Materials Limited and their respective shareholders and creditors in terms of requirement specified in SEBI Master Circular - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular"). This abridged prospectus should be read with the Composite Scheme of Arrangement.

THIS DOCUMENT CONTAINS 8 (EIGHT) PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Nothing in this abridged prospectus constitutes an offer or an invitation by or on behalf of either the Transferor Company or the Transferee Company to subscribe for or purchase any of the securities of the Transferor Company or the Transferee Company. This abridged prospectus should be read together with the Scheme and the notice sent to the shareholders and creditors of the Transferor Company.



ARVIND ADVANCED MATERIALS LIMITED

CIN: U52100GJ2015PLC085165; Date of Incorporation: November 24, 2015

| Registered & Corporate Office | Contact Person | Email and Telephone | Website |
|---|------------------|--|--|
| Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad, Gujarat, India, 380025 | Mr. Bhavesh Shah | Email: Bhavesh.shah@arvind.in Tel.: +91 79 68268000 | www.arvind-amd.com |
| PROMOTER | | | |
| Arvind Limited | | | |
| Details of offer to public | | | Not Applicable |
| Details of OFS by Promoter(s) / Promoter Group / Other Selling Shareholders | | | |
| Price Band, Minimum Bid Lot and Indicative Timelines | | | |
| Details of WACA (Weighted Average Cost of Acquisition) of all shares transacted over the trailing eighteen months from the date of RHP (Red Herring Prospectus) | | | |
| RISK IN RELATION TO THE FIRST OFFER | | | |
| Not Applicable | | | |
| DETAILS OF THE SCHEME | | | |
| The Scheme of Arrangement is proposed amongst Arvind Limited ("Company" or "Transferor Company") and Arvind Advanced Materials Limited ("AAML" or "Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read along with the applicable rules made thereunder ("Scheme" or "Scheme of Arrangement"). The Scheme of Arrangement, <i>inter alia</i> , provides for transfer and vesting of the Advanced Materials Undertaking (<i>as defined in the Scheme</i>) from Transferor Company to Transferee Company as a going concern on Slump Sale (<i>as defined in the Scheme</i>) basis with effect from Appointed Date (<i>as defined in the Scheme</i>) and various other matters consequential or otherwise integrally connected therewith. | | | |
| GENERAL RISK | | | |
| Investment in equity & equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before making an investment decision. For making an investment decision, investors must rely on their own examination of the Company and the Scheme, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"). Specified attention of the investors is invited to the section titled "Internal Risk Factors" on page 7 of this Abridged Prospectus. | | | |
| PRICE INFORMATION OF BRLM'S | | | |
| Not Applicable | | | |
| PROCEDURE | | | |

The procedure with respect to public issue / offer would not be applicable to this Scheme. Hence, the procedure with respect to a General Information Document is not applicable.

MERCHANT BANKER

Not Applicable

STATUTORY AUDITOR

SORAB S. Engineer & Co.

804, Sakar-IX, Beside old RBL Ashram Road, Ahmedabad – 380 009, Gujarat.

Tel.: +91 79 2970 0466/ +91 79 4800 6782 | **Email:** sseaahm@sseco.in | **Website:** www.sseco.in

PROMOTERS

| S. No. | Name | Individual/ Corporate | Experience & educational qualification of individual promoter / details of corporate promoter |
|--------|----------------|-----------------------|--|
| 1. | Arvind Limited | Corporate | <p>Arvind Limited, ("Transferor Company") is a public limited company incorporated under the provisions of the Indian Companies Act, VII of 1913 in the name and style of "The Arvind Mills Limited" vide certificate of incorporation dated on June 1, 1931 issued by Registrar of Companies, Bombay. Subsequently, the name of the Transferor Company was changed to Arvind Limited and a fresh certificate of incorporation dated April 15, 2008 was issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. The equity shares of the Transferor Company are listed on BSE Limited (Scrip code: 500101) and the National Stock Exchange of India Limited (Scrip id: ARVIND). The registered office of the Transferor Company is situated at Naroda Road, Ahmedabad, Gujarat - 382345. The Corporate Identification No. is L17119GJ1931PLC000093.</p> <p>The present main business segments of the Transferor Company includes :-</p> <ul style="list-style-type: none"> (i) Textiles business comprising of manufacturing and supply of woven, denim and garment products and (ii) Advanced Materials business comprising of manufacturing and supply of products relating to human protection, industrial and composites etc. <p>Transferor Company holds 2,50,00,000 fully paid-up equity shares of face value of ₹10/- each representing 100% of the equity share capital of the Transferee Company.</p> |

BUSINESS OVERVIEW AND STRATEGY

Company Overview: Transferee Company is a public limited company incorporated under the provisions of the Companies Act, 2013 in the name and style of 'Arvind True Blue Limited' vide certificate of incorporation dated November 24, 2015, issued by the Registrar of Companies, Ahmedabad, Gujarat. Subsequently, the name of the Transferee Company was changed to 'Arvind Polymer Textiles Limited' vide certificate of incorporation dated April 11, 2023 issued by Registrar of Companies, Ahmedabad, Gujarat. Subsequently, the name of the Transferee Company was further changed to Arvind Advanced Materials Limited vide certificate of incorporation dated December 7, 2023 issued by Registrar of Companies, Ahmedabad, Gujarat.

Transferee Company is a wholly owned subsidiary of Arvind Limited. The Corporate Identification Number (CIN) of the Transferee Company is U52100GJ2015PLC085165 and the registered office is situated at Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad 380025, Gujarat, India.

The Company is engaged in the business of manufacturing of advanced materials for human protection such as flame retardant wear, high visibility and industrial work wear, special protection wear and face masks; glass fabrics; technical yarns; reinforcement fabrics and coated fabrics.

Product / Service Offering: The Transferee Company is authorised by its Memorandum of Association to carry on the business of designing, developing, producing, manufacturing, processing, selling offline and/or online, buying, importing, exporting, distributing as wholesalers and/or retailers, supplying, act as franchisors or franchisees & other related activities for either by itself or through other agencies of:

- Spun yarns, filaments, threads, woven or nonwoven fabrics, processing, converted thereon in garments/bags/accessories using required processes and/or technologies for various Industry applications.
- Advanced Composites (Fibre Reinforced Composites, Particulate Composites, Natural fibre Composites, Metal Matrix, Ceramic Matrix Composites, Laminates) based on different fibres & resins for various Industry applications.
- Polyurethane, polyols, polyester, PVC cotton fabrics, plastics, emulsions, synthetic leather cloth, plastic foams and sheets, footwear materials, all types of synthetic rubber and elastomers, lattices and formulations thereof.
- Specialized Fibres based on, including but not limited to, glass, carbon, aramid, polyester, nylon, basalt, graphene and other natural fibres.
- Processing of such fibres in Fabrics & Mats.
- Rejuvenating equipments and related accessories.
- All kinds of safety equipments and personal protection equipments.
- Specialty Resins & Chemicals.
- All incidental products and by-products materials stated above.

