



ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)

Regd. Office: Naroda Road, Ahmedabad - 382345.

Phone: 079-68268000, Email: investor@arvind.in, Website: 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. 20/2020 dated 5th May, 2020, latest amended by General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 ("SEBI Circular"), 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 resolution is 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 from 9:00 A.M. on Thursday, 9th October, 2025 up to 5:00 P.M. on Friday, 7th November, 2025. E-Voting module will be blocked by NSDL at 5:00 P.M. on Friday, 7th November, 2025 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.

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:

To appoint Mr. Gokul Mrugesh Jaykrishna (DIN: 00671652) 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. Gokul Mrugesh Jaykrishna (DIN : 00671652), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from 8th September, 2025, 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 a term of five consecutive years i.e. up to 7th September, 2030.”

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

ITEM NO. 2:

To approve payment of annual remuneration to Mr. Sanjay Lalbhai, Chairman (Executive Director part of promoter or member of promoter group) pursuant to Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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

“RESOLVED THAT pursuant to Regulation 17(6)(e)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions thereof, Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in partial modification to the resolution passed by the members through Postal Ballot on 30th April, 2022 for appointment and remuneration of Mr. Sanjay Lalbhai, Chairman (Executive Director forming part of promoter / promoter group of the Company), consent of the members of the Company be and is hereby accorded to continue payment of annual remuneration to Mr. Sanjay Lalbhai, in excess of limit prescribed under Regulation 17(6)(e)(i) of Listing Regulations i.e. 2.5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013 or Rs. 5 Crores, whichever is higher, till the expiry of his existing tenure of appointment, as previously approved by the members.

RESOLVED FURTHER THAT other terms and conditions of the remuneration of Mr. Sanjay Lalbhai as previously approved by the members shall remain unchanged except that the amount of “perquisites and allowances” payable to Mr. Sanjay Lalbhai shall not exceed Rs. 2.5 Crores per annum.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to the aforesaid resolution and for matters concerned or incidental thereto.”

ITEM NO. 3:

To approve payment of annual remuneration to Mr. Punit Lalbhai, Vice Chairman (Executive Director part of promoter or member of promoter group) pursuant to Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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

“RESOLVED THAT pursuant to Regulation 17(6)(e)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions thereof, Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in partial modification to the resolution passed by the members through Postal Ballot on 2nd July, 2022 for appointment and remuneration of Mr. Punit Lalbhai, Vice Chairman (Executive Director forming part of promoters / promoter group of the Company), consent of the members of the Company be and is hereby accorded to continue payment of annual remuneration to Mr. Punit Lalbhai, in excess of limit prescribed under Regulation 17(6)(e)(i) of Listing Regulations i.e. in excess of 2.5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013 or Rs. 5 Crores, whichever is higher, till expiry of his existing tenure of appointment, as previously approved by the members.

RESOLVED FURTHER THAT other terms and conditions of the remuneration of Mr. Punit Lalbhai as previously approved by the members shall remain unchanged except that the amount of “perquisites and allowances” payable to Mr. Punit Lalbhai shall not exceed Rs. 2.5 Crores per annum.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to the aforesaid resolution and for matters concerned or incidental thereto.”

ITEM NO. 4:

To approve payment of annual remuneration to Mr. Kulin Lalbhai, Vice Chairman (Executive Director part of promoter or member of promoter group) pursuant to Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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

“RESOLVED THAT pursuant to Regulation 17(6)(e)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions thereof, Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in partial modification to the resolution passed by the members through Postal Ballot on 2nd July, 2022 for appointment and remuneration of Mr. Kulin Lalbhai, Vice Chairman (Executive Director forming part of promoters / promoter group of the Company), consent of the members of the Company be and is hereby accorded to continue payment of annual remuneration to Mr. Kulin Lalbhai, in excess of limit prescribed under Regulation 17(6)(e)(i) of Listing Regulations i.e. in excess of 2.5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013 or Rs. 5 Crores, whichever is higher, till expiry of his existing tenure of appointment, as previously approved by the members.

RESOLVED FURTHER THAT other terms and conditions of the remuneration of Mr. Kulin Lalbhai as previously approved by the members shall remain unchanged except that the amount of “perquisites and allowances” payable to Mr. Kulin Lalbhai shall not exceed Rs. 2.5 Crores per annum.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to the aforesaid resolution and for matters concerned or incidental thereto.”

ITEM NO. 5:

To approve payment of aggregate annual remuneration to Executive Directors who are promoters or members of promoter group pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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

“RESOLVED THAT pursuant to Regulation 17(6)(e)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions thereof, Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in partial modification to the resolutions passed by the members for appointment and remuneration of executive directors forming part of promoters / promoter group of the Company, consent of the members of the Company be and is hereby accorded to continue payment of annual aggregate remuneration to directors forming part of

promoter and promoter group viz. Mr. Sanjay Lalbhai, Mr. Punit Lalbhai and Mr. Kulin Lalbhai, in excess of 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, during the currency of their respective tenure of appointment, as previously approved by the members.

