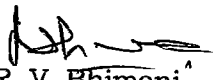



ARVIND

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE
MANAGEMENT COMMITTEE OF THE BOARD OF DIRECTORS OF
THE COMPANY AT THEIR MEETING HELD ON 25TH JANUARY, 2017**

RESOLVED THAT the Undertaking regarding non-applicability of Para 1(A) (9) (a) of the SEBI Circular No.CIR/CFD/CMD/16/2015 dated November 30, 2015 to the Scheme of amalgamation / merger of Arvind Brands & Retail Limited ("ABRL") and Arvind Garments Park Private Limited ("AGPPL") and Dholka Textile Park Private Limited ("DTPPL") with Arvind Limited ("Arvind") under Sections 231 to 234 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and certified by M/s Sorab S. Engineer & Co., Statutory Auditors, Ahmedabad by a separate certificate be and are hereby approved and the same be filed with the BSE Limited and National Stock Exchange of India Limited.

CERTIFIED BY


R. V. Bhimani
Company Secretary

For ARVIND LIMITED

Company Secretary