Revenue segmentation by product / service offering: The Transferee Company has generated revenue of Rs. 8436.53 Lacs from Industrial Products, Advanced Composites and Automotive fabric and Rs. 1097.95 Lacs from Branded Apparels and Accessories for the financial year ended March 31, 2024. Further, the Transferee Company has generated revenue of Rs. 3664.97 Lacs from Industrial Products, Advanced Composites and Automotive fabric and Rs. 1097.95 Lacs from Branded Apparels and Accessories for 9 months period ended on December 31, 2024.

Geographies Served: India.

Revenue segmentation by geographies: The domestic turnover accounted for Rs. 9534.48 Lacs and Rs. 4762.92 Lacs for the fiscal year ended March 31, 2024 and for the nine months period ended December 31, 2024, respectively and the export turnover for the fiscal year ended March 31, 2024 and for the nine months period ended December 31, 2024 was Nil.

Key Performance Indicators: Transferee Company does not publish any key performance indicators other than financial information as stated in its financial statements.

Client Profile or Industries Served: Textiles.

Revenue segmentation in terms of top 5/10 clients or Industries: Revenue from top 5 customers as on March 31, 2025 is ₹4200.64 Lacs.

Intellectual Properties, if any: Nil

Market Share: Not Applicable

Manufacturing plant, if any: Santej, Khatraj, Kalol, Gandhinagar - 382721, Gujarat, India.

Employee Strength: As on March 31, 2025, the company has total 1,323 employees.

BOARD OF DIRECTORS OF AAML

| Sr. No. | Name of Directors | DIN | Designation (Independent / Whole time / Executive / Nominee) | Educational Qualification & Experience including current/past positions held in other firms |
|----------------|---------------------------|------------|---|--|
| 1. | Susheel Kumar Kaul | 08208011 | Director | <p>Experience: Susheel Kumar Kaul, aged 58 years, is associated with Arvind Limited since 1993. He joined Arvind group as a Management Trainee after completing Post Graduation in Textiles from The Indian Institute of Technology, Delhi. He has over 30 years of experience in the textile and apparel industry and has sphere headed different functions like Quality Assurance, Product Development, Operation & business process reengineering.</p> <p>Educational Qualifications: Post-graduate in Textiles from The Indian Institute of Technology (IIT), Delhi</p> <p><i>Other current Directorship in Indian companies:</i></p> <ol style="list-style-type: none"> 1. Arvind Limited 2. Arvind Smart Textiles Limited 3. Arvind Technical Products Private Limited <p><i>Other current Directorship in Foreign companies: Nil</i></p> |
| 2. | Bhavesh Bipinchandra Shah | 08813073 | Director | <p>Experience: Bhavesh Bipinchandra Shah, aged 43 years, is currently Controller & Head - Corporate Accounts & Finance of Arvind Limited since April 2023. He has wide experience in corporate accounts and finance including handling various projects such as Merger / demerger, buy back and various other corporate restructurings. Prior to this, he held various positions such as Chief Financial Officer of The Anup Engineering Limited, MIS Manager – General Manager Business Finance of Arvind Limited etc. He was previously associated with The Inductotherm India Private Limited as Finance Manager and with Voltas Limited as Business Finance Manager.</p> <p>Educational Qualifications:</p> <ul style="list-style-type: none"> - Bachelor of Commerce - Chartered Accountant - Cost and Management Accountant - Diploma in Export Management - Completed Research Analyst Certification Examination by National Institute of Securities Market. |

| Sr. No. | Name of Directors | DIN | Designation (Independent / Whole time / Executive / Nominee) | Educational Qualification & Experience including current/past positions held in other firms |
|---------|-----------------------|----------|---|---|
| | | | | <i>Other current Directorship in Indian companies:</i> 1. Arvind Sports Fashion Private Limited 2. Arvind Premium Retail Limited <i>Other current Directorship in Foreign companies:</i> Nil |
| 3. | Pranav Govardhan Dave | 09045130 | Director | Experience: Pranav Govardhan Dave, aged 64 years, has overall experience of more than two decades in the textile industry. He has been working with the Arvind group since 1986-90 as Head Sales & Marketing with Ankur Division and from 1993 onwards he is associated with Arvind as Head of Wovens, Knits and currently as Business Head for Retail. Educational Qualifications: - Bachelor of Technology from MS University - Master of Business Administration (MBA) from VNSGU, Surat. <i>Other current Directorship in Indian companies:</i> Nil <i>Other current Directorship in Foreign companies:</i> Nil |

SHAREHOLDING PATTERN AS ON MARCH 31, 2025

| Particulars | Number of Equity Shares | % of total share capital |
|------------------------------|-------------------------|--------------------------|
| Promoter and Promoter Group* | 2,50,00,000 | 100.00 |
| Public | Nil | Nil |
| Total | 2,50,00,000 | 100.00 |

*2,49,99,940 (99.99%) equity shares are being held by Arvind Limited and 10 equity shares each are being held as a nominee shareholders of Arvind Limited by Mr. Jagdish Dalal, Mr. Jayesh Thakker, Ms. Karishma Patel, Mr. Chintan Thakkar, Mr. Ramnik Bhimani and Mr. Krunal Bhatt.

