

28<sup>th</sup> April, 2025

To,  
**BSE Limited**  
Listing Dept./Dept. of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**Security Code: 500101**  
**Security ID: ARVIND**

To,  
**National Stock Exchange of India Limited**  
Listing Dept., Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G. Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai - 400 051.

**Symbol: ARVIND**

Dear Sir/Madam

**Sub.: Notice of NCLT Convened Meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company**

We refer to our earlier intimation dated 9<sup>th</sup> April, 2025 with regard to order of Hon'ble National Company Law Tribunal, Ahmedabad Bench dated 8<sup>th</sup> April, 2025 which *inter alia* directed to convene the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors (including creditors towards lease liabilities) of the Company on 30<sup>th</sup> May, 2025, for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Arrangement for transfer and vesting of Advanced Materials Undertaking of Arvind Limited into its wholly owned subsidiary viz. Arvind Advanced Materials Limited.

We hereby provide below the schedule of the meetings and the links of the notices of meeting(s) as uploaded on the website of the Company.

The Schedule of the NCLT convened Meetings and link of Notices alongwith annexures:

Meeting	Day, Date & Time	Mode	Link
Equity Shareholders	Friday, 30 <sup>th</sup> May, 2025 – 10 am	Video Conferencing and other audio visual means	<a href="#">ArvindEQ</a>
Secured Creditors	Friday, 30 <sup>th</sup> May, 2025-12 noon		<a href="#">ArvindSC</a>
Unsecured Creditors	Friday, 30 <sup>th</sup> May, 2025 – 2 pm		<a href="#">ArvindUC</a>

The Notice of respective meetings are being sent to all Equity Shareholders, Secured Creditors and Unsecured Creditors as per the records as on 30<sup>th</sup> September, 2024 as per the direction of NCLT. The said notices alongwith explanatory statement is attached herewith.

Further, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote E-voting facility to its Members. The period for remote E-voting commences from 09:00 a.m. on Tuesday, 27<sup>th</sup> May, 2025 and ends at 05:00 p.m. on Thursday, 29<sup>th</sup> May, 2025. E-voting module shall be disabled by NSDL for voting thereafter. The Company is also providing E-voting facility during the Meeting. The detailed procedure for participation in the Meetings through VC/OAVM and remote E-voting / E-voting during the Meeting is provided in Notes forming part of the Notice.

Kindly take the same on records.

Thanking you.

Yours faithfully  
**For Arvind Limited**

**Krunal Bhatt**  
**Company Secretary**



FASHIONING POSSIBILITIES

## ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)

- **Registered Office:** Naroda Road, Ahmedabad – 382345, Gujarat, India • **Phone:** + 91 79 6826-8109
- **Website:** [www.arvind.com](http://www.arvind.com) • **Email Id:** [investor@arvind.in](mailto:investor@arvind.in)

### NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF ARVIND LIMITED

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

#### Meeting of the Equity Shareholders of Arvind Limited

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

#### REMOTE E-VOTING PERIOD

<b>Start Date</b>	Tuesday, 27 <sup>th</sup> May, 2025 at 09:00 a.m.
<b>Last Date</b>	Thursday, 29 <sup>th</sup> May, 2025 at 05:00 p.m.

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
AHMEDABAD BENCH

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

In the matter of the Companies Act, 2013;

AND

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

AND

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

**ARVIND LIMITED**

(CIN L17119GJ1931PLC000093)

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

.....Applicant Transferor Company

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

To,

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

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

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

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

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board of Directors may deem fit and proper without needing to seek any further approval of the shareholders and the shareholders shall be deemed to have given their approval thereto expressly by authority under this resolution.”

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

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

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

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

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

Dated this 18<sup>th</sup> April, 2025

Place: Ahmedabad

Registered Office:

Naroda Road, Ahmedabad-382 345

CIN: L17119GJ1931PLC000093

Phone: +91 79 68268109

Website: [www.arvind.com](http://www.arvind.com)

Email: [investor@arvind.in](mailto:investor@arvind.in)

#### NOTES:

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

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

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

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

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

**Step 1: Access to NSDL e-Voting system**

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

**A. Details on Step 1 is mentioned below:**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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>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>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>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 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 <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 02223058542-43

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.

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

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

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

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

5. Background of Arvind Limited, the Applicant Transferor Company.

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

**As on 31<sup>st</sup> March, 2024**

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

**As on the date of Notice**

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

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

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

**Main objects:-**

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

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

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

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

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

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

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

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

(i) Arvind Advanced Materials Limited, the ("Transferee Company") is a public company incorporated on 24<sup>th</sup> November, 2015 under the provisions of the Companies Act, 2013 in the name and style of Arvind True Blue Limited. The name of the company was changed to Arvind Polymer Textiles Limited with effect from 11<sup>th</sup> April, 2023 and was further changed to Arvind Advanced Materials Limited with effect from 7<sup>th</sup> December 2023 under the corporate identification number U52100GJ2015PLC085165, having its registered office situated at Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad- 380025 in the state of Gujarat. The Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials. The Transferee Company is wholly owned subsidiary company of the Transferor Company. The Permanent Account Number of the Applicant Transferee Company is AAOCA0656R.

(ii) There is no change in Object Clause of the Transferee Company in the last five years except:

- The alteration in the Memorandum by amending sub-clause 1 of Clause III was made by the Special Resolution passed at the Extraordinary General Meeting held on 25<sup>th</sup> March, 2022.
- The alteration in the Memorandum by adding sub-clause 2 of Clause III(A) was made by the Special Resolution passed at the Extraordinary General Meeting held on 01<sup>st</sup> February 2023.
- The alteration in the Memorandum by altering Clause III(A) was made by the Special Resolution passed at the Extraordinary General Meeting held on 04<sup>th</sup> May, 2024.

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

**As on 31<sup>st</sup> March, 2024:**

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

**As on the date of Notice:**

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

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

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

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

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

- Spun yarns, filaments, threads, woven or nonwoven fabrics, processing, converted thereon in garments/bags/accessories using required processes and/or technologies for various Industry applications.
  - Advanced Composites (Fibre Reinforced Composites, Particulate Composites, Natural fibre Composites, Metal Matrix, Ceramic Matrix Composites, Laminates) based on different fibres & resins for various Industry applications.
  - Polyurethane, polyols, polyester, PVC cotton fabrics, plastics, emulsions, synthetic leather cloth, plastic foams and sheets, footwear materials, all types of synthetic rubber and elastomers, lattices and formulations thereof.
  - Specialized Fibres based on, including but not limited to, glass, carbon, aramid, polyester, nylon, basalt, graphene and other natural fibres.
  - Processing of such fibres in Fabrics & Matts.
  - Rejuvenating equipments and related accessories.
  - All kinds of safety equipments and personal protection equipments.
  - Specialty Resins & Chemicals.
  - All incidental products and by- products materials stated above
- (v) Arvind Advanced Materials Limited, the Applicant Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials. During the financial year ended on 31<sup>st</sup> March, 2024, AAML had total income of ₹ 99.27 crores. The net profit was to the tune of ₹ 5.27 crores. Copy of Audited financial Results as on 31<sup>st</sup> March, 2024 and Unaudited Financial Results as on 31<sup>st</sup> December, 2024 are annexed herewith as **Annexure-10**.

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

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

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

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

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

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

**8. Rationale and Salient Features of the Scheme:**

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

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

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

## **Salient features of the Scheme:**

### **1. "Definitions:**

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

### **4. TRANSFER AND VESTING OF THE ADVANCED MATERIALS UNDERTAKING**

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

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

- 4.16 On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company, in relation to or in connection with the Advanced Materials Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in relation to or in connection with the Advanced Materials Undertaking of the Transferor Company, in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Advanced Materials Undertaking to the Transferee Company under this Scheme have been formally given effect to under such contracts and/or transactions.
- 4.17 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Advanced Materials Undertaking occurs by virtue of this Scheme, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme.

## **7. CONSIDERATION**

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

## **8. ACCOUNTING TREATMENT**

### **8.1 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY**

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

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

### **8.2 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEE COMPANY**

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

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

## **9. REMAINING UNDERTAKING**

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

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

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

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

**10. Directors, Promoters and Key Managerial Personnel:**

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

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

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

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

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

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

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

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

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

AL	₹ 1,359.25 Crores
AAML	NIL

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

AL	₹ 1,746.80 Crores
AAML	₹ 88.82 Crores

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

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

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

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

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

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

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

Dated this 18<sup>th</sup> April, 2025  
Place: Ahmedabad

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

Registered Office:  
Naroda Road, Ahmedabad-382 345  
CIN: L17119GJ1931PLC000093  
Phone: +91 79 68268109  
Website: [www.arvind.com](http://www.arvind.com)  
Email: [investor@arvind.in](mailto:investor@arvind.in)



FASHIONING POSSIBILITIES

## ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)

- **Registered Office:** Naroda Road, Ahmedabad – 382345, Gujarat, India • **Phone:** + 91 79 6826-8109
- **Website:** [www.arvind.com](http://www.arvind.com) • **Email Id:** [investor@arvind.in](mailto:investor@arvind.in)

### NOTICE OF MEETING OF THE SECURED CREDITORS OF ARVIND LIMITED

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

#### Meeting of the Secured Creditors of Arvind Limited

<b>Day</b>	Friday
<b>Date</b>	30 <sup>th</sup> May, 2025
<b>Time</b>	12:00 noon
<b>Mode</b>	Through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')

#### REMOTE E-VOTING PERIOD

<b>Start Date</b>	Tuesday, 27 <sup>th</sup> May, 2025 at 09:00 a.m.
<b>Last Date</b>	Thursday, 29 <sup>th</sup> May, 2025 at 05:00 p.m.