RESOLVED FURTHER THAT other terms and conditions of the remuneration of the aforesaid directors as previously approved by the members shall remain unchanged except that the amount of “perquisites and allowances” payable to the aforesaid directors shall not exceed Rs. 2.5 Crores per annum.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to the aforesaid resolution and for matters concerned or incidental thereto.”

Registered Office:
Naroda Road
Ahmedabad-382345

Date: 8th September, 2025
Place: Ahmedabad

By Order of the Board
Sd/-
Krunal Bhatt
Company Secretary
Membership No. A20162

NOTES:

1. The approval of shareholders of the Company is solicited by passing special resolution through Postal Ballot / E-Voting for businesses set out in the 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, 3rd October, 2025 (“**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 businesses 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 and the SEBI Circular, 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., MUFG Intime India Private Limited at ahmedabad@in.mpms.mufg.com or to the Company at 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 A.M. on Thursday, 9th October, 2025 up to 5:00 P.M. on Friday, 7th November, 2025. 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. Friday, 3rd October, 2025 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 of 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 9th 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.	1. 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. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- 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. 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 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.com or call at 91 22 48867000
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 toll free no. 1800 21 09911

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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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 .
 - 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.

General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs.buchassociates@gmail.com with a copy marked to evoting@nsdl.co.in. 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 to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: +91 22 48867000 or send a request at 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.
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. 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th 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

The Board of Directors on 8th September, 2025, upon recommendation of Nomination and Remuneration Committee, appointed Mr. Gokul Mrugesh Jaykrishna (DIN: 00671652) as a Additional Director of the Company in the capacity of Independent Director for a term of 5 years i.e. with effect from 8th September, 2025 to 7th September, 2030, 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. Gokul Mrugesh Jaykrishna 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. Gokul Mrugesh Jaykrishna 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. Gokul Mrugesh Jaykrishna for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Gokul Mrugesh Jaykrishna 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. Gokul Mrugesh Jaykrishna 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. Gokul Mrugesh Jaykrishna as an Independent Director, for a term of 5 (Five) consecutive years effective from 8th September, 2025. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Gokul Mrugesh Jaykrishna possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

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. Gokul Mrugesh Jaykrishna 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.

Draft letter of appointment of Mr. Gokul Mrugesh Jaykrishna 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. Gokul Mrugesh Jaykrishna, pursuant to Listing Regulations and the Secretarial Standards on General Meetings (SS-2) and his brief profile is annexed to this Notice as Annexure.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Gokul Mrugesh Jaykrishna 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. Gokul Mrugesh Jaykrishna as an Independent Director of the Company, as set out in the notice for approval by the Members.

ITEM NO: 2 TO 5:

The Members of the Company has approved the terms of appointment and remuneration of Executive Directors forming part of promoter and promoter group viz.

- Mr. Sanjay Lalbhai (Chairman), for a term up to 31st March, 2027 (approved by special resolution passed through postal ballot on 30th April, 2022), and
- Mr. Punit Lalbhai (Vice Chairman) and Mr. Kulin Lalbhai (Vice Chairman) for a term up to 31st July, 2027 (approved by special resolutions passed through postal ballot on 2nd July, 2022).

As the Members are aware that a Scheme of arrangement involving transfer and vesting of Advanced Materials Undertaking of the Company into its wholly owned subsidiary company viz. Arvind Advanced Materials Limited, has been sanctioned by National Company Law Tribunal vide order dated 7th August, 2025. The Scheme has been made effective from 1st September, 2025. Accordingly, the Advanced Materials Undertaking, along with the profits generated from the Appointed Date under the Scheme i.e. 1st April 2024, stand transferred to the wholly owned subsidiary company. As a result, the standalone financial statements of the Company for FY 2025-26 and onwards will no longer include the profitability of the said Undertaking. This restructuring will have the effect of reducing the standalone net profits of the Company from FY 2025-26 onwards.

Further as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the approval of the members by way of special resolution is required for payment of fees or compensation to executive directors who are promoters or members of promoter group, if:

- (i) the annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5% of the Net Profits of the listed entity (calculated as per Section 198 of the Companies Act 2013), whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the Net Profits of the listed entity (calculated as per Section 198 of the Companies Act 2013)

Accordingly, although there is no change in the terms and conditions of remuneration of the aforesaid directors as earlier approved by the members (except that the perquisites amount payable to the aforesaid directors shall not exceed Rs. 2.5 Crores per annum), the annual remuneration payable to Mr. Sanjay Lalbhai, Mr. Punit Lalbhai and Mr. Kulin Lalbhai is likely to exceed limits prescribed under Regulation 17(6)(e) of Listing Regulations (as the proposed restructuring will have the effect of reducing the standalone net profits of the Company from FY 2025-26 onwards). Therefore, the approval of the Members is sought to continue payment of remuneration to aforesaid directors.