AUDITED / UNAUDITED FINANCIALS

Standalone Financial Statements

(in ₹ lakh, except as stated otherwise)

| Particulars | For nine-month period ended December 31, 2024^ | For the Financial year 2023-24 | For the Financial year 2022-23 | For the Financial year 2021-22 |
|--|--|--------------------------------|--------------------------------|--------------------------------|
| Total income from operations (net) | 4762.92 | 9534.48 | 4042.11 | (461.14) |
| Other income | 337.69 | 392.70 | 288.24 | 117.80 |
| Net Profit / (Loss) before tax and extraordinary items | (461.25) | 528.29 | (1865.55) | (2740.29) |

| Particulars | For nine-month period ended December 31, 2024 [^] | For the Financial year 2023-24 | For the Financial year 2022-23 | For the Financial year 2021-22 |
|---|--|--------------------------------|--------------------------------|--------------------------------|
| Net Profit / (Loss) after tax and extraordinary items | (461.61) | 527.56 | (1990.79) | (2740.29) |
| Equity Share Capital | N.A. | 1.14 | 1.14 | 1.14 |
| Preference Share Capital | - | - | 8100.00 | 8100.00 |
| Unsecured Perpetual Securities | - | - | 7500.00 | 3000.00 |
| Reserves and Surplus / Other Equity | N.A. | 626.13 | (12600.51) | (9740.72) |
| Net Worth | N.A. | 627.27 | 3000.63 | 1360.42 |
| Basic Earnings per share (₹) | (41.91) | 4615.98 | (17418.76) | (23976.64) |
| Diluted Earnings per share (₹) | (41.91) | 4615.98 | (17418.76) | (33.78) |
| Return on Net Worth (%) | N.A. | 0.84 | (0.66) | (2.01) |
| Net Asset value per share (₹) | N.A. | 5488.41 | 2632.13 | 1193.35 |

N.A. – Not Available

[^]The Unaudited Financial Results is for the period commencing from April 01, 2024, to December 31, 2024.

Summary for the financial information for the nine-month period ended on December 31, 2024, has been extracted from limited review report dated January 22, 2025 and the financial information for financial year 2023-24, 2022-23, 2021-22 have been extracted from Audited Financial Statements dated May 4, 2024, April 25, 2023 and May 16, 2022 respectively prepared based on Indian Accounting Standards (Ind AS).

Note:

- ⁽¹⁾ Net worth is computed by adding the Equity Share Capital and the Reserves and Surplus/Other Equity as disclosed in the above table.
- ⁽²⁾ Return on Net Worth is computed as net profit/loss after tax divided by Net Worth as disclosed in the above table.
- ⁽³⁾ Net Assets value per equity share is computed as Net Worth attributable to equity shareholders divided by the total number of outstanding Equity Shares at the end of the respective period/year.

Consolidated Financials – Arvind Limited, Transferor Company is the Promoter and holding company of Arvind Advanced Materials Limited, Transferee Company. As the consolidated financial statements are presented by the Transferor Company, the Transferee Company has elected to apply for the exemption available to it under Ind AS 110 and has opted to present only one set of standalone financial statements.

INTERNAL RISK FACTORS

1. Implementation of the Scheme of Arrangement is dependent on the approval from the regulatory authorities and if we are unable to manage timely compliance of regulatory requirements, it may impact the Scheme. Any modification or revision in the Scheme suggested / directed by the competent authorities, which is not acceptable to the Board of Directors of the respective companies may adversely impact the proposals in the Scheme.
2. AAML is an unlisted company and its equity shares are not listed on any stock exchange and hence not available for trading.
3. We may face significant competition from other advanced material manufacturing companies. Such competition may affect our business operations and cash flow.
4. Our business is dependent and will continue to depend on our manufacturing facilities, and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations could have an adverse effect on our business, financial condition and results of operations.

5. Our business may face inventory risk due to potential losses associated with carrying inventory. These losses include obsolescence, shrinkage, or market collapse such that products are only saleable at prices that are inadequate to cover the company's product costs.
6. Our business may also face credit risk when a customer fails to fulfill its obligation of payment for its purchases or services and the consequent cost of replacing a customer order after that customer has defaulted. Accordingly, company may face credit risk in respect of advanced material products sold by them to customers.

| |
|---|
| SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION |
|---|

- A. Total number of outstanding litigations against AAML and the amount involved -

| Name of Entity | Criminal proceedings | Tax proceedings | Statutory or Regulatory proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Civil Litigations | Aggregate amount involved (₹ in lacs) |
|-----------------------------|----------------------|-----------------|-------------------------------------|---|-------------------|---------------------------------------|
| AAML | | | | | | |
| By AAML | Nil | Nil | Nil | Nil | Nil | Nil |
| Against AAML | Nil | 2* | Nil | Nil | Nil | 298.95 |
| Directors of AAML | | | | | | |
| By Directors | Nil | Nil | Nil | Nil | Nil | Nil |
| Against Directors | Nil | Nil | Nil | Nil | Nil | Nil |
| Promoters of AAML | | | | | | |
| By Promoters | 16 | Nil | Nil | Nil | 17 | 6176.40 |
| Against Promoters | Nil | 17 | Nil | Nil | 7 | 2274.01 |
| Subsidiaries of AAML | | | | | | |
| By Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |
| Against Subsidiaries | Nil | 1 | Nil | Nil | Nil | 142.30 |

- B. Brief details of top 5 material outstanding litigations against AAML and the amount involved:

*2 Tax proceedings against AAML are GST Show Cause Notice received by the Company and the amount involved is Rs. 298.95 Lacs.

- C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters of the AAML in last 5 financial years including outstanding action, if any: NIL
- D. Brief details of outstanding criminal proceedings against the Promoters of the AAML: NIL

| |
|---|
| RATIONALE OF SCHEME OF ARRANGEMENT |
|---|

The present arrangement would inter alia, result in the following main benefits for the abovementioned companies:

- (i) Consolidation of advanced materials business undertaken by the Transferor Company and its wholly owned subsidiary into single entity.
- (ii) Focused management and leadership attention for the Advanced Materials Business.

- (iii) Emergence of the Transferee Company as a predominantly advanced materials focused company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth.
- (iv) Value Creation for stakeholders.
- (v) Streamlining operating structure.
- (vi) Greater efficiencies in operations with optimum utilization of resources, increased cost saving are expected to flow from focused operational efforts, rationalization, standardization and simplification of business process and optimum utilization of resources.

In view of the aforesaid advantages, the Board of Directors of both the Companies have considered and proposed Scheme of Arrangement under the provisions of Section 230 to Section 232 of the Companies Act, 2013.

The present Scheme of Arrangement is proposed for the transfer and vesting of the Advanced Materials Undertaking of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis in accordance with Section 2(42C) of the Income Tax Act 1961.

The Scheme is in the interest of the Transferor Company, the Transferee Company and their respective stakeholders.

ANY OTHER INFORMATION AS PER AAML: NIL

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For, Arvind Advanced Materials Limited

Bhavesh Shah
Director
DIN: 08813073



Place: Ahmedabad
Date: April 16, 2025

Capitalized terms used but not defined in this Document shall have the same meaning as ascribed to them under the Scheme of Arrangement.