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

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

In the matter of the Companies Act, 2013;

AND

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

AND

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

**ARVIND LIMITED**

(CIN L17119GJ1931PLC000093)

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

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

**NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF  
ARVIND LIMITED, APPLICANT TRANSFEROR COMPANY**

To,  
The Secured Creditors of Arvind Limited  
(‘The Applicant Transferor Company’).

**NOTICE** is hereby given that by an Order dated 8<sup>th</sup> April, 2025 (‘Order’), the Ahmedabad Bench of the National Company Law Tribunal (‘NCLT’) has directed that a Meeting of Secured Creditors of the Applicant Transferor Company (‘Meeting’) be convened and held on Friday, 30<sup>th</sup> May, 2025 at 12:00 noon through Video Conferencing or Other Audio Visual Means (‘VC/OAVM’) for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement involving transfer and vesting of the Advanced Materials Undertaking of Arvind Limited (‘Applicant Transferor Company’) to Arvind Advanced Materials Limited (‘Applicant Transferee Company’) and their respective shareholders and creditors (‘Scheme’).

In pursuance of the said Order and as directed therein, further Notice is hereby given that a Meeting of the Secured Creditors of the Applicant Transferor Company will be held on Friday, 30<sup>th</sup> May, 2025 at 12:00 noon through Video Conferencing or Other Audio Visual Means (‘VC/OAVM’), at which time the Secured Creditors of the Applicant Transferor Company are requested to attend.

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

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

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

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

Dated this 18<sup>th</sup> April, 2025

Place: Ahmedabad

Registered Office:

Naroda Road, Ahmedabad-382 345

CIN: L17119GJ1931PLC000093

Phone: +91 79 68268109

Website: [www.arvind.com](http://www.arvind.com)

Email: [investor@arvind.in](mailto:investor@arvind.in)

## NOTES:

- 1) As per the said Order, Meeting of the Secured Creditors of Applicant Transferor Company will be held through VC/OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Applicant Transferor Company has provided e-voting through facility National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). This facility is being provided to the Secured Creditors who are Secured Creditors of the Company as on **Wednesday, 30<sup>th</sup> April, 2025 ('cut-off date')**, to exercise their right to vote by electronic means on the business specified in the accompanying Notice. The detailed procedure for participation in the Meeting through VC/OAVM and remote e-voting/e-voting during the Meeting is provided in the Notes to this Notice.
- 2) Since, the Meeting is being held pursuant to NCLT Order and MCA Circulars through VC/OAVM, physical attendance of the Secured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Secured Creditors will not be available for Meeting. **Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
- 3) Only Secured Creditors of the Applicant Transferor Company may attend the Meeting (either in person or by authorised representative). It is further informed that in view of para 3(A)(x) of the MCA General Circular No. 14/2020 dated April 08, 2020, voting through proxy shall not be permitted. However, voting through authorised representative is permitted. The authorised representative may attend the Meeting provided that a certified copy of the Board Resolution /authorisation letter together with attested specimen signature of the duly authorised signatory who are authorised to vote is submitted to the Applicant Transferor Company at [investor@arvind.in](mailto:investor@arvind.in) before the commencement of the Meeting of the Secured Creditors of the Applicant Transferor Company.
- 4) The quorum for the Meeting of the Secured Creditors of the Applicant Transferor Company as directed by the NCLT shall be as per Section 103 of the Act. The Secured Creditors or authorised representative of the body corporate attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) Secured Creditors can join the Meeting through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 6) The Explanatory Statement pursuant to Section 102 read with Sections 230 to 232 of the Companies Act, 2013 ('Act') and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the Rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed.
- 7) All documents referred to in the accompanying Notice and the Explanatory Statement along with the Statutory Registers maintained by the Applicant Transferor Company will be available for inspection by the Secured Creditors in electronic mode upto the date of the Meeting and will also be available electronically for inspection during the Meeting. Secured Creditors seeking to inspect such documents can send an email to [investor@arvind.in](mailto:investor@arvind.in).
- 8) The Secured Creditors of the Applicant Transferor Company whose names appear in the records of the Applicant Transferor Company as on Wednesday, 30<sup>th</sup> April, 2025 ('cut-off date') shall be eligible to attend and vote at the Meeting of the Secured Creditors of the Applicant Transferor Company either personally (in case of individuals) or through authorised representative. In compliance with the NCLT Order, MCA Circulars and the SEBI Circular dated 3<sup>rd</sup> October, 2024, electronic Copy of Notice along with its Annexures is being sent to all the Secured Creditors of Applicant Transferor Company as on 30<sup>th</sup> September, 2024, whose e-mail addresses are registered with the Applicant Transferor Company/Depository Participants, for communication purpose or through registered post / speed post / Air mail or courier or hand delivery to those Secured Creditors whose e-mail addresses are not registered with the Company's RTA/DPs as on 30<sup>th</sup> September, 2024. Secured Creditors may note that the Notice alongwith all the annexures will also be available on the Company's website i.e. [www.arvind.com](http://www.arvind.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 9) Secured Creditors who would like to express their views / have questions may send their views / questions 7 days prior to Meeting mentioning their name, email id, mobile number at [investor@arvind.in](mailto:investor@arvind.in) and register as a Speaker. Only those Secured Creditors who have registered as a Speaker will be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting.
- 10) The Notice convening the aforesaid Meetings will be published through advertisement in 'Indian Express' (English Edition) and 'Financial Express' (Gujarati Edition) as directed by NCLT in its order.
- 11) Mr. Keshav Khaneja, Insolvency Professional, having Registration No. IBBI/IPA-002/IP-N01131/2021-2022/13759 has been appointed as the Scrutinizer to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner.
- 12) The Scrutinizer shall, after the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution and invalid votes, if any and submit the same to the Chairman of the Meeting or a person authorised by Chairman in writing who shall countersign the same.
- 13) Results of voting shall be submitted by the Chairman in form of the Chairman's report alongwith an Affidavit on receipt of consolidated report from the Scrutinizer. The said report along with the Scrutinizer's Report shall be placed on the Applicant Transferor Company's website i.e. [www.arvind.com](http://www.arvind.com) and on the website of at National Secured Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- 14) Secured Creditors whose debt is outstanding as on Wednesday, 30<sup>th</sup> April, 2025 shall be eligible to vote and attend the meeting. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Ahmedabad Bench.
- 15) In accordance with the provisions of Sections 230 to 232 of the Act, The Scheme shall be considered approved by the Secured Creditors of the Applicant Transferor Company if the resolution has been approved by the majority of persons representing three-fourths in value of the Secured Creditors in terms of Sections 230 to 232 of the Act.

**THE INSTRUCTIONS FOR SECURED CREDITORS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, 27<sup>th</sup> May, 2025 at 9:00 A.M. and ends on Thursday, 29<sup>th</sup> May, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The secured Creditors, whose names appear in the List of secured Creditors as on the record date (cut-off date) i.e. Wednesday, 30<sup>th</sup> April, 2025 may cast their vote electronically.

**Login method for e-voting for Secured Creditors through NSDL e-Voting system is given below:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.evoting.nsd.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 / Creditor' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your Login id and password details for casting your vote electronically and for attending the Meeting of Secured Creditors through VC/ OAVM will be provided by NSDL as per the process decided by company.
5. For the first time the system will ask to reset your password.
6. Use your new password to login. Tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.
9. You will be able to see the EVEN no. of Arvind Limited.
10. Click on "EVEN" of Arvind Limited to cast your vote.
11. Now you are ready for e-Voting on the Resolution(s) as the Voting page opens.
12. Cast your vote by selecting appropriate options i.e. assent or dissent, and click on "Submit" and also "Confirm" when prompted.
13. Upon confirmation, the message "Vote cast successfully" will be displayed.
14. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
15. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
16. Secured Creditors facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000

**THE INSTRUCTIONS FOR SECURED CREDITORS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for remote e-voting.
2. Only those secured creditors, who will be present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Secured creditors who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR SECURED CREDITORS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Secured Creditors will be provided with a facility to attend the Secured Creditors Meeting through VC/OAVM through the NSDL e-Voting system. Secured Creditors may access the same at <https://www.evoting.nsd.com> under shareholder / member / Creditor login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / member / Creditor login where the EVEN of Company will be displayed.
2. Secured creditors are encouraged to join the Meeting through Laptops for better experience.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

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

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

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

(iii) The Share Capital of AL as on 31<sup>st</sup> March, 2024 and as on the date of Notice, is as under:-

**As on 31<sup>st</sup> March, 2024**

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

**As on the date of Notice**

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

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

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

**Main objects:-**

- To carry on the business of spinning, weaving or manufacturing or dealing in cotton or other fibrous substances and the preparation, dyeing or colouring of any of the said substances and the sale of yarn, cloth or other manufactures fibrous products.
  - To carry on all or any of the business following, namely, cotton spinners and doublers, flax, hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers, and makers of vitriol, bleaching and dyeing materials and to purchase, comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton, silk and other fibrous substances and to weave or otherwise manufacture, buy, sell and deal in linen, cloth and other goods and fabrics, whether textile, fringed, knitted or looped and to supply power and to carry on or be interested in the businesses of flour mill proprietors, pressing and ginning mill proprietors and oil mill proprietors, paper mill proprietors and ice manufacturers in all their branches and either in Ahmedabad or other parts of India.
- (v) Arvind Limited, the Applicant Transferor Company is a listed public limited Company. It is, inter alia, engaged in the business spanning the entire value chain of textiles either directly or through its subsidiaries and joint ventures with other entities. During the Financial Year ended on 31<sup>st</sup> March, 2024, on standalone basis, AL had Total Income of ₹ 7153.84 Crores. The Net Profit was to the tune of ₹ 304.90 Crores. It had Total Reserves of ₹ 3214.74 Crores. Whereas on consolidated basis, the Total Income was ₹ 7778.58 Crores and Net Profit was ₹ 352.63 Crores. It had Total Reserves of ₹ 3281.12 Crores. It is a dividend paying Company. Copies of Audited Financial Results of AL as on 31<sup>st</sup> March, 2024 and Unaudited Financial Results as on 31<sup>st</sup> December, 2024 along with a Divisional Unaudited Balance Sheet as on 31<sup>st</sup> March, 2024 and as on 31<sup>st</sup> December, 2024 indicating Assets and Liabilities of the Undertaking being transferred viz. Advanced Materials Undertaking, Remaining Business and Cumulative is annexed herewith as **Annexure 9**.
- (vi) The details of the Promoters (including Promoter Group) of the Applicant Transferor Company as on the date of the Notice are as under:

