

**ARVIND LIMITED**  
**(CIN: L17119GJ1931PLC000093)**

Regd. Office: Naroda Road, Ahmedabad - 380025.

Phone: 079-68268000, Email: [investor@arvind.in](mailto:investor@arvind.in), Website: [www.arvind.com](http://www.arvind.com)

**Postal Ballot Notice**

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") and General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, latest amended by General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), that the resolutions as set out in this notice, are proposed to be transacted by the Members through postal ballot by remote e-Voting only ("remote e-Voting").

An Explanatory Statement pursuant to Section 102(2) of the Act setting out all material facts relating to the proposed resolutions are annexed hereto for your consideration.

The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Hitesh Buch, proprietor of M/s Hitesh Buch & Associates, Practicing Company Secretaries, (COP No. 8195) as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility for its Members. The procedure for e-voting is given in Point No. 7 below in the Notes. The E-Voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from 9:00 AM on Friday, 21<sup>st</sup> June, 2024 up to 5:00 PM on Saturday, 20<sup>th</sup> July, 2024. E-Voting module will be blocked by NSDL at 5:00 PM on Saturday, 20<sup>th</sup> July, 2024 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced within 2 working days from the closure of e-voting and shall be communicated to BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") where the equity shares of the Company are listed.

The results of the Postal Ballot/E-Voting will also be displayed on the Company's website at <https://www.arvind.com/> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

## **Special Business**

### **Item No. 1:**

#### **Re-appointment of Mr. Jayesh Shah as Director and Group Chief Financial Officer of the Company.**

**To consider and if thought fit, to approve the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and also subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Jayesh Shah (DIN: 00008349) as Whole Time Director designated as "Director & Group Chief Financial Officer", for a period of five years commencing from 1<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2029, and that he be paid remuneration by way of salary, perquisites, allowances and commission as may be approved by the Board of Directors of the Company and the Nomination & Remuneration Committee (NRC) and as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT wherein any financial year during the currency of the tenure of office of Mr. Jayesh Shah as Director & Group Chief Financial Officer, if there is profit then the overall managerial remuneration payable to Mr. Jayesh Shah shall be such amount as may be fixed by the Board of Directors from time to time on recommendation of the NRC, but shall not exceed 5% (five per cent) of net profits of the Company as laid down in Section 197 read with Section I of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event, if the Company has no profits or its profits are inadequate in any financial year, the Company will pay a minimum remuneration by way of salary, perquisites, benefits and allowances, performance incentive, etc. for a period not exceeding 3 (Three) years as per Section II (A) of Part II of Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modifications and / or re-enactment thereof as may be decided by the Board from time to time on recommendation of NRC.

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

**Item No. 2:**

**Appointment of Mr. Susheel Kaul as Managing Director & President (Textiles) of the Company:**

**To consider and if thought fit, to approve the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 , including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Susheel Kaul (DIN: 08208011) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6<sup>th</sup> May, 2024 in terms of Section 161 of the Companies Act 2013 and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and also subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the appointment of Mr. Susheel Kaul, as Managing Director designated as “Managing Director & President (Textiles)”, for a period of three years commencing from 6<sup>th</sup> May, 2024 to 5<sup>th</sup> May, 2027, and that he be paid remuneration by way of salary, perquisites, allowances and commission as may be approved by the Board of Directors of the Company and the Nomination & Remuneration Committee (NRC) and as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT wherein any financial year during the currency of the tenure of office of Mr. Susheel Kaul as Managing Director, if there is profit then the overall managerial remuneration payable to Mr. Susheel Kaul shall be such amount as may be fixed by the Board of Directors from time to time on recommendation of the NRC, but shall not exceed 5% (five per cent) of net profits of the Company as laid down in Section 197 read with Section I of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event, if the Company has no profits or its profits are inadequate in any financial year, the Company will pay a minimum remuneration by way of salary, perquisites, benefits and allowances, performance incentive, etc. for a period not exceeding 3 (Three) years as per Section II (A) of Part II of Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modifications and / or re-enactment thereof as may be decided by the Board from time to time on recommendation of NRC.