Additional Disclosures to be annexed to the Explanatory Statement for the shareholders as per the Observation Letters of BSE and NSE dated 22nd October, 2024 and 23rd October, 2024 respectively:

| Ref. | Requirement | Response/Comments |
|------|---|---|
| 1 | Need and Rationale of the scheme, Synergies of the business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme. | The need and Rationale of the scheme alongwith its impact on the shareholders is attached herewith as Annexure 12A . |
| 2. | Value of Assets and Liabilities of Arvind Limited that are being transferred to Arvind Advanced Materials Limited and Post Merger balance sheet of Arvind Advanced Materials Limited. | The Divisional Balance Sheet showing the value of Assets and Liabilities of Arvind Advanced Materials Division is attached herewith as Annexure 9 . Post Scheme Approval Balance Sheet is attached herewith as Annexure 12B . |
| 3. | Details with respect to discharge of Slump Sale consideration by Transferee to Transferor Company. | The Transferee Company shall discharge consideration in cash from internal accruals or by issuing debt securities to the Transferor Company (in case it requires to borrow money to discharge consideration under the Scheme under extra ordinary circumstances, in such situation the rate of interest will be 8.5% p.a.). |
| 4. | Details of Tax implications of Slump Sale of the Transferor Company and Transferee Company. | Capital gains on slump sale of Advanced Materials Undertaking shall be Rs.65 crores which shall be payable in accordance with the applicable provisions of the Income Tax Act 1961. |
| 5. | Details with respect to coupon or interest rate of debt securities proposed to be issued along with rationale as recommended by Board of Directors of Company. | As provided in Point No. 3 |
| 6. | Conditions imposed by Lending Scheduled Commercial Banks while giving NOC to the Scheme | No Conditions imposed by Lending Scheduled Commercial Banks while giving NOC to the Scheme |
| 7. | In cases of Demerger, apportionment of losses of the listed company among the companies involved in the scheme. | Not Applicable, Undertaking for the same is attached herewith as Annexure 12C . |
| 8. | Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking / Transferor Company certified by Chartered Accountant (CA). | CA certificate certifying assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement is attached herewith as Annexure 12D . Write up on the history of the demerged undertaking is attached herewith as Annexure 12E . |
| 9. | Any type of arrangement or agreement between the demerged company/resulting company/merged/amalgamated company/creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity. | Not Applicable, as there is no such arrangement. Undertaking for the same is attached herewith as Annexure 12C . |
| 10. | In the cases of capital reduction / reorganization, Reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA. | Not Applicable |
| 11. | In the cases of capital reduction/reorganization, Built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA. | Not Applicable |
| 12. | In the cases of capital reduction/ reorganization, Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA. | Not Applicable |
| 13. | In the cases of capital reduction/reorganization, the built up of the accumulated losses over the years, certified by CA. | Not Applicable |

| Ref. | Requirement | Response/Comments |
|------|--|--|
| 14. | Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA. | Certificate issued by Statutory Auditor is attached herewith as Annexure 8 . |
| 15. | In case of Composite Scheme, details of shareholding of companies involved in the scheme at each stage. | Not Applicable, as the scheme is not composite scheme. |
| 16. | Whether the Board of unlisted Company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof. | Not Applicable, as no issue of Bonus shares is envisaged. |
| 17. | List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation. | Not Applicable |
| 18. | Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA. | Certificate from CA for Equity Built up is attached herewith as Annexure 12F . |
| 19. | Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years. | No action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme, Undertaking for the same is attached herewith as Annexure 12C . |
| 20. | Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years. | Certificate from CA for Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years is attached herewith as Annexure 12G . |
| 21. | Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company | Not Applicable, as there is no swap ratio. |
| 22. | In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity. | Not Applicable. |
| 23. | How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement. | As provided in Point No. 1 |
| 24. | Tax/other liability/benefit arising to the entities involved in the scheme, if any. | No Tax and related benefit arising to the entities. |
| 25. | Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards. | As provided in Point No. 14 |
| 26. | If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report. | Not Applicable |
| 27. | Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards. | Not Applicable, Undertaking for the same is attached herewith as Annexure 12H . |
| 28. | Confirmation that the scheme is in compliance with the applicable securities laws. | Compliance Certificate/Undertaking is attached herewith as Annexure 12C . |
| 29. | Confirmation that the arrangement proposed in the scheme is yet to be executed. | Undertaking for the same is attached herewith as Annexure 12C . |
| 30. | Details of on-going adjudication and recovery proceedings, prosecution initiated and other enforcement action against the Applicant Transferor Company, it's Promoters and Directors. | <ul style="list-style-type: none"> - There are no pending criminal proceedings involving the Company. - There are 7 pending civil proceedings involving the Company, the total amount involved in all these matters is of 8.93 Crores. There is no material civil proceedings. |

| Ref. | Requirement | Response/Comments | | | | | | | | | |
|----------------|-----------------|---|----------------|-----------------|------------------------------------|------------|-----|-----|--------------|----|-------|
| | | <p>Note: 'Material' implies where the monetary amount of claim against AL in any such pending proceeding is in excess of 1% (one percent) of the standalone net worth as per their latest audited standalone financial statements of AL.</p> <p>- Tax Proceedings:</p> <table> <tr> <th>Nature of Case</th><th>Number of cases</th><th>Amount in disputes/demand (in Cr.)</th></tr> <tr> <td>Direct Tax</td><td>Nil</td><td>Nil</td></tr> <tr> <td>Indirect Tax</td><td>19</td><td>13.81</td></tr> </table> <p>- There are no pending proceedings against Promoters of the Company that would have an adverse impact on the Scheme or its implementation.</p> <p>- There are no pending proceedings against Directors of the Company that would have an adverse impact on the Scheme or its implementation.</p> | Nature of Case | Number of cases | Amount in disputes/demand (in Cr.) | Direct Tax | Nil | Nil | Indirect Tax | 19 | 13.81 |
| Nature of Case | Number of cases | Amount in disputes/demand (in Cr.) | | | | | | | | | |
| Direct Tax | Nil | Nil | | | | | | | | | |
| Indirect Tax | 19 | 13.81 | | | | | | | | | |

Date: 22nd May, 2024

BSE Ltd.