Sr. No.	Names of the Promoter and Promoter Group	No. of shares held	% of Holding
1	Sanjaybhai Shrenikbhai Lalbhai	170	0.00%
2	Jayshreeben Sanjaybhai Lalbhai	345	0.00%
3	Punit Sanjaybhai	3714	0.00%
4	Swati S Lalbhai	9712	0.00%
5	Sunil Siddharth Lalbhai	5437	0.00%

6	Vimla S Lalbhai	970	0.00%
7	Tara S Lalbhai	4074	0.00%
8	Astha Lalbhai	1925	0.00%
9	Sunil Siddharth HUF	18	0.00%
10	Kalpana Shripal Morakhia	12	0.00%
11	Kulin S Lalbhai	0	0.00%
12	Poorva Punitbhai Lalbhai	0	0.00%
13	Jaina Kulin Lalbhai	0	0.00%
14	Ishaan Punit Lalbhai	0	0.00%
15	Ruhani Punit Lalbhai	0	0.00%
16	Ananyaa Kulin Lalbhai	0	0.00%
17	Aura Securities Private Limited	89730590	34.27%
18	Aura Business Ventures LLP	6960988	2.66%
19	Atul Limited	4127471	1.58%
20	Aagam Holdings Private Limited	1876258	0.72%
21	Lalbhai Realty Finance Private Limited	455000	0.17%
22	Akshita Holdings Private Limited	150000	0.06%
23	Anusandhan Investments Limited	115000	0.04%
24	Aayojan Resources Private Limited	96000	0.04%
25	Adhinami Investments Private Limited	78500	0.03%
26	Aura Business Enterprise Private Limited	100	0.00%
27	Aura Merchandise Private Limited	100	0.00%
28	Aura Securities Pvt. Ltd.	100	0.00%
29	Swati S Lalbhai (As a Trustee of Siddharth Family Trust)	3620	0.00%
30	Sanjaybhai Shrenikbhai Lalbhai (As a Representative trustee of Discretionary Trust)	1394	0.00%
31	Arvind Fashions Limited	0	0.00%
32	The Anup Engineering Limited (Formerly known as Anveshan Heavy Engineering Limited)	0	0.00%
33	Arvind SmartSpaces Limited	0	0.00%
34	Advait Merchandise Private Limited (Formerly known as Kasturbhai Lalbhai Museum Limited)	0	0.00%
35	Anukul Investments Private Limited	0	0.00%
36	Amplus Capital Advisors Private Limited	0	0.00%
37	Kasturbhai Lalbhai (India) Private Limited (formerly known as Shruti Trade Link Private Limited)	0	0.00%
38	Aagam Agencies Private Limited	0	0.00%
39	Amal Limited	0	0.00%
40	Atul Finserv Limited (Formerly known as Ameer Trading Corporation Limited)	0	0.00%
41	Anchor Adhesives Private Limited	0	0.00%
42	Atul Bioscience Limited	0	0.00%
43	Rudolf Atul Chemicals Limited	0	0.00%
44	Style Audit LLP	0	0.00%
45	J P Trunkshow LLP	0	0.00%
46	Aura Weaving Private Limited	0	0.00%
47	Adhvesh Weaving Private Limited	0	0.00%
48	Aroh Enterprise Private Limited (formerly known as White Ocean Smartspaces Private Limited)	0	0.00%
	<b>Total</b>	<b>103621498</b>	<b>39.58%</b>

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

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

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

(i) Arvind Advanced Materials Limited, the ("Transferee Company") is a public company incorporated on 24<sup>th</sup> November, 2015 under the provisions of the Companies Act, 2013 in the name and style of Arvind True Blue Limited. The name of the company was changed to Arvind Polymer Textiles Limited with effect from 11<sup>th</sup> April, 2023 and was further changed to Arvind Advanced Materials Limited with effect from 7<sup>th</sup> December 2023 under the corporate identification number U52100GJ2015PLC085165, having its registered office situated at Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad- 380025 in the state of Gujarat. The Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials. The Transferee Company is wholly owned subsidiary company of the Transferor Company. The Permanent Account Number of the Applicant Transferee Company is AAOCA0656R.

(ii) There is no change in Object Clause of the Transferee Company in the last five years except:

- The alteration in the Memorandum by amending sub-clause 1 of Clause III was made by the Special Resolution passed at the Extraordinary General Meeting held on 25<sup>th</sup> March, 2022.
- The alteration in the Memorandum by adding sub-clause 2 of Clause III(A) was made by the Special Resolution passed at the Extraordinary General Meeting held on 01<sup>st</sup> February 2023.
- The alteration in the Memorandum by altering Clause III(A) was made by the Special Resolution passed at the Extraordinary General Meeting held on 04<sup>th</sup> May, 2024.

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

**As on 31<sup>st</sup> March, 2024:**

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

**As on the date of Notice:**

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

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

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

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

**Main Objects:**

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

- a. Spun yarns, filaments, threads, woven or nonwoven fabrics, processing, converted thereon in garments/bags/accessories using required processes and/or technologies for various Industry applications.
  - b. Advanced Composites (Fibre Reinforced Composites, Particulate Composites, Natural fibre Composites, Metal Matrix, Ceramic Matrix Composites, Laminates) based on different fibres & resins for various Industry applications.
  - c. Polyurethane, polyols, polyester, PVC cotton fabrics, plastics, emulsions, synthetic leather cloth, plastic foams and sheets, footwear materials, all types of synthetic rubber and elastomers, lattices and formulations thereof.
  - d. Specialized Fibres based on, including but not limited to, glass, carbon, aramid, polyester, nylon, basalt, graphene and other natural fibres.
  - e. Processing of such fibres in Fabrics & Matts.
  - f. Rejuvenating equipments and related accessories.
  - g. All kinds of safety equipments and personal protection equipments.
  - h. Specialty Resins & Chemicals.
  - i. All incidental products and by- products materials stated above
- (v) Arvind Advanced Materials Limited, the Applicant Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials. During the financial year ended on 31<sup>st</sup> March, 2024, AAML had total income of ₹ 99.27 crores. The net profit was to the tune of ₹ 5.27 crores. Copy of Audited financial Results as on 31<sup>st</sup> March, 2024 and Unaudited Financial Results as on 31<sup>st</sup> December, 2024 are annexed herewith as **Annexure-10**.

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

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

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

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

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

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

**8. Rationale and Salient Features of the Scheme:**

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

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

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

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

## **Salient features of the Scheme:**

### **1. "Definitions:**

- (ii) **"Advanced Materials Undertaking"** means all the advanced materials business comprising of all business units/plants situated at various locations in and around Ahmedabad and Gandhinagar in the state of Gujarat, assets, properties, and liabilities of whatsoever nature and kind, and wherever situated, including reserves/retained earnings relating to the said undertaking, of the Transferor Company, in relation to and pertaining to the advanced materials business to be transferred to the Transferee Company and shall include without limitation;
  - a) all assets and liabilities of the Transferor Company pertaining to the advanced materials business;
  - b) without prejudice to the generality of the provisions of (a) above, the Advanced Materials Undertaking shall include;
    - i. all properties and assets of the Transferor Company, including all movable or immovable, investments, freehold, leasehold or licensed, tenancy rights, hire purchase and lease arrangements, real or personal, corporeal or incorporeal or otherwise, present, future, contingent, tangible or intangible, security deposits, capital work in progress, easementary rights, rights of way associated with developing such infrastructure and every associated right, plant and machinery, capital work in progress, furniture, fixtures, office equipment, appliances, accessories, vehicles, all stocks, sundry debtors, deposits, provisions, advances, recoverables, receivables, title, interest, cash and bank balances, bills of exchange, covenants, all earnest monies, security deposits, or other entitlements, funds, powers, authorities, licences, registrations, quotas, allotments, consents, privileges, liberties, advantages, easements and all the rights, title, interests, goodwill; benefits, fiscal incentives, entitlement and advantages, contingent rights or benefits belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company with respect to the advanced materials business;
    - ii. all contracts, agreements, schemes, arrangements and any other instruments for the purpose of carrying on the business of the advanced materials business;
    - iii. all tax credits, refunds, reimbursements, claims, concessions, exemptions, benefits under Tax Laws including sales tax deferrals and minimum alternate tax paid under section 1151A /1151B of the Income Tax Act, advance taxes, tax deducted at source, right to carry forward and set-off accumulated losses and unabsorbed depreciation, if any, deferred tax assets, minimum alternate tax credit, goods and service tax credit, deductions and benefits under the Income Tax Act with respect to the advanced materials business; and
    - iv. all debts, borrowings and liabilities, whether present, future or contingent or deferred tax liabilities, whether secured or unsecured of the Advanced Materials Undertaking including but not limited to all other debts, duties, obligations and liabilities pertaining to the advanced materials business.
  - c) all permits, licences, approvals, registrations, quotas, incentives, powers, authorities, allotments, consents, rights, benefits, advantages, municipal permissions, trademarks, designs, copyrights, patents and other intellectual property rights of the Transferor Company pertaining to the advanced materials business, whether registered or unregistered and powers of every kind, nature and description whatsoever, whether from the government bodies or otherwise, pertaining to or relating to the advanced materials business;
  - d) entire experience, credentials, past record and market share of the Transferor Company pertaining to the advanced materials business;
  - e) all books, records, files, papers, engineering and process information, computer programs, software licenses (whether proprietary or otherwise), drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to the advanced materials business; and