RESOLVED FURTHER THAT the Board of Directors and the NRC be and are hereby severally authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Susheel Kaul.”

**Item No. 3:**

**Appointment of Mr. Nilesh Mehta as an Independent Director of the Company.**

**To consider and if thought fit, to approve the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Nilesh Mehta (DIN : 00199071), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from 12<sup>th</sup> May, 2024 who qualifies for being appointed as an independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for an initial term of five consecutive years i.e. upto 11<sup>th</sup> May, 2029”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office:  
Naroda Road  
Ahmedabad-380025**

**Date: 6<sup>th</sup> May, 2024  
Place: Ahmedabad**

**By Order of the Board**

**Krunal Bhatt  
Company Secretary  
Membership No. A20162**

## NOTES:

1. The approval of shareholders of the Company is solicited by passing special resolutions through Postal Ballot/ E-Voting for businesses set out in Item No. 1 to 3 of this Notice. This Postal Ballot Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, 14<sup>th</sup> June, 2024 ("**Cut-off Date**"). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.**
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special business is appended.
3. Resolutions, if approved, by the shareholders by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the shareholders and the last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the MCA Circulars, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at <https://www.arvind.com/>.
5. **The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "AL-Postal Ballot-Registration of e-mail Ids" to Registrar and Transfer Agent of the Company, i.e., Link Intime India Private Limited at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) or to the Company at [investor@arvind.in](mailto:investor@arvind.in) with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.**
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. **Voting through Electronic Means:**

The Company is providing remote e-voting facility to its Members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>.

The voting period begins from 9:00 AM on Friday, 21<sup>st</sup> June, 2024 up to 5:00 PM on Saturday, 20<sup>th</sup> July, 2024. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. 14<sup>th</sup> June, 2024 may cast their vote electronically.

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 securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b></li></ol>

	<p>and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in	<p>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</p>

demat mode) login through their depository participants	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.
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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](http://www.evoting.nsdl.com) .
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcs.buchassociates@gmail.com](mailto:pcs.buchassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@arvind.in](mailto:investor@arvind.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@arvind.in](mailto:investor@arvind.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

##### **Item No. 1:**

Resolution under Item No. 1 of the Notice relates to the re-appointment of Mr. Jayesh Shah (DIN: 00008349) as Whole Time Director of the Company designated as “Director & Group Chief Financial Officer” for a further period of five years from 1<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2029 and approval of his remuneration and terms of reappointment.

The existing term of Mr. Jayesh Shah as Director & Group Chief Financial Officer expires on 30<sup>th</sup> September, 2024. The Nomination and Remuneration Committee (NRC), at its meeting held on 6<sup>th</sup> May, 2024, had recommended the re-appointment of Mr. Jayesh Shah as Director & Group Chief Financial Officer and terms of remuneration payable to him for a further period of five years from 1<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2029. The Board of Directors, at its meeting held on 6<sup>th</sup> May, 2024, had approved the same. The NRC and the Board of Directors of the Company are of the opinion that he is fit and proper person to hold the said office and his re-appointment will be in the interest of the Company. He shall be liable to retire by rotation as per the applicable provisions of the Companies Act 2013.

The material terms of remuneration of Mr. Jayesh Shah with effect from 1<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2029, as approved by both NRC and Board of Directors in their respective meetings held on 6<sup>th</sup> May, 2024 are as under:

**A. Basic Salary:**

Rs. 6,37,000 (Rupees Six Lakhs Thirty Seven Thousand only) per month with such increase as may be decided by the Board of Directors (which includes any Committee thereof) from time to time, but subject to maximum salary of Rs. 8,00,000 (Rupees Eight Lakhs only) per month.