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

Security Code : 500 101

Security ID : ARVIND

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

Symbol : ARVIND

Dear Sir/Madam,

Sub.: Application under Regulation 37 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Arrangement between (i) Arvind Limited ("Transferor Company") and its shareholders and creditors; and (ii) Arvind Advanced Materials Limited ("Transferee Company") and its shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

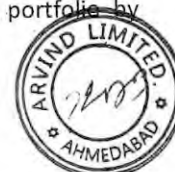
In connection with the above application, the present arrangement would inter alia, result in the following main benefits for the abovementioned companies:

- (i) Consolidation of advanced materials business undertaken by the Transferor Company and its wholly owned subsidiary into single entity.
- (ii) Focused management and leadership attention for the Advanced Materials Business.
- (iii) Emergence of the Transferee Company as a predominantly advanced materials focused company, attracting investors and providing better flexibility in accessing capital, focused strategy and specialization for sustained growth.
- (iv) Value Creation for stakeholders
- (v) Streamlining operating structure
- (vi) Greater efficiencies in operations with optimum utilization of resources, increased cost saving are expected to flow from focused operational efforts, rationalization, standardization and simplification of business process and optimum utilization of resources.

The transfer of Advanced Materials Undertaking by way of Slump Sale would be transferred to wholly owned subsidiary and therefore, the value would anyway, be reflected in the Transferor Company, and will be in the best interests of the Transferor Company, the Transferee Company and their respective shareholders and creditors.

The proposed transfer of the Advanced Materials Undertaking of the Transferor Company to the Transferee Company will improve visibility of the Advanced Materials portfolio by


Arvind Limited,
Naroda Road,
Ahmedabad. 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093



strengthening the positioning of Transferee Company in Advanced Materials segment and would inter-alia help to achieve synergies and value creation for stakeholders.

There will be no change in the value of public shareholders pre and post scheme of arrangement.

Yours faithfully,
For, Arvind Limited


Krunal Bhatt
Company Secretary



Arvind Advanced Materials Limited – Post Scheme Approval Balance Sheet as on 31st March, 2024

(₹ In Crores)

| Particulars | AMD Division | Existing | Post Scheme Approval |
|--|---------------|---------------|----------------------|
| ASSETS | | | |
| I. Non-current assets | | | |
| (a) Property, Plant and Equipment | 159.17 | 31.68 | 190.85 |
| (b) Capital work-in-progress | 38.17 | 0.00 | 38.17 |
| (c) Investment Properties | 3.57 | 0.00 | 3.57 |
| (d) Intangible Assets | 0.58 | 0.01 | 0.59 |
| (e) Intangible Assets Under Development | 0.00 | 0.00 | 0.00 |
| (f) Right of Use Assets | 5.56 | 0.00 | 5.56 |
| (g) Financial Assets | | 0.00 | 0.00 |
| (i) Investments | 0.00 | 67.47 | 67.47 |
| (ii) Loans | 0.05 | 0.00 | 0.05 |
| (iii) Other financial assets | 140.22 | 2.61 | 142.83 |
| (h) Deferred Tax Assets (net) | -11.26 | 0.00 | -11.26 |
| (i) Other Non-Current Assets | 5.02 | 0.00 | 5.02 |
| TOTAL NON - CURRENT ASSETS | 341.08 | 101.76 | 442.84 |
| II. Current assets | | | |
| (a) Inventories | 209.49 | 1.98 | 211.47 |
| (b) Financial Assets | 0.00 | 0.00 | 0.00 |
| (i) Trade receivables | 193.17 | 8.52 | 201.69 |
| (ii) Cash and cash equivalents | 0.00 | 2.22 | 2.22 |
| (iii) Bank balance other than (ii) above | 0.00 | 0.33 | 0.33 |
| (iv) Loans | 0.00 | 9.37 | 9.37 |
| (v) Other financial assets | 0.04 | 0.70 | 0.74 |
| (c) Current Tax Assets (net) | 3.26 | 0.96 | 4.12 |
| (d) Other Current Assets | 12.45 | 3.09 | 15.54 |
| TOTAL CURRENT ASSETS | 418.41 | 27.07 | 445.48 |
| TOTAL ASSETS | 759.49 | 128.83 | 888.32 |

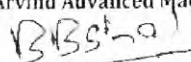


REGISTERED OFFICE
 Arvind Advanced Materials Limited
 Main Building, Arvind Limited Premises
 Nareda Road, Ahmedabad - 380 025, Gujarat, India
 Phone: +91 79 6826 8000 | Email: amd@arvind.in
 CIN: U52100GJ2015PLC085160

ARVIND Advanced Materials

| | | | |
|---|---------------|---------------|---------------|
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity share capital | 0.00 | 0.01 | 0.01 |
| (b) Other equity | 474.65 | 6.26 | 480.91 |
| TOTAL EQUITY | 474.65 | 6.27 | 480.92 |
| LIABILITIES | | | |
| I. Non-current liabilities | | | |
| (a) Financial Liabilities | 0.00 | | |
| (i) Borrowings | 0.00 | | 0.00 |
| (ii) Lease Liabilities | 4.81 | 14.60 | 19.41 |
| (iii) Other financial liabilities | 0.00 | 0.00 | 0.00 |
| (b) Long-Term Provisions | 1.80 | 0.38 | 2.18 |
| (c) Government Grants | 12.18 | 0.49 | 12.67 |
| TOTAL NON - CURRENT LIABILITIES | 18.79 | 15.48 | 34.27 |
| II. Current liabilities | | | |
| (a) Financial Liabilities | 0.00 | | |
| (i) Borrowings | 0.00 | 82.69 | 82.69 |
| (ii) Lease Liabilities | 1.71 | 1.08 | 2.79 |
| (iii) Trade payables | | 0.00 | 0.00 |
| - Total Outstanding dues of Micro Enterprises and Small Enterprises | 1.94 | 0.18 | 2.12 |
| - Total Outstanding dues other than Micro Enterprises and Small Enterprises | 132.87 | 16.65 | 149.52 |
| (iv) Other financial liabilities | 109.73 | 4.66 | 114.39 |
| (b) Short-Term Provisions | 0.88 | 0.20 | 1.08 |
| (c) Government Grants | 0.82 | 0.58 | 1.40 |
| (d) Other Current Liabilities | 18.10 | 1.05 | 19.15 |
| (e) Liabilities directly associated with the assets classified as held for distribution | 0.00 | 0.00 | 0.00 |
| TOTAL CURRENT LIABILITIES | 266.05 | 107.08 | 373.13 |
| TOTAL EQUITY AND LIABILITIES | 759.49 | 128.83 | 888.32 |

For Arvind Advanced Materials Limited


Bhavesh Shah (DIN: 08813073)
 Director



REGISTERED OFFICE
 Arvind Advanced Materials Limited
 Main Building Arvind Limited Premises,
 Naroda Road, Ahmedabad - 380 025, Gujarat, India
 Phone: +91 79 4826 0031 Email: arvind@arvind.in
 CIN: L52100GJ2015PLC095165

Date: 22nd May, 2024

BSE Ltd.