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

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

(iv) **“Appointed Date”** means 1st April, 2024 or any other date as approved by NCLT;

(viii) **“Effective Date”** means the day on which last of the conditions specified in Clause 15 (Conditions Precedent) of this Scheme are complied with or otherwise duly waived and necessary orders, approvals and consents referred to therein have been obtained;

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

(xiii) **“Remaining Undertaking”** means all of the businesses, units, divisions, undertaking, and assets and liabilities of Transferor Company other than the Advanced Materials Undertaking;

(xix) **“Slump Sale”** means the sale of an undertaking on a going concern basis as defined under Section 2(42C) of the Income Tax Act and “as-is where-is” basis, for a lump sum consideration without values being assigned to the individual assets and liabilities;

#### 4. TRANSFER AND VESTING OF THE ADVANCED MATERIALS UNDERTAKING

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

4.2 In respect of such assets and properties including plant and machinery (including but not limited to all intangible assets) forming part of the Advanced Materials Undertaking which are movable in nature or are otherwise capable of transfer by delivery or possession or by endorsement, the same shall stand transferred from the Transferor Company to the Transferee Company upon coming into effect of this Scheme and shall, ipso facto and without any other or further order to this effect, become the assets and properties of the Transferee Company without requiring any deed or instrument of conveyance for transfer of the same.

4.3 With respect to the assets of the Advanced Materials Undertaking other than those referred to in Clause 4.2 above and Clause 4.4 below, including all rights and interests in the agreements (including agreements for lease or license of the properties), sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, balances & deposits, if any, with any Appropriate Authority, customers and other Persons, whether or not the same is held in the name of the Transferor Company, the same shall, without any further act, instrument or deed, be transferred to and/ or be deemed to be transferred to the Transferee Company, with effect from the Appointed Date by operation of law as transmission in favour of the Transferee Company.

4.4 With regard to assets such as leases or licenses of the properties, the Transferee Company will enter into novation agreements, if it is so required.

4.5 In respect of the occupancy, lease and usage rights of the land and building, the same shall stand transferred to the Transferee Company with effect from the Appointed Date, without any act or deed or conveyance being required to be done or executed by the Transferor Company and/ or the Transferee Company. The occupancy and usage rights of the land and building are hereby transferred in favour of the Transferee Company by the Transferor Company as an integral part of the Scheme. This transfer shall also be subject to terms and conditions of lease agreements stipulated by Government for the lease. For this purpose, if required, the Transferor and Transferee Companies shall register the true copy of the order of the Tribunal approving the Scheme with the offices of the relevant Sub-registrar of Assurances or similar registering authority having jurisdiction over the location of such land and building and shall also execute and register, as required, such other documents which may be necessary in this regard and no separate instrument including the one which creates the occupancy and usage rights in the land and building will be required to be registered separately.

4.6 Upon effectiveness of this Scheme, liabilities forming part of the Advanced Materials Undertaking, as on the Appointed Date shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Transferee Company and the Transferee Company shall meet, discharge and satisfy the same. In so far as indirect Tax liabilities are concerned, in particular, any liability with respect to the goods and services tax, value added tax, purchase tax, sales tax or any other duty or tax in relation to the Advanced Materials Undertaking, shall be treated as liabilities of the Transferee Company.

4.7 In so far as assets comprised in the Advanced Materials Undertaking are concerned, the security by way of existing charges, mortgages or other encumbrances, if any, over or in respect of any such assets relating to any loans or borrowings of the Transferor Company which are not transferred to the Transferee Company shall, without any further act, deed or instrument, be and stand released and discharged from the same and such assets shall no longer be available as security in relation to those loans or borrowings of the Transferor Company.

- 4.8 *In respect of unutilized input credits of goods and services tax of the Transferor Company, the portion which will be attributed to the Advanced Materials Undertaking and be transferred to the Transferee Company shall be determined by the Board of the Transferor Company in accordance with Applicable Law.*
- 4.9 *Upon the Scheme becoming effective, the Transferor Company and the Transferee Company shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/ or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme. It is further clarified that the Transferee Company shall be entitled to claim deduction under Section 43B of the Income Tax Act in respect of the unpaid liabilities transferred to it as part of the Advanced Materials Undertaking to the extent not claimed by the Transferor Company, as and when the same are paid subsequent to the Appointed Date.*
- 4.10 *Subject to Clause 4 and any other provisions of the Scheme, in respect of any refund, benefit, incentive, grant or subsidy in relation to or in connection with the Advanced Materials Undertaking, the Transferor Company shall, if so required by the Transferee Company, issue notices in such form as Transferor and Transferee Companies may mutually agree stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grant or subsidy be paid or made good to or held on account of the Transferee Company, as the Person entitled thereto, to the end and intent that the right of the Transferor Company to recover or realise the same stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.*
- 4.11 *On and from the Effective Date, all cheques and other negotiable instruments and payment orders received or presented for encashment which are in the name of the Transferor Company, in relation to or in connection with the Advanced Materials Undertaking, shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company.*
- 4.12 *Without prejudice to the foregoing provisions of this Clause 4 and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company may execute any and all instruments or documents and do all such acts, things and deeds as may be required, including filing of necessary particulars and/or modification(s) of charges(s), with the concerned ROC of filing of necessary applications, notices, intimations, or letters with any Appropriate Authority or Person to give effect to the Scheme.*
- 4.13 *Permits, including the benefits attached thereto, pertaining to the Advanced Materials Undertaking shall be transferred to the Transferee Company from the Appointed Date, without any further act, instrument or deed and shall be appropriately mutated or endorsed by the Appropriate Authorities concerned therewith in favour of the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms, obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company to carry on the operations pertaining to the Advanced Materials Undertaking without any hindrance, whatsoever.*
- 4.14 *On coming into effect of this Scheme, without any further act or deed and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, engagements, arrangements and other instruments (including all tenancies, leases, licences and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) of whatsoever nature in relation to the Advanced Materials Undertaking (other than those taken for the Transferor Company as a whole or without reference to specific assets pertaining to the Advanced Materials Undertaking) to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, or under which the Transferor Company has any obligations to discharge and which are subsisting or having effect shall, without any further act, instrument or deed, continue in full force and effect in favour of, by, for or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.*
- 4.15 *Any assets acquired by the Transferor Company after the Appointed Date but prior to the Effective Date pertaining to the Advanced Materials Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the Transferee Company upon the coming into effect of this Scheme.*
- 4.16 *On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company, in relation to or in connection with the Advanced Materials Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in relation to or in connection with the Advanced Materials Undertaking of the Transferor Company, in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Advanced Materials Undertaking to the Transferee Company under this Scheme have been formally given effect to under such contracts and/ or transactions.*
- 4.17 *Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Advanced Materials Undertaking occurs by virtue of this Scheme, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme.*

## **7. CONSIDERATION**

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

## **8. ACCOUNTING TREATMENT**

### **8.1 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY**

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

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

### **8.2 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEEE COMPANY**

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

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

## **9. REMAINING UNDERTAKING**

- 9.1 *The Remaining Undertaking shall continue to belong to and be owned and managed by the Transferor Company. The Transferor Company shall continue to be liable to perform and discharge all its liabilities and obligations in relating to the Remaining Undertaking and the Transferee Company shall not have any liability or obligations in relation to the Remaining Undertaking.*
- 9.2 *If the Transferee Company is in receipt of any demand, claim, and notice and/ or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Remaining Undertaking, the Transferee Company shall take all such steps in the proceedings before the Appropriate Authority to substitute the Transferee Company with the Transferor*

*Company. However, if the Transferee Company is unable to get the Transferor Company so substituted in such proceedings, it shall defend the same or deal with such demand in accordance with the advice of the Transferor Company and at the cost of the Transferor Company and the latter shall reimburse the Transferee Company, against all liabilities and obligations incurred by or against the Transferee Company, in respect thereof."*