**B. Perquisites & Allowances:**

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

**Category – A:**

(i) Housing :

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

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

(ii) Other Allowances:

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

(iii) Personal Accident Insurance:

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

(iv) Club Fees:

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

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

(v) Medical Reimbursement:

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

**Category – B:**

- (i) The Company shall contribute towards Provident Fund/ other retirement funds, if any provided that such contributions either singly or put together shall not exceed the tax-free limit prescribed under the Income-tax Act.
- (ii) The Company shall pay Gratuity as per rules of the Company.
- (iii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per rules of the Company.

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

**Category – C:**

- (i) The Company shall provide car(s) with driver at the entire cost of the Company for use on Company's business and the same will not be considered as perquisites.
- (ii) The Company shall provide telephone and other communication facilities at the residence of the Director and Group Chief Financial Officer at the entire cost of the Company.

**Category – D:**

The Director and Group Chief Financial Officer shall be entitled to Performance Linked Variable Pay/Special Allowance/Role Award/Bonus/ Commission on profits or in any other form as the Nomination and Remuneration Committee and the Board of Directors may determine from time to time, based on the performance and profitability of the Company, not exceeding Rs. 4,00,00,000/- (Rupees Four Crores only) per annum.

**Overall and Minimum Remuneration Limit:**

Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of office of Mr. Jayesh Shah as Director & Group Chief Financial Officer, if there is profit then the overall managerial remuneration payable to him shall be such amount as may be fixed by the Board of Directors from time to time on recommendation of the NRC within the overall limit of 5% (five per cent) of net profits of the Company as laid down in Section 197 read with Section I of Part II of Schedule V to the Companies Act, 2013.

Notwithstanding anything to the contrary herein contained, in the event, if the Company has no profits or its profits are inadequate in any financial year, the Company will pay a minimum remuneration by way of salary, perquisites, benefits and allowances, performance incentive, etc. for a period not exceeding 3 (Three) years as per Section II (A) of Part II of Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modifications and / or re-enactment thereof as may be decided by the Board from time to time on recommendation of NRC.

The above mentioned remuneration may be altered, amended, varied, enhanced or modified from time to time by the Board of Directors of Company on recommendation of NRC as it may, in its discretion, deem fit, within the minimum and maximum amount as mentioned above as Managerial Remuneration in accordance with the provisions of the Companies Act, 2013 including those of Schedule V or any amendments thereto made hereafter in this regard. As required under Schedule V to the Companies Act, 2013, the relevant details for to be sent along with the notice are as under:

**I      General Information:**

- (1)      Nature of Industry:

Textiles Industry.

- (2)      Date or expected date of commencement of commercial production:

The Company was incorporated on 1<sup>st</sup> June, 1931 and commenced commercial production thereafter.

- (3)      In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

- (4) Financial performance based on given indicators:

Financial performance of the Company as per audited financial statements for the year ended 31<sup>st</sup> March, 2024 are as under:

Particulars	Rs. In Crores
Total Income	7153.84
EBIDTA	790.04
Net profit	304.90

- (5) Foreign investments or collaborations, if any:

Not Applicable.

## **II Information about the appointee:**

- (1) Background details:

Mr. Jayesh Shah is the Director and Chief Financial Officer of Arvind Limited, the flagship company of the Lalbhai Group. He was working with the group in its various business divisions since 1985 and in the year 2002, he became Director on the Board. Mr. Shah has distinguished academic career and has extensive administrative, financial regulatory and managerial expertise with his vast experience in the field. He started his career in Garment division of the Lalbhai Group, and then textile division and also looked after all the financial aspects of the group companies, viz. Textiles, branded garments, electronics, and telecom. He was also actively involved in merger, acquisition, expansion, diversification, project funding and Euro issue of the company. Being a dynamic professional, he has always been exploring new business opportunities and challenges. Mr. Shah is an Associate member of ICAI and a Commerce Graduate from Gujarat University.

- (2) Past Remuneration:

Rs. In Lacs		
Particulars	FY 2023-24	FY 2022-23
Salary	76.44	69.48
Perquisites/Allowances/retrials	168.06	161.03
Commission/Bonus	305.00	321.60
Total	549.50	552.11

- (3) Recognition or awards: -

- (4) Job profile and his suitability:

Mr. Jayesh Shah has been appointed as the Director and Group Chief Financial Officer of the Company and he will carry out such duties as may be entrusted to him by the Chairman and Managing Director but subject to supervision and control of Board of Directors, from time to time. Taking into consideration his qualifications and expertise

in the relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.