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

Security Code : 500 101

Security ID : ARVIND

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

Symbol : ARVIND

Dear Sir/Madam,

Sub.: Undertaking

Ref.: Application under Regulation 37 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Arrangement between (i) Arvind Limited ("Transferor Company") and its shareholders and creditors; and (ii) Arvind Advanced Materials Limited ("Transferee Company") and its shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

In connection with the above application, we hereby confirm that

1. The proposed Scheme of Arrangement is in accordance with the MoA & AoA of the Companies involved in the scheme of arrangement.
2. There is no apportionment of losses of Arvind Limited among the companies involved in the scheme.
3. There is no arrangement or agreement between the transferee company or/and transferor company or/and creditors or/and shareholders or/and promoters or/and directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of Arvind Limited.
4. The scheme is in compliance with the applicable securities laws.
5. The arrangement proposed in the scheme is yet to be executed.
6. There shall be no listing of any kind of securities pursuant to the scheme of arrangement.
7. There will be no change in Share Capital of the transferee company.
8. There shall be no allotment of any kind of securities pursuant to the scheme of arrangement.
9. The company shall comply with all the provisions contained in SEBI Mater circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 DIL1/CIR/P/2021/0000000665 dated June 20, 2023, Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements.

Arvind Limited,
Naroda Road,
Ahmedabad. 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093



10. There are no past defaults of listed debt obligations of the entities and no listed debt are forming part of the scheme.
11. The Company, its promoters or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
12. The Company, its promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
13. The Company, its promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange.
14. There is no action taken/pending by Govt./Regulatory Body/Agency against all the entities involved in the scheme.

Yours faithfully,
For, Arvind Limited



Krunal Bhatt
Company Secretary



SORAB S. ENGINEER & CO. (Regd.)
CHARTERED ACCOUNTANTS

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 FAX : +91 79 48006782
 EMAIL : sseahm@sseco.in
 sseahm@hotmail.com
 WEB : www.sseco.in



804, SAKAR-IX,
 BESIDES OLD RBI,
 ASHRAM ROAD,
 AHMEDABAD-380 009

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

To,
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

CERTIFICATE OF ASSETS, LIABILITIES, REVENUE AND NETWORTH

The Board of Directors of Arvind Limited at its meeting held on May 6, 2024, passed a resolution approving Scheme of Arrangement for transfer of Advanced Materials Undertaking of Arvind Limited to Arvind Advanced Materials Limited ('the scheme') under sections 230 and 232 and other applicable provisions of the Companies Act, 2013. The appointed date of the Scheme is April 01, 2024, or any other date as approved by NCLT.

Based on the audited financial statements of Arvind Limited for the financial year ended on March 31, 2024, and as per the information and explanations given to us, we hereby certify the pre-scheme and post-scheme Assets, Liabilities, Revenue and Net worth of Arvind Limited and Advanced Materials Undertaking extracted from the audited financial statement of the Company as at March 31, 2024 which is set out in the following table:

(Rs. in Crore)

| ARVIND LIMITED | | |
|----------------------------|-----------------------------------|------------------------------------|
| Particulars | Pre-Scheme (as at March 31, 2024) | Post-Scheme (as at March 31, 2024) |
| Assets (Refer Note 1) | 6,728.82 | 6,059.69 |
| Liabilities (Refer Note 2) | 3,252.45 | 3,057.97 |
| Revenue (Refer Note 3) | 7,100.46 | 5,798.19 |
| Net Worth (Refer Note 4) | 3,476.37 | 3,001.72 |

(Rs. in Crore)

| ADVANCED MATERIALS UNDERTAKING | | |
|--------------------------------|-----------------------------------|------------------------------------|
| Particulars | Pre-Scheme (as at March 31, 2024) | Post-Scheme (as at March 31, 2024) |
| Assets (Refer Note 1) | 759.49 | - |
| Liabilities (Refer Note 2) | 194.48 | - |
| Revenue (Refer Note 3) | 1,302.27 | - |
| PAT | 145.38 | - |
| Net Worth (Refer Note 4) | 565.01 | - |



Head Office : 902, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai-400 021.
 Telephone : +91 22 2282 4811, 2204 0861 • Email : sorabsengineer@yahoo.com, ssemum@sseco.in

Bengaluru Branch : Purva Sunflower Apartment, Flat No. D-1303, 13th Floor, No. 236/4, Magadi Road, Bengaluru-560023.
 Telephone : +91 9925879234 • Email : sseblr@sseco.in

Jamnagar Branch : Sagar-8, Kamdar Colony, Nr. Kamdar Colony Jain Derasar, Pethraj Raisi Marg, Jamnagar-361006.
 Telephone : +91 8980212412

SORAB S. ENGINEER & CO. (Regd.)

Note:

1. Total Assets = Non-current Asset + Current Assets
2. Total Liabilities = Non-current liabilities + Current liabilities (Excl. Inter Business Liabilities)
3. Revenue = Revenue from Operations
4. Net worth = Total Assets – Total liabilities (Excl. Inter Business Liabilities)

This certificate is issued upon request of the company for the purpose of submitting the same with the BSE Limited and National Stock Exchange of India Limited for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation.

For **Sorab S. Engineer & Co.**
Chartered Accountants
Firm's Registration No. 110417W



CA. Chokshi Shreyas B.
Partner
Membership No.100892



UDIN: 24100892BJZWYU6249
Ahmedabad
May 22, 2024

SORAB S. ENGINEER & CO. (Regd.)
CHARTERED ACCOUNTANTS

TELEPHONE : +91 79 29700466
FAX : +91 79 48006782
EMAIL : sseahm@sseco.in
sseahm@hotmail.com
WEB : www.sseco.in



804, SAKAR-IX,
BESIDES OLD RBI,
ASHRAM ROAD,
AHMEDABAD-380 009

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

To,
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

CERTIFICATE OF ASSETS, LIABILITIES, REVENUE AND NETWORTH

The Board of Directors, of Arvind Advanced Materials Limited at its meeting held on May 6, 2024 passed a resolution approving Scheme of Arrangement for transfer of Advanced Materials Undertaking of Arvind Limited to Arvind Advanced Materials Limited ('the scheme') under sections 230 and 232 and other applicable provisions of the Companies Act, 2013. The appointed date of the Scheme is April 01, 2024, or any other date as approved by NCLT.