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

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

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

**10. Directors, Promoters and Key Managerial Personnel:**

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

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

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

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

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

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

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

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

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

AL	₹ 1,359.25 Crores
AAML	NIL

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

AL	₹ 1,746.80 Crores
AAML	₹ 88.82 Crores

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

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

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

19. There are no investigations or proceedings pending against the Applicant Companies under the Companies Act, 2013.
20. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.
- Notice under Section 230(5) of Companies Act, 2013 is being given to (i) the Central Government through Regional Director, North-Western Region; (ii) the Registrar of Companies, Gujarat, (iii) BSE Limited; (iv) National Stock Exchange of India Limited; (v) The Securities and Exchange Board of India; (vi) Reserve Bank of India and (vii) Income Tax Authorities in respect of all Companies, wherever applicable
  - BSE was appointed as the designated Stock Exchange by the Applicant Transferor Company for the purpose of coordinating with the SEBI, pursuant to SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023.
  - The Applicant Transferor Company has received observation letter regarding the Scheme from both BSE and NSE on 22<sup>nd</sup> October, 2024 and 23<sup>rd</sup> October, 2024, respectively which are annexed herewith as **Annexure 4**.
  - As required by the SEBI Master Circular, the Applicant Transferor Company has filed Nil Complaint Report with both BSE and NSE on 25<sup>th</sup> June, 2024 and 5<sup>th</sup> August, 2024 respectively, which are annexed herewith as **Annexure 5**.
  - Both the Applicant Transferor Company and the Applicant Transferee Company or any of them would obtain such necessary approvals/sanctions/no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, if so required.
  - The application along with the requisite annexures thereto were filed by the Companies with NCLT on 3<sup>rd</sup> March, 2025.
21. The information pertaining to the Applicant Transferee Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is enclosed herewith as **Annexure 11**.
22. Additional Information required to be disclosed pursuant to the Observation Letters dated 22<sup>nd</sup> October, 2024 and 23<sup>rd</sup> October, 2024 issued by BSE and NSE respectively are annexed herewith as **Annexure 12**.
- 23. General:**
- i. The meeting of the Board of Directors of Arvind Limited, held on 6<sup>th</sup> May, 2024, was attended by 8 (Eight) directors (namely Mr. Sanjay S. Lalbhai, Mr. Punit S. Lalbhai, Mr. Kulin S. Lalbhai, Mr. Jayesh K Shah, Dr. Bakul H. Dholakia, Mr. Dileep Choksi, Ms. Ismet Khambatta and Mr. Nilesh Shah. Mr. Arpit Patel was granted leave of absence from attending the meeting. None of the directors of the Transferor Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors, who attended the meeting.
  - ii. The meeting of the Board of Directors of Arvind Advanced Materials Limited, held 6<sup>th</sup> May, 2024 was attended by 3 (Three) directors (namely Mr. Susheel Kaul, Mr. Bhavesh Shah and Mr. Pranav Dave). No director was absent from the meetings. None of the directors of Transferee Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors, who attended the meeting.
  - iii. The rights and interests of the Equity Shareholders, Secured or Unsecured Creditors of the Applicant Companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner.
  - iv. There are no winding up proceedings or any proceedings under the Insolvency and Bankruptcy Act pending against any of the Applicant Companies as of date.
  - v. The following additional documents will be open for inspection to the Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Transferor Company at the Registered Office between 11:00 a.m. to 01:00 p.m. on all working days (except Saturday and Sunday) upto one day prior to the date of Meeting:
    1. Audited Financial Results of both the Applicant Companies as on 31<sup>st</sup> March , 2024;
    2. Unaudited Financial Results of both the Applicant Companies as on 31<sup>st</sup> December, 2024;

3. Papers and proceedings in Company Application No. C.A. (CAA)/11(AHM)2025 including certified copy of the Order of the Ahmedabad Bench of the National Company Law Tribunal in the said Company Application dispensing with the Meetings of Equity Shareholders of Applicant Transferee Company and directing the convening and holding of the Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Transferor Company and Unsecured Creditors of Applicant Transferee Company;
  4. Copy of Scheme of Arrangement;
  5. Memorandum of Association and Articles of Association of both Applicant Companies;
  6. Copy of the Statutory Auditors' certificates dated 6<sup>th</sup> May, 2024 for both Applicant Companies issued by M/s. Deloitte Haskins & Sells LLP (for Transferor Company) and M/s. Sorab S. Engineer & Co. (for Transferee Company) certifying that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013
  7. Copies of the resolutions passed by the Board of Directors of Applicant Transferor Company and Applicant Transferee Company dated 6<sup>th</sup> May, 2024, approving the Scheme.
- vi. A copy of the Scheme, Explanatory Statement may be obtained free of charge on any working day (except Saturday and Sunday) from the Registered Office of the Applicant Companies or / and at the office of Advocates Mrs. Swati Saurabh Soparkar, situated at 301, Shivalik 10, Opp. SBI Zonal Office, S.M. Road, Ambawadi, Ahmedabad - 380 015, in the state of Gujarat.
- vii. This statement may be treated as an Explanatory Statement under Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.

Dated this 18<sup>th</sup> April, 2025  
Place: Ahmedabad

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

Registered Office:  
Naroda Road, Ahmedabad-382 345  
CIN: L17119GJ1931PLC000093  
Phone: +91 79 68268109  
Website: [www.arvind.com](http://www.arvind.com)  
Email: [investor@arvind.in](mailto:investor@arvind.in)



FASHIONING POSSIBILITIES

## ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)

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

• **Website:** [www.arvind.com](http://www.arvind.com) • **Email Id:** [investor@arvind.in](mailto:investor@arvind.in)

### NOTICE OF MEETING OF THE UNSECURED CREDITORS OF ARVIND LIMITED

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

#### Meeting of the Unsecured Creditors of Arvind Limited

<b>Day</b>	Friday
<b>Date</b>	30 <sup>th</sup> May, 2025
<b>Time</b>	02:00 p.m.
<b>Mode</b>	Through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')

#### REMOTE E-VOTING PERIOD

<b>Start Date</b>	Tuesday, 27 <sup>th</sup> May, 2025 at 09:00 a.m.
<b>Last Date</b>	Thursday, 29 <sup>th</sup> May, 2025 at 05:00 p.m.

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
AHMEDABAD BENCH

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

In the matter of the Companies Act, 2013;

AND

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

AND

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

**ARVIND LIMITED**

(CIN L17119GJ1931PLC000093)

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

.....Applicant Transferor Company

**NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS (INCLUDING CREDITORS TOWARDS LEASE LIABILITIES) OF ARVIND LIMITED, APPLICANT TRANSFEROR COMPANY**

To,  
The Unsecured Creditors of Arvind Limited  
(‘The Applicant Transferor Company’).

**NOTICE** is hereby given that by an Order dated 8<sup>th</sup> April, 2025 (‘Order’), the Ahmedabad Bench of the National Company Law Tribunal (‘NCLT’) has directed that a Meeting of Unsecured Creditors including creditors towards Lease Liabilities (hereinafter referred as “Unsecured Creditors”) of the Applicant Transferor Company (‘Meeting’) be convened and held on Friday, 30<sup>th</sup> May, 2025 at 2:00 p.m. through Video Conferencing or Other Audio Visual Means (‘VC/OAVM’) for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement involving transfer and vesting of the Advanced Materials Undertaking of Arvind Limited (‘Applicant Transferor Company’) to Arvind Advanced Materials Limited (‘Applicant Transferee Company’) and their respective shareholders and creditors (‘Scheme’).

In pursuance of the said Order and as directed therein, further Notice is hereby given that a Meeting of the Unsecured Creditors of the Applicant Transferor Company will be held on Friday, 30<sup>th</sup> May, 2025 at 02:00 p.m. through Video Conferencing or Other Audio Visual Means (‘VC/OAVM’), at which time the Unsecured Creditors of the Applicant Transferor Company are requested to attend.

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

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

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

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

Dated this 18<sup>th</sup> April, 2025  
Place: Ahmedabad

Registered Office:  
Naroda Road, Ahmedabad-382 345  
CIN: L17119GJ1931PLC000093  
Phone: +91 79 68268109  
Website: [www.arvind.com](http://www.arvind.com)  
Email: [investor@arvind.in](mailto:investor@arvind.in)

## NOTES:

- 1) As per the said Order, Meeting of the Unsecured Creditors of Applicant Transferor Company will be held through VC/OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Applicant Transferor Company has provided e-voting facility through National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). This facility is being provided to the Unsecured Creditors who are Unsecured Creditors of the Company as on **Wednesday, 30<sup>th</sup> April, 2025 ('cut-off date')**, to exercise their right to vote by electronic means on the business specified in the accompanying Notice. The detailed procedure for participation in the Meeting through VC/OAVM and remote e-voting/e-voting during the Meeting is provided in the Notes to this Notice.
- 2) Since, the Meeting is being held pursuant to NCLT Order and MCA Circulars through VC/OAVM, physical attendance of the Unsecured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for Meeting. **Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
- 3) Only Unsecured Creditors of the Applicant Transferor Company may attend the Meeting (either in person or by authorised representative). It is further informed that in view of para 3(A)(x) of the MCA General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, voting through proxy shall not be permitted. However, voting through authorised representative is permitted. The authorised representative may attend the Meeting provided that a certified copy of the Board Resolution /authorisation letter together with attested specimen signature of the duly authorised signatory who are authorised to vote is submitted to the Applicant Transferor Company at [investor@arvind.in](mailto:investor@arvind.in) before the commencement of the Meeting of the Unsecured Creditors of the Applicant Transferor Company.
- 4) The quorum for the Meeting of the Unsecured Creditors of the Applicant Transferor Company as directed by the NCLT shall be as per Section 103 of the Act. The Unsecured Creditors or authorised representative of the body corporate attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) Unsecured Creditors can join the Meeting through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 6) The Explanatory Statement pursuant to Section 102 read with Sections 230 to 232 of the Companies Act, 2013 ('Act') and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the Rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed.
- 7) All documents referred to in the accompanying Notice and the Explanatory Statement along with the Statutory Registers maintained by the Applicant Transferor Company will be available for inspection by the Unsecured Creditors in electronic mode upto the date of the Meeting and will also be available electronically for inspection during the Meeting. Unsecured Creditors seeking to inspect such documents can send an email to [investor@arvind.in](mailto:investor@arvind.in).
- 8) The Unsecured Creditors of the Applicant Transferor Company whose names appear in the records of the Applicant Transferor Company as on Wednesday, 30<sup>th</sup> April, 2025 ('cut-off date') shall be eligible to attend and vote at the Meeting of the Unsecured Creditors of the Applicant Transferor Company either personally (in case of individuals) or through authorised representative. In compliance with the NCLT Order, MCA Circulars and the SEBI Circular dated 3<sup>rd</sup> October, 2024, electronic Copy of Notice along with its Annexures is being sent to all the Unsecured Creditors of Applicant Transferor Company as on 30<sup>th</sup> September, 2024, whose e-mail addresses are registered with the Applicant Transferor Company/Depository Participants, for communication purpose or through registered post / speed post / Air mail or courier or hand delivery to those Unsecured Creditors whose e-mail addresses are not registered with the Company's RTA/DPs as on 30<sup>th</sup> September, 2024. Unsecured Creditors may note that the Notice alongwith all the annexures will also be available on the Company's website i.e. [www.arvind.com](http://www.arvind.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 9) Unsecured Creditors who would like to express their views / have questions may send their views / questions 7 days prior to Meeting mentioning their name, email id, mobile number at [investor@arvind.in](mailto:investor@arvind.in) and register as a Speaker. Only those Unsecured Creditors who have registered as a Speaker will be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting.
- 10) The Notice convening the aforesaid Meetings will be published through advertisement in 'Indian Express' (English Edition) and 'Financial Express' (Gujarati Edition) as directed by NCLT in its order.
- 11) Mr. Keshav Khaneja, Insolvency Professional, having Registration No. IBBI/PA-002/IP-N01131/2021-2022/13759 has been appointed as the Scrutinizer to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner.
- 12) The Scrutinizer shall, after the conclusion of the Meeting, submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution and invalid votes, if any and submit the same to the Chairman of the Meeting or a person authorised by Chairman in writing who shall countersign the same.
- 13) Results of voting shall be submitted by the Chairman in form of the Chairman's report alongwith an Affidavit on receipt of consolidated report from the Scrutinizer. The said report along with the Scrutinizer's Report shall be placed on the Applicant Transferor Company's website i.e. [www.arvind.com](http://www.arvind.com) and on the website of NSDL and on the website of at National Secured Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- 14) Unsecured Creditors whose debt is outstanding as on Wednesday, 30<sup>th</sup> April, 2025 shall be eligible to vote and attend the meeting. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Ahmedabad Bench.
- 15) In accordance with the provisions of Sections 230 to 232 of the Act, The Scheme shall be considered approved by the Unsecured Creditors of the Applicant Transferor Company if the resolution has been approved by the majority of persons representing three-fourths in value of the Unsecured Creditors in terms of Sections 230 to 232 of the Act.