(5) Remuneration proposed:

The details of the proposed remuneration have already been explained hereinabove.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the size of the Company, the profile of Mr. Jayesh Shah, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to similar appointees in other companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Besides the remuneration proposed and, Mr. Jayesh Shah, does not have any pecuniary relationship with the Company and its managerial personnel or other directors.

**III Other Information:**

(1) Reason of loss or inadequate profit:

Not Applicable.

(2) Steps taken or proposed to be taken for improvement:

Not Applicable.

(3) Expected increase in productivity and profits in measurable terms:

Not Applicable.

Details of Mr. Jayesh Shah pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the "Annexure" to this Postal Ballot Notice.

Since the resolution relates to appointment and remuneration of Mr. Jayesh Shah, he is deemed to be concerned or interested in the said resolution. None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution set out in the notice.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.



## **Item No. 2:**

The Board of Directors in the meeting held on 6<sup>th</sup> May, 2024, on recommendation of Nomination and Remuneration Committee ("NRC") appointed Mr. Susheel Kaul (DIN: 08208011) as an Additional Director designated as "Managing Director & President (Textiles)" of the Company with effect from 6<sup>th</sup> May, 2024.

In terms of section 160 of the Companies Act, 2013, the Company has received a notice in writing, from a member, proposing the candidature of Mr. Susheel Kaul, for the office of Director. The Company has also received Mr. Susheel Kaul, consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The NRC and the Board of Directors of the Company are of the opinion that Mr. Kaul is fit and proper persons to hold the said office and his appointment will be in the interest of the Company.

The material terms of remuneration of Mr. Susheel Kaul effective from 6<sup>th</sup> May, 2024 to 5<sup>th</sup> May, 2027, as approved by both NRC and Board of Directors in their respective meetings held on 6<sup>th</sup> May, 2024 are as under:

### **A. Basic Salary:**

Rs.10,35,000/- (Rupees Ten Lacs Thirty Five Thousand only) per month with such increase as may be decided by Board of Directors (which includes any Committee thereof) from time to time subject to a maximum of Rs.13,00,000/- (Rupees Thirteen Lakhs only) per month.

### **B. Perquisites & Allowances:**

In addition to salary, the following perquisites / allowances shall be allowed to the Managing Director & President (Textiles):

#### **Category – A:**

- (i) HRA, medical & Other Allowances etc. as per the company policy
- (ii) Personal Accident Insurance as per the company policy

#### **Category – B:**

The Company shall contribute towards Provident Fund / other retirement fund, if any provided that such contributions either singly or put together shall not exceed the tax-free limit prescribed under the Income-tax Act.

- (i) The Company shall pay Gratuity as per rules of the Company.
- (ii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be en-cashed at the end of the term as per rules of the Company. The above shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.

### **Category – C:**

The Managing Director & President (Textiles) shall be entitled to Performance Linked Variable Pay/Special Allowance/Role Award/Bonus/Retention Allowance etc. or in any other form as the Nomination and Remuneration Committee and the Board of Directors may determine from time to time, based on the performance and profitability of the Company, not exceeding Rs. 6,00,00,000/- (Rupees Six Crores only) per annum.

### **C. Entitlement to Shares:**

Mr. Susheel Kaul has been granted options under various Employees Stock Option Plans of the Company. Out of these, 5,00,000 (Five Lakhs) stock options are pending to be exercised by him and may lead to salary in form of perquisite on exercise. Further options may also be granted by NRC, if he is found eligible under active Employees Stock Option Plan of the Company.