Mr. Sanjay Lalbhai, as Chairman of the Board, is actively involved in the overall strategic decision-making of the Company. Mr. Punit Lalbhai, Vice Chairman oversees the Textiles and Advanced Materials businesses, providing leadership and direction in these core areas. Mr. Kulin Lalbhai, Vice Chairman is responsible for the Retail business and also oversees the Group's Corporate Affairs function.

The terms of remuneration payable to the directors forming part of promoter / promoter group as already approved by the members along with the presently proposed ceiling on Perquisites and Allowances up to ₹2.50 crores per annum, are as under::

Category	Particulars	Mr. Sanjay Lalbhai (Chairman)	Mr. Punit Lalbhai (Vice Chairman)	Mr. Kulin Lalbhai (Vice Chairman)
A	Basic Salary	Rs. 7,00,000 (Rupees Seven Lacs 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. 20,00,000 (Rupees Twenty Lacs only) per month.	Rs. 3,88,000 (Rupees Three Lakhs Eighty Eight 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. 10,00,000 (Rupees Ten Lakhs only) per month.	Rs. 3,88,000 (Rupees Three Lakhs Eighty Eight 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. 10,00,000 (Rupees Ten Lakhs only) per month.
B	Perquisites and Allowances	<i>Subject to maximum of Rs. 2.5 Crores per annum</i> , in addition to salary, the following perquisites / allowances shall be allowed to Chairman	<i>Subject to maximum of Rs. 2.5 Crores per annum</i> , in addition to salary, the following perquisites / allowances shall be allowed to Vice Chairman	<i>Subject to maximum of Rs. 2.5 Crores per annum</i> , in addition to salary, the following perquisites / allowances shall be allowed to Vice Chairman
(B1)	Housing	The Company shall provide furnished accommodation to the Chairman. If the	The Company shall provide furnished accommodation to Vice Chairman. If the Vice	The Company shall provide furnished accommodation to Vice Chairman. If the Vice

		Chairman 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 Chairman at the entire cost of the Company. The Company shall reimburse the expenses of maintenance, electricity, servants etc.	Chairman 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 Vice Chairman at the entire cost of the Company. The Company shall reimburse the expenses of maintenance, electricity, servants etc.	Chairman 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 Vice Chairman at the entire cost of the Company. The Company shall reimburse the expenses of maintenance, electricity, servants etc.
(B2)	Leave Travel Concessions	The Company shall provide leave travel fare for the Chairman and his family once in a year.	The Company shall provide leave travel fare for Vice Chairman and his family once in a year.	The Company shall provide leave travel fare for Vice Chairman and his family once in a year.
(B3)	Other Allowances	The Company shall pay other allowances as per the Company's policy.	The Company shall pay other allowances as per the Company's policy.	The Company shall pay other allowances as per the Company's policy.
(B4)	Personal Accident Insurance	The Company shall pay / reimburse Personal Accident Insurance Premium up to Rs. 25,000 for the Chairman.	The Company shall pay / reimburse Personal Accident Insurance Premium up to Rs. 25,000 for Vice Chairman.	The Company shall pay / reimburse Personal Accident Insurance Premium up to Rs. 25,000 for Vice Chairman.
(B5)	Club Fees	The Company shall reimburse annual fees for a maximum of 2 clubs. The aggregate value of perquisites for (i) to (v) above for each year shall be computed as per the provisions of Income-tax Act, 1961. In case of benefits for which	The Company shall reimburse annual fees for a maximum of 2 clubs. The aggregate value of perquisites for (i) to (v) 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	The Company shall reimburse annual fees for a maximum of 2 clubs. The aggregate value of perquisites for (i) to (v) 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

		no specific rule of valuation is provided under the Income-tax Act, the perquisites value of such benefit shall be taken at actual cost.	of valuation is provided under the Income-tax Act, the perquisites value of such benefit shall be taken at actual cost.	of valuation is provided under the Income-tax Act, the perquisites value of such benefit shall be taken at actual cost.
(B6)	Medical Reimbursement	Medical Expenses actually incurred for self and family shall be reimbursed by the Company.	Medical Expenses actually incurred for self and family shall be reimbursed by the Company.	Medical Expenses actually incurred for self and family shall be reimbursed by the Company.
(B7)	Other facilities	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 Chairman at the entire cost of the Company.	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 Vice Chairman at the entire cost of the Company.	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 Vice Chairman at the entire cost of the Company.
C	Retirement Benefits	The Company shall contribute towards Provident Fund / Superannuation Fund / Annuity Fund 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	The Company shall contribute towards Provident Fund / Superannuation Fund / Annuity Fund 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	The Company shall contribute towards Provident Fund/ Superannuation Fund/ Annuity Fund 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