Based on the audited financial statements of Arvind Advanced Materials Limited for the financial year ended on March 31, 2024, and information and explanations given to us, we hereby certify the pre-scheme and post-scheme Assets, Liabilities, Revenue and Net worth of Arvind Advanced Materials Limited extracted from the audited financial statement of the Company as at March 31st, 2024 which is set out in the following table:

(Rs. in Crore)

| ARVIND ADVANCED MATERIALS LIMITED | | |
|--|-----------------------------------|------------------------------------|
| Particulars | Pre-Scheme (as at March 31, 2024) | Post-Scheme (as at March 31, 2024) |
| Assets (Refer Note 1 and Table A) | 128.83 | 888.32 |
| Liabilities (Refer Note 2 and Table A) | 122.56 | 407.40 |
| Revenue (Refer Note 3 and Table A) | 95.34 | 1,397.61 |
| Net Worth (Refer Note 4 and Table A) | 6.27 | 480.92 |

Note:

1. Total Assets = Non-current Asset + Current Assets
2. Total Liabilities = Non-current liabilities + Current liabilities
3. Revenue = Revenue from Operations
4. Net worth = Total Assets – Total liabilities

For **Sorab S. Engineer & Co.**
Chartered Accountants
Firm's Registration No. 110417W

CA. Chokshi Shreyas B.
Partner
Membership No.100892



UDIN: 24100892BJZWYV6462
Ahmedabad
May 22, 2024

Head Office : 902, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai-400 021.
Telephone : +91 22 2282 4811, 2204 0861 • **Email :** sorabsengineer@yahoo.com, ssemum@sseco.in

Bengaluru Branch : Purva Sunflower Apartment, Flat No. D-1303, 13th Floor, No. 236/4, Magadi Road, Bengaluru-560023.
Telephone : +91 9925879234 • **Email :** sseblr@sseco.in

Jamnagar Branch : Sagar-8, Kamdar Colony, Nr. Kamdar Colony Jain Derasar, Pethraj Raisi Marg, Jamnagar-361006.
Telephone : +91 8980212412

Table A:

(Rs. in Crore)

| ADVANCED MATERIALS UNDERTAKING | | |
|--------------------------------|--------------------------------------|---------------------------------------|
| Particulars | Pre-Scheme (as at March 31, 2024) | Post-Scheme (as at March 31, 2024) |
| Assets (Refer Note 1) | 759.49 | - |
| Liabilities (Refer Note 2) | 194.48 | - |
| Revenue (Refer Note 3) | 1302.27 | - |
| PAT | 145.38 | - |
| Net Worth (Refer Note 4) | 565.01 | - |

1. Total Assets = Non-current Asset + Current Assets
2. Total Liabilities = Non-current liabilities + Current liabilities (Excl. Inter Business Liabilities)
3. Revenue = Revenue from Operations
4. Net worth = Total Assets - Total liabilities (Excl. Inter Business Liabilities)



Date: 21st May, 2024

BSE Ltd.

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

Security Code : 500 101

Security ID : ARVIND

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

Symbol : ARVIND

Dear Sir/Madam

Sub: Application under Regulation 37 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Arrangement between (i) Arvind Limited ("Transferor Company") and its shareholders and creditors; and (ii) Arvind Advanced Materials Limited ("Transferee Company") and its shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

In connection with the above application, as required, we hereby submit write up on history of Arvind Advanced Materials Division (Demerged Undertaking, as defined under Scheme)

History of Arvind Advanced Materials Division

Arvind Advanced Materials has established itself as a leader in the field of high-performance protective and industrial fabrics with state-of-the-art, vertically integrated facilities, stringent quality control and adherence to global standards. The business is managed by Arvind Limited alongwith its subsidiaries.

Advanced material division consists of technical textile, composite, and industrial/filtration products amongst others. Technical textile is one of the fastest emerging sector in the country. Technical textiles are functional fabrics that have applications across various industries including personal protection, industrial safety, healthcare, automobiles, etc.

Arvind Advanced Materials is ISO 9001:2008 certified and serves rapidly growing sectors like general industrial manufacturing, processing, infrastructure, transport, energy, and personal protection. Our specialized fabrics are supplied globally, meeting performance requirements for various end-user applications.

Arvind Limited,
Naroda Road,
Ahmedabad. 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093



Evolution:

2008- Foundation and Early Years:

Arvind Advanced Materials was initiated in 2008, focusing on providing human protection solutions with the introduction of fire retardant (FR) fabric. This marked the beginning of its journey in advanced materials, emphasizing safety and high-performance textiles.

2009-Forward Integration in Human Protection:

In 2009, it expanded its capabilities by integrating forward to produce finished FR apparel. This move allowed it to offer comprehensive solutions in human protection, from raw materials to finished garments.

2010-Technological Advancements:

By 2010, it expanded our technology to include inherent FR fabric and apparel, enhancing our product offerings in the human protection segment. This technological advancement enabled it to deliver superior fire-resistant products.

2011-Diversification into Industrial and Environmental Solutions:

In 2011, Arvind Advanced Materials ventured into industrial and environmental solutions, beginning with wet filtration solutions for major industries. This diversification marked its entry into the industrial sector, broadening its market reach.

2012-Expansion into Specialty Belting and Glass Fabric Manufacturing:

Its category expansion continued in 2012 with the introduction of specialty belting for conveyor applications. Additionally, it began manufacturing glass fabric with PD Glass, enhancing its capabilities in providing advanced composite solutions.

2013- Further Expansion in Human Protection and Transportation Solutions:

In 2013, it continued to expand its human protection solutions by introducing non-FR fabric and garments. It also established transportation solutions, enhancing our capability in automotive fabrics and marking our entry into the transportation sector.

2014- Backward and Forward Integration:

The year 2014 saw significant growth with the establishment of a non-wovens facility in collaboration with OG Non Wovens, achieving backward integration. It also achieved forward integration in advanced composites and technical yarns, alongside technological expansion in human protection with a new coating facility.

2015- Technological Enhancements:

Arvind Limited,
Naroda Road,
Ahmedabad, 380 025, India
Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093



In 2015, it further expanded its technological capabilities with the addition of mass transport composite capabilities, hot gas filtration, and industrial belting.

2016 Onwards- Continued Technological Expansion and Partnerships:

From 2016 onwards, it continued to expand its technological capabilities in human protection solutions and industrial solutions with the establishment of a lamination facility.

Current Capabilities and Global Presence:

Arvind Advanced Materials now operates more than 10 state-of-the-art facilities across Gujarat, equipped with best-in-class equipment and fully developed inspection, testing, and product development setups. Its vertically integrated facilities ensure stringent quality control and compliance with global standards.