### **Overall and Minimum Remuneration Limit:**

Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of office of Mr. Susheel Kaul as Managing Director & President (Textiles), if there is profit then the overall managerial remuneration payable to him shall be such amount as may be fixed by the Board of Directors from time to time on recommendation of the NRC within the overall limit of 5% (five per cent) of net profits of the Company as laid down in Section 197 read with Section I of Part II of Schedule V to the Companies Act, 2013.

Notwithstanding anything to the contrary herein contained, in the event, if the Company has no profits or its profits are inadequate in any financial year, the Company will pay a minimum remuneration by way of salary, perquisites, benefits and allowances, performance incentive, etc. for a period not exceeding 3 (Three) years as per Section II (A) of Part II of Schedule V to the Companies Act, 2013 and rules made thereunder or any statutory modifications and / or re-enactment thereof as may be decided by the Board from time to time on recommendation of NRC.

The above mentioned remuneration may be altered, amended, varied, enhanced or modified from time to time by the Board of Directors of Company on recommendation of NRC as it may, in its discretion, deem fit, within the minimum and maximum amount as mentioned above as Managerial Remuneration in accordance with the provisions of the Companies Act, 2013 including those of Schedule V or any amendments thereto made hereafter in this regard. As required under Schedule V to the Companies Act, 2013, the relevant details for to be sent along with the notice are as under:

### **I General Information:**

#### **(1) Nature of Industry:**

Textiles Industry.

- (2) Date or expected date of commencement of commercial production:

The Company was incorporated on 1<sup>st</sup> June, 1931 and commenced commercial production thereafter.

- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

- (4) Financial performance based on given indicators:

Financial performance of the Company as per audited financial statements for the year ended 31<sup>st</sup> March, 2024 are as under:

Particulars	Rs. In Crores
Total Income	7153.84
EBIDTA	790.04
Net profit	304.90

- (5) Foreign investments or collaborations, if any:

Not Applicable.

## **II Information about the appointee:**

- (1) Background details:

Mr. Susheel Kaul has been working 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. His assignments included Quality Assurance and Product Development, Operations and Business Process Reengineering. In 2002, Mr. Kaul took over independent charge of Khakhis Business division. In 2007, he took over as the CEO of Shirting & Khakhis Businesses. Prior to becoming director, he was working as the President & CEO - Textiles & Apparel.

- (2) Past Remuneration:

Mr. Susheel Kaul was not drawing any remuneration as managerial personnel under the Companies Act, 2013.

- (3) Recognition or awards: -

- (4) Job profile and his suitability:

He is being appointed as the Managing Director & President (Textiles) of the Company and is in charge of overall management of Textile Business of the Company subject to

the direction, supervision and control of Board of Directors of the Company. Taking into consideration his qualifications and expertise in the relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.

(6) Remuneration proposed:

The details of the proposed remuneration have already been explained hereinabove.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the size of the Company, the profile of Mr. Susheel Kaul, the ongoing responsibilities being shouldered by him and the industry benchmarks, the remuneration proposed to be paid to them is commensurate with the remuneration packages paid to similar appointees in other companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Besides the remuneration proposed and to the extent of ESOPs granted to him, Mr. Susheel Kaul, does not have any pecuniary relationship with the Company and its managerial personnel or other directors.

**III Other Information:**

(1) Reason of loss or inadequate profit:

Not Applicable.

(2) Steps taken or proposed to be taken for improvement:

Not Applicable.

(3) Expected increase in productivity and profits in measurable terms:

Not Applicable.

Details of Mr. Susheel Kaul pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the "Annexure" to this Postal Ballot Notice.

Since the resolution relates to appointment and remuneration of Mr. Susheel Kaul, he is deemed to be concerned or interested in the said resolution. None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution set out in the notice.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

**Item No. 3:**

The Board of Directors in the meeting held on 6<sup>th</sup> May, 2024, upon recommendation of Nomination and Remuneration Committee, appointed Mr. Nilesh Mehta (DIN: 00199071) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from 12<sup>th</sup> May, 2024, 2022 to 11<sup>th</sup> May, 2029, subject to approval of the Members of the Company.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") approval of Members for appointment of person on the Board of Directors should be taken at the next General Meeting or within a period of 3 months, whichever is earlier.