**THE INSTRUCTIONS FOR UNSECURED CREDITORS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, 27<sup>th</sup> May, 2025 at 9:00 A.M. and ends on Thursday, 29<sup>th</sup> May, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Unsecured Creditors, whose names appear in the List of Unsecured Creditors as on the record date (cut-off date) i.e. Wednesday, 30<sup>th</sup> April, 2025 may cast their vote electronically.

Login method for e-voting for Unsecured Creditors through NSDL e-Voting system is given below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 / Creditor' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your Login id and password details for casting your vote electronically and for attending the Meeting of Unsecured Creditors through VC/ OAVM will be provided by NSDL as per the process decided by company.
5. For the first time the system will ask to reset your password.
6. Use your new password to login. Tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.
9. You will be able to see the EVEN no. of Arvind Limited.
10. Click on "EVEN" of Arvind Limited to cast your vote.
11. Now you are ready for e-Voting on the Resolution(s) as the Voting page opens.
12. Cast your vote by selecting appropriate options i.e. assent or dissent, and click on "Submit" and also "Confirm" when prompted.
13. Upon confirmation, the message "Vote cast successfully" will be displayed.
14. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
15. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
16. Unsecured Creditors facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000

**THE INSTRUCTIONS FOR UNSECURED CREDITORS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Unsecured creditors, who will be present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Unsecured creditors who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR UNSECURED CREDITORS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Unsecured Creditors will be provided with a facility to attend the Unsecured Creditors Meeting through VC/OAVM through the NSDL e-Voting system. Unsecured Creditors may access the same at <https://www.evoting.nsd.com> under shareholder / member / Creditor login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / member / Creditor login where the EVEN of Company will be displayed.
2. Unsecured creditors are encouraged to join the Meeting through Laptops for better experience.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

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

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

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

(iii) The Share Capital of AL as on 31<sup>st</sup> March, 2024 and as on the date of Notice, is as under:-

**As on 31<sup>st</sup> March, 2024**

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

**As on the date of Notice**

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

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

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

**Main objects:-**

- To carry on the business of spinning, weaving or manufacturing or dealing in cotton or other fibrous substances and the preparation, dyeing or colouring of any of the said substances and the sale of yarn, cloth or other manufactures fibrous products.
  - To carry on all or any of the business following, namely, cotton spinners and doublers, flax, hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers, and makers of vitriol, bleaching and dyeing materials and to purchase, comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton, silk and other fibrous substances and to weave or otherwise manufacture, buy, sell and deal in linen, cloth and other goods and fabrics, whether textile, fringed, knitted or looped and to supply power and to carry on or be interested in the businesses of flour mill proprietors, pressing and ginning mill proprietors and oil mill proprietors, paper mill proprietors and ice manufacturers in all their branches and either in Ahmedabad or other parts of India.
- (v) Arvind Limited, the Applicant Transferor Company is a listed public limited Company. It is, inter alia, engaged in the business spanning the entire value chain of textiles either directly or through its subsidiaries and joint ventures with other entities. During the Financial Year ended on 31<sup>st</sup> March, 2024, on standalone basis, AL had Total Income of ₹ 7153.84 Crores. The Net Profit was to the tune of ₹ 304.90 Crores. It had Total Reserves of ₹ 3214.74 Crores. Whereas on consolidated basis, the Total Income was ₹ 7778.58 Crores and Net Profit was ₹ 352.63 Crores. It had Total Reserves of ₹ 3281.12 Crores. It is a dividend paying Company. Copies of Audited Financial Results of AL as on 31<sup>st</sup> March, 2024 and Unaudited Financial Results as on 31<sup>st</sup> December, 2024 along with a Divisional Unaudited Balance Sheet as on 31<sup>st</sup> March, 2024 and as on 31<sup>st</sup> December, 2024 indicating Assets and Liabilities of the Undertaking being transferred viz. Advanced Materials Undertaking, Remaining Business and Cumulative is annexed herewith as **Annexure 9**.
- (vi) The details of the Promoters (including Promoter Group) of the Applicant Transferor Company as on the date of the Notice are as under:

Sr. No.	Names of the Promoter and Promoter Group	No. of shares held	% of Holding
1	Sanjaybhai Shrenikbhai Lalbhai	170	0.00%
2	Jayshreeben Sanjaybhai Lalbhai	345	0.00%
3	Punit Sanjaybhai	3714	0.00%
4	Swati S Lalbhai	9712	0.00%
5	Sunil Siddharth Lalbhai	5437	0.00%

6	Vimla S Lalbhai	970	0.00%
7	Tara S Lalbhai	4074	0.00%
8	Astha Lalbhai	1925	0.00%
9	Sunil Siddharth HUF	18	0.00%
10	Kalpana Shripal Morakhia	12	0.00%
11	Kulin S Lalbhai	0	0.00%
12	Poorva Punitbhai Lalbhai	0	0.00%
13	Jaina Kulin Lalbhai	0	0.00%
14	Ishaan Punit Lalbhai	0	0.00%
15	Ruhani Punit Lalbhai	0	0.00%
16	Ananyaa Kulin Lalbhai	0	0.00%
17	Aura Securities Private Limited	89730590	34.27%
18	Aura Business Ventures LLP	6960988	2.66%
19	Atul Limited	4127471	1.58%
20	Aagam Holdings Private Limited	1876258	0.72%
21	Lalbhai Realty Finance Private Limited	455000	0.17%
22	Akshita Holdings Private Limited	150000	0.06%
23	Anusandhan Investments Limited	115000	0.04%
24	Aayojan Resources Private Limited	96000	0.04%
25	Adhinami Investments Private Limited	78500	0.03%
26	Aura Business Enterprise Private Limited	100	0.00%
27	Aura Merchandise Private Limited	100	0.00%
28	Aura Securities Pvt. Ltd.	100	0.00%
29	Swati S Lalbhai (As a Trustee of Siddharth Family Trust)	3620	0.00%
30	Sanjaybhai Shrenikbhai Lalbhai (As a Representative trustee of Discretionary Trust)	1394	0.00%
31	Arvind Fashions Limited	0	0.00%
32	The Anup Engineering Limited (Formerly known as Anveshan Heavy Engineering Limited)	0	0.00%
33	Arvind SmartSpaces Limited	0	0.00%
34	Advait Merchandise Private Limited (Formerly known as Kasturbhai Lalbhai Museum Limited)	0	0.00%
35	Anukul Investments Private Limited	0	0.00%
36	Amplus Capital Advisors Private Limited	0	0.00%
37	Kasturbhai Lalbhai (India) Private Limited (formerly known as Shruti Trade Link Private Limited)	0	0.00%
38	Aagam Agencies Private Limited	0	0.00%
39	Amal Limited	0	0.00%
40	Atul Finserv Limited (Formerly known as Ameer Trading Corporation Limited)	0	0.00%
41	Anchor Adhesives Private Limited	0	0.00%
42	Atul Bioscience Limited	0	0.00%
43	Rudolf Atul Chemicals Limited	0	0.00%
44	Style Audit LLP	0	0.00%
45	J P Trunkshow LLP	0	0.00%
46	Aura Weaving Private Limited	0	0.00%
47	Adhvesh Weaving Private Limited	0	0.00%
48	Aroh Enterprise Private Limited (formerly known as White Ocean Smartspaces Private Limited)	0	0.00%
	<b>Total</b>	<b>103621498</b>	<b>39.58%</b>

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

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

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

(i) Arvind Advanced Materials Limited, the ("Transferee Company") is a public company incorporated on 24<sup>th</sup> November, 2015 under the provisions of the Companies Act, 2013 in the name and style of Arvind True Blue Limited. The name of the company was changed to Arvind Polymer Textiles Limited with effect from 11<sup>th</sup> April, 2023 and was further changed to Arvind Advanced Materials Limited with effect from 7<sup>th</sup> December 2023 under the corporate identification number U52100GJ2015PLC085165, having its registered office situated at Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad- 380025 in the state of Gujarat. The Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials. The Transferee Company is wholly owned subsidiary company of the Transferor Company. The Permanent Account Number of the Applicant Transferee Company is AAOCA0656R.

