

FORM NO. MGT-13

Report of Scrutinizer[Pursuant to Section 109 of the Companies Act, 2013
and

Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Sanjay S. Lalbhai

The Chairman83rd Annual General Meeting of Equity Shareholders of Arvind Limited (hereinafter referred to as the Company) held on Wednesday, 30th day of July, 2014 at 9.30 AM at Ahmedabad

Dear Sir,

I, Mr. Hitesh D. Buch, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 83rd Annual General Meeting of the Shareholders of the Company held on Wednesday, 30th day of July, 2014 at 9.30 AM Thakorbhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380006, submit my report as under:

- A. After the time fixed for closing of the poll by the Chairman, 2 (two) ballot boxes kept for polling were locked in my presence with due identification mark placed on them by me.
- B. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (Sharepro Services (India) Pvt. Ltd.) and the authorizations / proxies lodged with the Company. The voters were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.
- C. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and record for the same was separately maintained.
- D. The result of the Poll is as under:

1. Resolution Item No. 1 : Ordinary Resolution

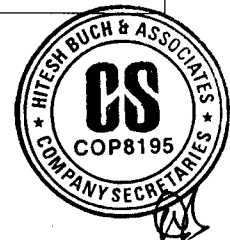
To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%



iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

2. Resolution Item No. 2 : Ordinary Resolution

To declare a dividend on equity shares.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053563	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

3. Resolution Item No. 3 : Ordinary Resolution

To appoint a Director in place of **Mr. Sanjay S Lalbhai** (holding DIN - 00008329), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500



4. Resolution Item No. 4 : Ordinary Resolution

To appoint Sorab S. Engineer & Co., Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

5. Resolution Item No. 5 : Ordinary Resolution

To appoint Dr. Bakul Dholakia (holding DIN -00005754) as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

6. Resolution Item No. 6 : Ordinary Resolution

To appoint Ms. Renuka Ramnath (holding DIN -00147182) as an Independent Director of the Company.

i. Voted in favour of the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

7. Resolution Item No. 7: Ordinary Resolution

To appoint Mr. Dileep C Choksi (holding DIN -00016322) as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

8. Resolution Item No.8 : Ordinary Resolution

To appoint of Mr. Vallabh Bhanshali (holding DIN -00184775) as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

9. Resolution Item No. 9 : Special Resolution

To appoint and approve overall remuneration of Mr. Jayesh Shah (holding DIN – 00008349) as Whole-time Director and Chief Financial Officer for a period of five years from 1st October, 2014 to 30th September, 2019.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

10. Resolution Item No. 10 : Special Resolution

To borrow monies in excess of paid up capital and free reserves.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500



11. Resolution Item No. 11: Special Resolution

To create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure the financial assistance.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

12. Resolution Item No. 12: Special Resolution

To create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure the financial assistance.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

13. Resolution Item No. 13: Special Resolution

To alter Articles of Association of the Company by inserting new article 149A.

i. Voted in favour of the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

14. Resolution Item No.14 : Ordinary Resolution

To approve remuneration of the Cost Auditors.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

15. Resolution Item No.15 : Ordinary Resolution

Not to fill, for the time being, the vacancy caused by the retirement of Mr. Sudhir Mehta, Director, who retires by rotation at the AGM and does not seek re-appointment

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%



iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

- E. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- F. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



CS Hitesh D. Buch
Hitesh Buch & Associates
Company Secretaries
310, Aditya Plaza, 3rd Floor,
Jodhpur, Satellite,
Ahmedabad - 380015



CP No. 8195

Place: Ahmedabad
Date: 30th July, 2014