Mr. Nilesh Mehta is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Nilesh Mehta that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Nilesh Mehta for the office of Independent Director of the Company

In the opinion of the Board, Mr. Nilesh Mehta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee reviewed the capabilities of Mr. Nilesh Mehta vis a vis the role and capabilities required in the Board based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Nilesh Mehta as an Independent Director, for a term of 5 (Five) consecutive years effective from 6<sup>th</sup> May, 2024. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Mehta possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of investing, financial services and business strategy.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

In line with the Company's remuneration policy for Independent Directors, Mr. Nilesh Mehta will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and commission on a yearly basis of such sum as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013 of up to 1% of the net profits of the Company during any financial year, in aggregate payable to all Non-Executive Directors put together. Details of remuneration paid to independent directors shall be disclosed as part of the Annual Report.

The Board of Directors also appointed Mr. Nilesh Mehta as member of Audit Committee, Risk Management Committee and Nomination and Remuneration Committee with effect from 12<sup>th</sup> May, 2024.

Considering Mr. Nilesh Mehta's Professional experience in the fields of investing, financial services and business strategy, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 12<sup>th</sup> May, 2024 to 11<sup>th</sup> May, 2029.

Draft letter of appointment of Mr. Nilesh Mehta setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect of Mr. Nilesh Mehta, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice. A brief profile of Mr. Nilesh Mehta is also provided at Annexure to this Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Nilesh Mehta and his relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board of Directors recommends the special resolution proposing the appointment of Mr. Nilesh Mehta as an Independent Director of the Company, as set out in Item No.3 for approval by the Members.

**Registered Office:**  
**Naroda Road**  
**Ahmedabad-380025**

**Date: 6<sup>th</sup> May, 2024**  
**Place: Ahmedabad**

**By Order of the Board**

**Krunal Bhatt**  
**Company Secretary**  
**Membership No. A20162**

**ANNEXURE TO THE NOTICE****Details of Directors seeking appointment and reappointment:**

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

Name of the Director	<b>Mr. Jayesh Shah</b>	<b>Mr. Susheel Kaul</b>	<b>Mr. Nilesh Mehta</b>
Director Identification Number (DIN)	00008349	08208011	00199071
Date of Birth and Age	25 <sup>th</sup> May 1960 (63 years)	3 <sup>rd</sup> August 1966 (57 years)	24 <sup>th</sup> April, 1962, (62 years)
Date of first appointment on the Board	20 <sup>th</sup> November 2002	6 <sup>th</sup> May, 2024	12 <sup>th</sup> May, 2024
Qualifications	<ul style="list-style-type: none"><li>• Commerce Graduate</li><li>• Chartered Accountant</li></ul>	Post Graduate in Textiles from the Indian Institute of Technology, Delhi	<ul style="list-style-type: none"><li>• Commerce Graduate</li><li>• Chartered Accountant</li><li>• Management Graduate from the Indian Institute of Management, Ahmedabad</li></ul>
Expertise in specific functional area	Finance, Accounts, MIS, Merger, Acquisition, Expansion, Diversification, Project funding, Euro-issue and Financial Restructuring	Quality Assurance and Product Development, Operations & Business process reengineering	Investing, financial services and business strategy