(ii) There is no change in Object Clause of the Transferee Company in the last five years except:

- The alteration in the Memorandum by amending sub-clause 1 of Clause III was made by the Special Resolution passed at the Extraordinary General Meeting held on 25<sup>th</sup> March, 2022.
- The alteration in the Memorandum by adding sub-clause 2 of Clause III(A) was made by the Special Resolution passed at the Extraordinary General Meeting held on 01<sup>st</sup> February 2023.
- The alteration in the Memorandum by altering Clause III(A) was made by the Special Resolution passed at the Extraordinary General Meeting held on 04<sup>th</sup> May, 2024.

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

**As on 31<sup>st</sup> March, 2024:**

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

**As on the date of Notice:**

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

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

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

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

**Main Objects:**

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

- a. Spun yarns, filaments, threads, woven or nonwoven fabrics, processing, converted thereon in garments/bags/accessories using required processes and/or technologies for various Industry applications.
  - b. Advanced Composites (Fibre Reinforced Composites, Particulate Composites, Natural fibre Composites, Metal Matrix, Ceramic Matrix Composites, Laminates) based on different fibres & resins for various Industry applications.
  - c. Polyurethane, polyols, polyester, PVC cotton fabrics, plastics, emulsions, synthetic leather cloth, plastic foams and sheets, footwear materials, all types of synthetic rubber and elastomers, lattices and formulations thereof.
  - d. Specialized Fibres based on, including but not limited to, glass, carbon, aramid, polyester, nylon, basalt, graphene and other natural fibres.
  - e. Processing of such fibres in Fabrics & Matts.
  - f. Rejuvenating equipments and related accessories.
  - g. All kinds of safety equipments and personal protection equipments.
  - h. Specialty Resins & Chemicals.
  - i. All incidental products and by- products materials stated above
- (v) Arvind Advanced Materials Limited, the Applicant Transferee Company is engaged, inter alia, in the business of manufacturing and supply of advanced materials. During the financial year ended on 31<sup>st</sup> March, 2024, AAML had total income of ₹ 99.27 crores. The net profit was to the tune of ₹ 5.27 crores. Copy of Audited financial Results as on 31<sup>st</sup> March, 2024 and Unaudited Financial Results as on 31<sup>st</sup> December, 2024 are annexed herewith as **Annexure-10**.
- (vi) The details of the Promoters of the Applicant Transferee Company as on the date of the Notice are as under:

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

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

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

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

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

**8. Rationale and Salient Features of the Scheme:**

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

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

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

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

## **Salient features of the Scheme:**

### **1. "Definitions:**

- (ii) **"Advanced Materials Undertaking"** means all the advanced materials business comprising of all business units/plants situated at various locations in and around Ahmedabad and Gandhinagar in the state of Gujarat, assets, properties, and liabilities of whatsoever nature and kind, and wherever situated, including reserves/retained earnings relating to the said undertaking, of the Transferor Company, in relation to and pertaining to the advanced materials business to be transferred to the Transferee Company and shall include without limitation;
  - a) all assets and liabilities of the Transferor Company pertaining to the advanced materials business;
  - b) without prejudice to the generality of the provisions of (a) above, the Advanced Materials Undertaking shall include;
    - i. all properties and assets of the Transferor Company, including all movable or immovable, investments, freehold, leasehold or licensed, tenancy rights, hire purchase and lease arrangements, real or personal, corporeal or incorporeal or otherwise, present, future, contingent, tangible or intangible, security deposits, capital work in progress, easementary rights, rights of way associated with developing such infrastructure and every associated right, plant and machinery, capital work in progress, furniture, fixtures, office equipment, appliances, accessories, vehicles, all stocks, sundry debtors, deposits, provisions, advances, recoverables, receivables, title, interest, cash and bank balances, bills of exchange, covenants, all earnest monies, security deposits, or other entitlements, funds, powers, authorities, licences, registrations, quotas, allotments, consents, privileges, liberties, advantages, easements and all the rights, title, interests, goodwill; benefits, fiscal incentives, entitlement and advantages, contingent rights or benefits belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company with respect to the advanced materials business;
    - ii. all contracts, agreements, schemes, arrangements and any other instruments for the purpose of carrying on the business of the advanced materials business;
    - iii. all tax credits, refunds, reimbursements, claims, concessions, exemptions, benefits under Tax Laws including sales tax deferrals and minimum alternate tax paid under section 1151A /1151B of the Income Tax Act, advance taxes, tax deducted at source, right to carry forward and set-off accumulated losses and unabsorbed depreciation, if any, deferred tax assets, minimum alternate tax credit, goods and service tax credit, deductions and benefits under the Income Tax Act with respect to the advanced materials business; and
    - iv. all debts, borrowings and liabilities, whether present, future or contingent or deferred tax liabilities, whether secured or unsecured of the Advanced Materials Undertaking including but not limited to all other debts, duties, obligations and liabilities pertaining to the advanced materials business.
  - c) all permits, licences, approvals, registrations, quotas, incentives, powers, authorities, allotments, consents, rights, benefits, advantages, municipal permissions, trademarks, designs, copyrights, patents and other intellectual property rights of the Transferor Company pertaining to the advanced materials business, whether registered or unregistered and powers of every kind, nature and description whatsoever, whether from the government bodies or otherwise, pertaining to or relating to the advanced materials business;
  - d) entire experience, credentials, past record and market share of the Transferor Company pertaining to the advanced materials business;
  - e) all books, records, files, papers, engineering and process information, computer programs, software licenses (whether proprietary or otherwise), drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to the advanced materials business; and

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

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

(iv) **“Appointed Date”** means 1st April, 2024 or any other date as approved by NCLT;

(viii) **“Effective Date”** means the day on which last of the conditions specified in Clause 15 (Conditions Precedent) of this Scheme are complied with or otherwise duly waived and necessary orders, approvals and consents referred to therein have been obtained;

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

(xiii) **“Remaining Undertaking”** means all of the businesses, units, divisions, undertaking, and assets and liabilities of Transferor Company other than the Advanced Materials Undertaking;

(xix) **“Slump Sale”** means the sale of an undertaking on a going concern basis as defined under Section 2(42C) of the Income Tax Act and “as-is where-is” basis, for a lump sum consideration without values being assigned to the individual assets and liabilities;

#### **4. TRANSFER AND VESTING OF THE ADVANCED MATERIALS UNDERTAKING**

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

4.2 In respect of such assets and properties including plant and machinery (including but not limited to all intangible assets) forming part of the Advanced Materials Undertaking which are movable in nature or are otherwise capable of transfer by delivery or possession or by endorsement, the same shall stand transferred from the Transferor Company to the Transferee Company upon coming into effect of this Scheme and shall, ipso facto and without any other or further order to this effect, become the assets and properties of the Transferee Company without requiring any deed or instrument of conveyance for transfer of the same.

4.3 With respect to the assets of the Advanced Materials Undertaking other than those referred to in Clause 4.2 above and Clause 4.4 below, including all rights and interests in the agreements (including agreements for lease or license of the properties), sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, balances & deposits, if any, with any Appropriate Authority, customers and other Persons, whether or not the same is held in the name of the Transferor Company, the same shall, without any further act, instrument or deed, be transferred to and/ or be deemed to be transferred to the Transferee Company, with effect from the Appointed Date by operation of law as transmission in favour of the Transferee Company.

4.4 With regard to assets such as leases or licenses of the properties, the Transferee Company will enter into novation agreements, if it is so required.

4.5 In respect of the occupancy, lease and usage rights of the land and building, the same shall stand transferred to the Transferee Company with effect from the Appointed Date, without any act or deed or conveyance being required to be done or executed by the Transferor Company and/ or the Transferee Company. The occupancy and usage rights of the land and building are hereby transferred in favour of the Transferee Company by the Transferor Company as an integral part of the Scheme. This transfer shall also be subject to terms and conditions of lease agreements stipulated by Government for the lease. For this purpose, if required, the Transferor and Transferee Companies shall register the true copy of the order of the Tribunal approving the Scheme with the offices of the relevant Sub-registrar of Assurances or similar registering authority having jurisdiction over the location of such land and building and shall also execute and register, as required, such other documents which may be necessary in this regard and no separate instrument including the one which creates the occupancy and usage rights in the land and building will be required to be registered separately.

4.6 Upon effectiveness of this Scheme, liabilities forming part of the Advanced Materials Undertaking, as on the Appointed Date shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Transferee Company and the Transferee Company shall meet, discharge and satisfy the same. In so far as indirect Tax liabilities are concerned, in particular, any liability with respect to the goods and services tax, value added tax, purchase tax, sales tax or any other duty or tax in relation to the Advanced Materials Undertaking, shall be treated as liabilities of the Transferee Company.