		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.	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.	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.
D	Commission On Profits	The Chairman shall be entitled to Performance Linked Variable Pay / Special Allowance / Role Award / Bonus / Commission on profits or in any other form as the Remuneration Committee may determine from time to time, but not exceeding Rs. 5,00,00,000/- (Rupees Five Crores only) per annum within the overall limit of 5% of net profit of the Company as laid down in Section 197 of the Companies Act, 2013 read with Part II of Section I of Schedule V to the Companies Act, 2013.	The Vice Chairman 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, up to Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lakhs only) per annum within the overall limit of 5% of net profit under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013.	The Vice Chairman 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, up to Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lakhs only) per annum within the overall limit of 5% of net profit under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013.

The members are informed that none of aforesaid directors is drawing any remuneration from any subsidiary of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Sanjay Lalbhai, Mr. Punit Lalbhai and Mr. Kulin Lalbhai and their relatives, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board of Directors recommends the Special Resolutions set out in Item No. 2 to 5 for approval by the Members.

Registered Office:
Naroda Road
Ahmedabad-382345

Date: 8th September, 2025
Place: Ahmedabad

By Order of the Board
Sd/-
Krunal Bhatt
Company Secretary
Membership No. A20162

ANNEXURE TO THE NOTICE:**Details of Director seeking appointment:**

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

Name of the Director	Mr. Gokul Mrugesh Jaykrishna
Director Identification Number (DIN)	00671652
Date of Birth and Age	24 th October, 1968 (56 years)
Date of first appointment on the Board	8 th September, 2025
Qualifications	Science Graduate with major in Business and Economics from Lehigh University, Bethlehem, USA
Expertise in specific functional area	Varied experience in international collaborations and pigment manufacturing.
Brief Profile & Experience	Mr. Gokul Jaykrishna is the Joint Managing Director & CEO of Asahi Songwon Colors Limited and Managing Director of Asahi Tennants Color Private Limited. A Business and Economics graduate from Lehigh University, Bethlehem, USA. He joined Asahi in 1994 and has since played a pivotal role in its growth from a small-scale pigment manufacturer to a globally respected company with a strong export footprint across Japan, USA, Europe, and Asia. Under his leadership, the Company's revenues have scaled from Rs. 2 crore in 1994 to over Rs. 398 crore in 2025. He has been instrumental in forging international collaborations, including a tie-up with Songwon Colors (Korea), a technology partnership with DIC Corporation (Japan), and a strategic joint venture with Tennants Textile Colours (UK) for AZO pigments. Driving diversification, he successfully led the acquisition of Atlas Life Sciences Pvt. Ltd., expanding the Group into APIs and intermediates with USFDA/UKFDA accreditation targets. Guided by his philosophy of Trust, Transparency and Teamwork, Mr. Jaykrishna has earned global recognition for Asahi, along with numerous export and industry awards. Beyond business, he contributes actively to philanthropy as a Trustee of The Gujarat Cancer Society, and is widely regarded as an employee-centric and visionary leader.
Number of Shares held in the Company as beneficial owner (as on date of the postal ballot notice)	NIL

Details of remuneration sought to be paid	He shall be entitled to sitting fees for attending meetings of the Board/Committees (as applicable) and profit linked 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	N.A. being first appointment											
Number of Board Meetings attended (FY 2025-26)	N.A.											
Directorships in other Companies as on date of postal ballot notice	Listed Companies: - Asahi Songwon Colors Limited - The Anup Engineering Limited Unlisted companies: - Atlas Life Sciences Private Limited - Asahi Tennants Color Private Limited - Skyjet Aviation Private Limited - Asahi Powertech Private Limited - Plutoeco Enviro Association - Atlas Life Sciences (India) Private Limited - Echke Limited - Asahi Energy Private Limited											
Membership / Chairmanship of Committees of other Boards	<table><tr><td rowspan="4">The Anup Engineering Limited</td><td>Audit Committee</td><td>Member</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr><tr><td>Stakeholder Relationship Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr></table>			The Anup Engineering Limited	Audit Committee	Member	Nomination and Remuneration Committee	Member	Stakeholder Relationship Committee	Member	Corporate Social Responsibility Committee	Member
The Anup Engineering Limited	Audit Committee	Member										
	Nomination and Remuneration Committee	Member										
	Stakeholder Relationship Committee	Member										
	Corporate Social Responsibility Committee	Member										
Listed Entities from which Director has resigned as Director in past three years	Resigned as Non-Executive Non Independent Director from Aksharchem (India) Limited with effect from 27 th December, 2024											
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None											