<p>Brief Profile &amp; Experience</p>	<p>Mr. Jayesh Shah is the Director and Chief Financial Officer of Arvind Limited, the flagship company of the Lalbhai Group. He was working with the group in its various business divisions since 1985 and in the year 2002, he became Director on the Board. Mr. Shah has distinguished academic career and has extensive administrative, financial regulatory and managerial expertise with his vast experience in the field. He started his career in Garment division of the Lalbhai Group, and then textile division and also looked after all the financial aspects of the group companies, viz. Textiles, branded garments, electronics, and telecom. He was also actively involved in merger, acquisition, expansion, diversification, project funding and Euro issue of the company. Being a dynamic professional, he has always been exploring new business opportunities and challenges. Mr. Shah is an Associate member of ICAI and a Commerce Graduate from Gujarat University.</p>	<p>Mr. Susheel Kaul has been working with Arvind Ltd, since 1993. He joined Arvind group as a Management Trainee after completing Post Graduation in Textiles from The Indian Institute of Technology, Delhi. His assignments included Quality Assurance and Product Development, Operations and Business Process Reengineering. In 2002, Mr. Kaul took over independent charge of Khakhis Business division. In 2007, he took over as the CEO of Shirting &amp; Khakhis Businesses. Prior to his appointment as director by the Board of Directors, he was working as the President &amp; CEO - Textiles &amp; Apparel of the Company.</p>	<p>Mr. Nilesh Mehta has over forty years of experience in investing, financial services and business strategy – of which more than twenty years are in direct private equity investing. He is a Chartered Accountant and a management graduate from the Indian Institute of Management, Ahmedabad. He holds a Bachelors of Commerce from Gujarat University. He is co-founder and Managing partner of Access India Fund-1. Prior to founding Access, he was part of the founding team in India at Aureos, which managed SME private equity funds across developing economies. He has also earlier founded Infinity II, a technology fund, and also managed unlisted investments at Meghraj Financial. He is Charter Member of TiE, Mumbai. Mr. Mehta also sits on the Boards of a few public and private limited companies, and is one of the founder trustees of Aavishkaar Micro Venture Fund, set up to invest in socially relevant, sustainable and scalable rural businesses.</p>
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Number of Shares held in the Company as beneficial owner (as on date of the postal ballot notice)	9,14,924	3,41,154	Nil
Details of remuneration sought to be paid	As per explanatory statement set out in item No. 1 of the postal ballot notice	As per explanatory statement set out in item No. 2 of the postal ballot notice	He shall be entitled to sitting fees for attending meetings of the Board/ Committees and commission as approved by the Board of Directors within the overall limit sanctioned by the Shareholders and as prescribed under the Companies Act 2013
Remuneration last drawn	Rs. 5.49 Crores (FY 2023-24)	N.A being first appointment	N.A being first appointment
Number of Board Meetings attended (FY2023-24)	4 out of 4	NA	NA
Directorships in other Companies as on date of postal ballot notice	Unlisted companies: <ul style="list-style-type: none"> <li>• Arvind Envisol Ltd.</li> <li>• Arvind PD Composites Pvt. Ltd.</li> <li>• Arvind Technical Products Pvt. Ltd.</li> <li>• Aura Business Enterprise Pvt. Ltd.</li> <li>• Aura Securities Pvt. Ltd.</li> <li>• Amplus Capital Advisors Pvt. Ltd.</li> <li>• Firenze properties and investments Pvt. Ltd.</li> <li>• Value Fashion Retail Ltd.</li> </ul>	Unlisted companies: <ul style="list-style-type: none"> <li>• Arvind Advanced Materials Ltd.</li> </ul> Listed Companies:  Nil	Unlisted companies: <ul style="list-style-type: none"> <li>• Axar Digital Services Pvt. Ltd.</li> <li>• Vikalpa Financial and Management Services Pvt. Ltd.</li> <li>• Beroe Consulting India Pvt. Ltd.</li> <li>• Telesia Networks Pvt. Ltd.</li> <li>• Access Trusteeship Company Pvt. Ltd.</li> <li>• Alliance Insurance Brokers Pvt. Ltd.</li> <li>• Aavishkaar Venture Trustees Pvt. Ltd.</li> </ul>

	<ul style="list-style-type: none"> <li>• Arvind Foundation</li> <li>• Arvind Indigo Foundation</li> <li>• Arvind worldwide inc. USA</li> </ul> <p>Listed Companies:</p> <p>Nil</p>		<p>Listed Companies:</p> <p>Nil</p>
Membership/Chairman ship of Committees of other Boards	Nil	Nil	Nil
Listed Entities from which Director has resigned as Director in past three years	Nil	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None	None