4.7 In so far as assets comprised in the Advanced Materials Undertaking are concerned, the security by way of existing charges, mortgages or other encumbrances, if any, over or in respect of any such assets relating to any loans or borrowings of the Transferor Company which are not transferred to the Transferee Company shall, without any further act, deed or instrument, be and stand released and discharged from the same and such assets shall no longer be available as security in relation to those loans or borrowings of the Transferor Company.

- 4.8 *In respect of unutilized input credits of goods and services tax of the Transferor Company, the portion which will be attributed to the Advanced Materials Undertaking and be transferred to the Transferee Company shall be determined by the Board of the Transferor Company in accordance with Applicable Law.*
- 4.9 *Upon the Scheme becoming effective, the Transferor Company and the Transferee Company shall have the right to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws and to claim refunds and/ or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of the Scheme. It is further clarified that the Transferee Company shall be entitled to claim deduction under Section 43B of the Income Tax Act in respect of the unpaid liabilities transferred to it as part of the Advanced Materials Undertaking to the extent not claimed by the Transferor Company, as and when the same are paid subsequent to the Appointed Date.*
- 4.10 *Subject to Clause 4 and any other provisions of the Scheme, in respect of any refund, benefit, incentive, grant or subsidy in relation to or in connection with the Advanced Materials Undertaking, the Transferor Company shall, if so required by the Transferee Company, issue notices in such form as Transferor and Transferee Companies may mutually agree stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grant or subsidy be paid or made good to or held on account of the Transferee Company, as the Person entitled thereto, to the end and intent that the right of the Transferor Company to recover or realise the same stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.*
- 4.11 *On and from the Effective Date, all cheques and other negotiable instruments and payment orders received or presented for encashment which are in the name of the Transferor Company, in relation to or in connection with the Advanced Materials Undertaking, shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company.*
- 4.12 *Without prejudice to the foregoing provisions of this Clause 4 and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company may execute any and all instruments or documents and do all such acts, things and deeds as may be required, including filing of necessary particulars and/or modification(s) of charges(s), with the concerned ROC of filing of necessary applications, notices, intimations, or letters with any Appropriate Authority or Person to give effect to the Scheme.*
- 4.13 *Permits, including the benefits attached thereto, pertaining to the Advanced Materials Undertaking shall be transferred to the Transferee Company from the Appointed Date, without any further act, instrument or deed and shall be appropriately mutated or endorsed by the Appropriate Authorities concerned therewith in favour of the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms, obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company to carry on the operations pertaining to the Advanced Materials Undertaking without any hindrance, whatsoever.*
- 4.14 *On coming into effect of this Scheme, without any further act or deed and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, engagements, arrangements and other instruments (including all tenancies, leases, licences and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) of whatsoever nature in relation to the Advanced Materials Undertaking (other than those taken for the Transferor Company as a whole or without reference to specific assets pertaining to the Advanced Materials Undertaking) to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, or under which the Transferor Company has any obligations to discharge and which are subsisting or having effect shall, without any further act, instrument or deed, continue in full force and effect in favour of, by, for or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.*
- 4.15 *Any assets acquired by the Transferor Company after the Appointed Date but prior to the Effective Date pertaining to the Advanced Materials Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the Transferee Company upon the coming into effect of this Scheme.*
- 4.16 *On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company, in relation to or in connection with the Advanced Materials Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in relation to or in connection with the Advanced Materials Undertaking of the Transferor Company, in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Advanced Materials Undertaking to the Transferee Company under this Scheme have been formally given effect to under such contracts and/ or transactions.*
- 4.17 *Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Advanced Materials Undertaking occurs by virtue of this Scheme, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme.*

## **7. CONSIDERATION**

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

## **8. ACCOUNTING TREATMENT**

### **8.1 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY**

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

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

### **8.2 ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEE COMPANY**

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

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

## **9. REMAINING UNDERTAKING**

- 9.1 *The Remaining Undertaking shall continue to belong to and be owned and managed by the Transferor Company. The Transferor Company shall continue to be liable to perform and discharge all its liabilities and obligations in relating to the Remaining Undertaking and the Transferee Company shall not have any liability or obligations in relation to the Remaining Undertaking.*
- 9.2 *If the Transferee Company is in receipt of any demand, claim, and notice and/ or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Remaining Undertaking, the Transferee Company shall take all such steps in the proceedings before the Appropriate Authority to substitute the Transferee Company with the Transferor*

*Company. However, if the Transferee Company is unable to get the Transferor Company so substituted in such proceedings, it shall defend the same or deal with such demand in accordance with the advice of the Transferor Company and at the cost of the Transferor Company and the latter shall reimburse the Transferee Company, against all liabilities and obligations incurred by or against the Transferee Company, in respect thereof."*

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

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

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

**10. Directors, Promoters and Key Managerial Personnel:**

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

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

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

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

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

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

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

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

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

AL	₹ 1,359.25 Crores
AAML	NIL

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

AL	₹ 1,746.80 Crores
AAML	₹ 88.82 Crores

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

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

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

19. There are no investigations or proceedings pending against the Applicant Companies under the Companies Act, 2013.
20. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.
- Notice under Section 230(5) of Companies Act, 2013 is being given to (i) the Central Government through Regional Director, North-Western Region; (ii) the Registrar of Companies, Gujarat, (iii) BSE Limited; (iv) National Stock Exchange of India Limited; (v) The Securities and Exchange Board of India; (vi) Reserve Bank of India and (vii) Income Tax Authorities in respect of all Companies, wherever applicable
  - BSE was appointed as the designated Stock Exchange by the Applicant Transferor Company for the purpose of coordinating with the SEBI, pursuant to SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20<sup>th</sup> June, 2023.
  - The Applicant Transferor Company has received observation letter regarding the Scheme from both BSE and NSE on 22<sup>nd</sup> October, 2024 and 23<sup>rd</sup> October, 2024, respectively which are annexed herewith as **Annexure 4**.
  - As required by the SEBI Master Circular, the Applicant Transferor Company has filed Nil Complaint Report with both BSE and NSE on 25<sup>th</sup> June, 2024 and 5<sup>th</sup> August, 2024 respectively, which are annexed herewith as **Annexure 5**.
  - Both the Applicant Transferor Company and the Applicant Transferee Company or any of them would obtain such necessary approvals/sanctions/no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, if so required.
  - The application along with the requisite annexures thereto were filed by the Companies with NCLT on 3<sup>rd</sup> March, 2025.
21. The information pertaining to the Applicant Transferee Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is enclosed herewith as **Annexure 11**.
22. Additional Information required to be disclosed pursuant to the Observation Letters dated 22<sup>nd</sup> October, 2024 and 23<sup>rd</sup> October, 2024 issued by BSE and NSE respectively are annexed herewith as **Annexure 12**.
- 23. General:**
- i. The meeting of the Board of Directors of Arvind Limited, held on 6<sup>th</sup> May, 2024, was attended by 8 (Eight) directors (namely Mr. Sanjay S. Lalbhai, Mr. Punit S. Lalbhai, Mr. Kulin S. Lalbhai, Mr. Jayesh K Shah, Dr. Bakul H. Dholakia, Mr. Dileep Choksi, Ms. Ismet Khambatta and Mr. Nilesh Shah. Mr. Arpit Patel was granted leave of absence from attending the meeting. None of the directors of the Transferor Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors, who attended the meeting.
  - ii. The meeting of the Board of Directors of Arvind Advanced Materials Limited, held 6<sup>th</sup> May, 2024 was attended by 3 (Three) directors (namely Mr. Susheel Kaul, Mr. Bhavesh Shah and Mr. Pranav Dave). No director was absent from the meetings. None of the directors of Transferee Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors, who attended the meeting.
  - iii. The rights and interests of the Equity Shareholders, Secured or Unsecured Creditors of the Applicant Companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner.
  - iv. There are no winding up proceedings or any proceedings under the Insolvency and Bankruptcy Act pending against any of the Applicant Companies as of date.
  - v. The following additional documents will be open for inspection to the Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Transferor Company at the Registered Office between 11:00 a.m. to 01:00 p.m. on all working days (except Saturday and Sunday) upto one day prior to the date of Meeting:
    1. Audited Financial Results of both the Applicant Companies as on 31<sup>st</sup> March , 2024;
    2. Unaudited Financial Results of both the Applicant Companies as on 31<sup>st</sup> December, 2024;

3. Papers and proceedings in Company Application No. C.A. (CAA)/11(AHM)2025 including certified copy of the Order of the Ahmedabad Bench of the National Company Law Tribunal in the said Company Application dispensing with the Meetings of Equity Shareholders of Applicant Transferee Company and directing the convening and holding of the Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Transferor Company and Unsecured Creditors of Applicant Transferee Company;
  4. Copy of Scheme of Arrangement;
  5. Memorandum of Association and Articles of Association of both Applicant Companies;
  6. Copy of the Statutory Auditors' certificates dated 6<sup>th</sup> May, 2024 for both Applicant Companies issued by M/s. Deloitte Haskins & Sells LLP (for Transferor Company) and M/s. Sorab S. Engineer & Co. (for Transferee Company) certifying that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013
  7. Copies of the resolutions passed by the Board of Directors of Applicant Transferor Company and Applicant Transferee Company dated 6<sup>th</sup> May, 2024, approving the Scheme.
- vi. A copy of the Scheme, Explanatory Statement may be obtained free of charge on any working day (except Saturday and Sunday) from the Registered Office of the Applicant Companies or / and at the office of Advocates Mrs. Swati Saurabh Soparkar, situated at 301, Shivalik 10, Opp. SBI Zonal Office, S.M. Road, Ambawadi, Ahmedabad - 380 015, in the state of Gujarat.
- vii. This statement may be treated as an Explanatory Statement under Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.

Dated this 18<sup>th</sup> April, 2025  
Place: Ahmedabad

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

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