Diverse product offerings include:

- **Human Protection:** From spinning and weaving to garmenting and finishing providing comprehensive solutions.
- **Composites:** Technologies such as glass fabric weaving, pultrusion, hand lamination, RTM, filament winding, and prepregs.
- **Filtration:** Needle-punched felt, woven filter media, and made-ups.
- **Technical Yarns:** Handling a variety of specialized yarns.
- **Coating and Lamination**
- **Automotive Fabrics:** In-house design and development, along with a wide range of automotive fabrics.

For Arvind Limited



Krunal Bhatt
Company Secretary



SORAB S. ENGINEER & CO. (Regd.)
CHARTERED ACCOUNTANTS

TELEPHONE : +91 79 29700466
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To,
BSE Ltd.
 Listing Dept. / Dept. of Corporate Services
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To,
National Stock Exchange of India Ltd.
 Listing Dept., Exchange Plaza, 5th Floor
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 Bandra (E)
 Mumbai - 400 051

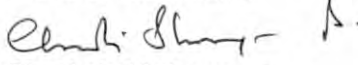
Certificate of Equity Share Capital Built-up of Arvind Advanced Materials Limited

Based on the financials statements of Arvind Advanced Materials Limited and information and explanation given to us, we certify that the Equity Share Capital built-up of Arvind Advanced Materials Limited is set out in the following table:

| Details of the existing Equity Share Capital of the Company | | | | | | |
|---|-------------------|---------------------------|-------------------------------|----------|-----------------------|----------------------------------|
| | Date of allotment | Number of shares allotted | Face Value of shares allotted | Amount | Form of consideration | Equity Shares /Preference Shares |
| 1 | 24/11/2015 | 10,000 | 10 | 1,00,000 | Cash | Equity |
| 2 | 06/04/2016 | 1,429 | 10 | 14,290 | Cash | Equity |

This certificate is issued upon request of the company for the purpose of submitting the same with the BSE Limited and National Stock Exchange of India Limited for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation.

For, **Sorab S. Engineer & Co.**
 Firm Registration No. 110417W
 Chartered Accountants



CA. Chokshi Shreyas B.

Partner

Membership No. 100892

UDIN: 24100892BJZWYW3565

Ahmedabad

May 22, 2024



Head Office : 902, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai-400 021.
Telephone : +91 22 2282 4811, 2204 0861 • **Email :** sorabsengineer@yahoo.com, ssemum@sseco.in

Bengaluru Branch : Purva Sunflower Apartment, Flat No. D-1303, 13th Floor, No. 236/4, Magadi Road, Bengaluru-560023.
Telephone : +91 9925879234 • **Email :** sseblr@sseco.in

Jamnagar Branch : Sagar-8, Kamdar Colony, Nr. Kamdar Colony Jain Derasar, Pethraj Raisi Marg, Jamnagar-361006.
Telephone : +91 8980212412

SORAB S. ENGINEER & CO. (Regd.)
CHARTERED ACCOUNTANTS

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804, SAKAR-IX,
 BESIDES OLD RBI,
 ASHRAM ROAD,
 AHMEDABAD-380 009

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

To,
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: 500 101
Security ID: ARVIND

Symbol: ARVIND

Dear Sir/Madam,

Sub: Application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Arrangement between Arvind Limited (Transferor Company) and Arvind Advanced Materials Limited (Transferee Company) and its shareholders and creditors under Section 230 to 232 and other applicable provisions of The Companies Act, 2013

In connection with the subject matter, we hereby certify the following table showing Comparison of Revenue and Net Worth of Advanced Materials Undertaking of Arvind Limited with the Total Revenue and Net Worth of Arvind Limited in last three financial years:

| Particulars | (in crores) | | |
|--|-----------------|-----------------|-----------------|
| | Year 1 23-24 | Year 2 22-23 | Year 3 21-22 |
| Revenue | | | |
| Advanced Materials Undertaking | 1,302.27 | 1,128.84 | 902.89 |
| Arvind Limited (Standalone of Listed Entity) | 7,100.46 | 7,729.02* | 7,459.57 |
| Net Worth | | | |
| Advanced Materials Undertaking** | 565.01 | 514.62 | 419.99 |
| Arvind Limited (Standalone of Listed Entity) | 3,476.37 | 3,296.36 | 3,011.35 |

* This includes revenue of Rs. 6.33 crores from discontinued operations.

** The figures of Previous Years have been regrouped and reclassified, wherever necessary.

This certificate is issued upon request of the company for the purpose of submitting the same with the BSE Limited and National Stock Exchange of India Limited for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation.

For, **Sorab S. Engineer & Co.**
 Firm Registration No. 110417W
 Chartered Accountants

CA. Chokshi Shreyas B.
CA. Chokshi Shreyas B.
 Partner
 Membership No. 100892
 UDIN: 24100892BJZWYX6440
 Ahmedabad
 May 22, 2024



Head Office : 902, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai-400 021.
Telephone : +91 22 2282 4811, 2204 0861 • **Email :** sorabsengineer@yahoo.com, ssemum@sseco.in

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Telephone : +91 9925879234 • **Email :** sseblr@sseco.in

Jamnagar Branch : Sagar-8, Kamdar Colony, Nr. Kamdar Colony Jain Derasar, Pethraj Raisi Marg, Jamnagar-361006.
Telephone : +91 8980212412

22nd May, 2024

BSE Ltd.

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

Security Code : 500 101
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Listing Dept., Exchange Plaza, 5th Floor
Plot No. C/1, G. Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Symbol : ARVIND

Dear Sir/Madam,

Sub.: Valuation Report / Fairness Opinion

Ref.: Application under Regulation 37 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the proposed Scheme of Arrangement between (i) Arvind Limited ("Transferor Company") and its shareholders and creditors; and (ii) Arvind Advanced Materials Limited ("Transferee Company") and its shareholders and creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

The Advanced Materials Undertaking (as defined in the Scheme) is proposed to be transferred from Arvind Limited (Transferor Company) to its wholly owned subsidiary company viz. Arvind Advanced Materials Limited (Transferee Company). No shares are proposed to be issued pursuant to the Scheme and there will be no change in Shareholding Pattern of any of the companies involved in the Scheme. Hence, the valuation report and fairness opinion are not applicable.

Yours faithfully,
For, Arvind Limited

Krunal Bhatt
Company Secretary



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Naroda Road,
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Tel.: +91 79 68268000
CIN: L17119GJ1931PLC000093

Book Post / Courier

If undelivered, please return to:

Arvind Limited, Naroad Road, Ahmedabad-382 345. INDIA