

Arvind Limited  
LALBHAI GROUP

Naroda Road, Ahmedabad 380 025, India  
T +91 79 30138000 W www.arvind.com  
CIN - L17119GJ1931PLC000093

# ARVIND

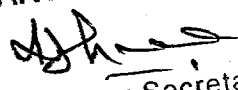
## ANNEXURE IV

Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation of Arvind Brands & Retail Limited, Arvind Garments Park Private Limited and Dholka Textile Park Private Limited with Arvind Limited**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How YES
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	BSE LIMITED
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Annexure 1
2.b	Valuation Report from Independent Chartered Accountant	Annexure 2
2.c	Report from the Audit Committee recommending the Draft Scheme	Annexure 3
2.d	Fairness opinion by merchant banker	Annexure 4
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Annexure 5
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Annexure 6
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Transferee Company, Arvind Limited is in Compliance with Regulation 17 to 27 of Listing Regulations.
2.h	Complaints Report	To be submitted after 21 days
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	Not Applicable as no new shares are to be allotted by Transferee Listed Company

For ARVIND LIMITED  
  
Company Secretary

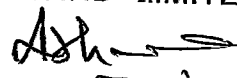
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4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not applicable
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	There are no outstanding warrants /instruments/agreement which give right to any person to take the equity shares in the Transferee Company at any future date.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not applicable as Transferee Company will not issue any Shares

For ARVIND LIMITED



Company Secretary

Date: 16/02/2017

Managing Director/ Company

**ARVIND BRANDS & RETAIL LIMITED****Arvind**

Arvind Mills Premises,  
Naroda Road, Ahmedabad - 380 025, India.  
Phone : (079) 30138000 Fax : (079) 30138668  
CIN - U52609GJ2007PLC051974

**ANNEXURE I**

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Arvind Brands and Retail Limited Transferor Company


**(Rs. in Crores)**

	For the period ended 31 <sup>st</sup> December, 2016	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	31.12.16	2015-16	2014-15	2013-14
Equity Paid up Capital	16.97	16.76	11.72	10.71
Reserves and surplus	631.06	795.21	555.90	305.09
Carry forward losses				
Net Worth	648.03	811.97	567.62	315.80
Miscellaneous Expenditure				
Secured Loans				
Unsecured Loans				
Fixed Assets	2.75			
Income from Operations	10.90	3.34	0.22	0.67
Total Income	10.90	3.34	0.22	0.67
Total Expenditure	266.10	3.75	0.27	0.09
Profit before Tax	(255.20)	(0.41)	(0.05)	0.58
Profit after Tax	(258.12)	(0.41)	(0.05)	0.56
Cash profit	(258.09)	(0.41)	(0.05)	0.56
EPS	(30.42)	(0.06)	(0.01)	0.11
Book value	76.37	96.87	96.88	58.97

**Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.**

**Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.**

For ARVIND LIMITED



Company Secretary

# ARVIND GARMENTS PARK PRIVATE LIMITED

ARVIND LIMITED PREMISES, NARODA ROAD, AHMEDABAD- 380025.

Phone : (079) 30138108 Fax : (079) 30138668

CIN : U17120GJ2013PTC073597

## ANNEXURE I

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Arvind Garments Park Private Limited Transferor Company


(Rs. in Crores)

	For the period ended 31 <sup>st</sup> December, 2016	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	31.12.16	2015-16	2014-15	2013-14
Equity Paid up Capital	0.01	0.01	0.01	0.01
Reserves and surplus	(0.09)	(0.09)	(0.09)	
Carry forward losses				
Net Worth	(0.08)	(0.08)	(0.08)	0.01
Miscellaneous Expenditure				
Secured Loans				
Unsecured Loans				
Fixed Assets	28.88	26.52	23.33	16.93
Income from Operations				
Total Income				
Total Expenditure			0.08	
Profit before Tax			(0.08)	
Profit after Tax			(0.08)	
Cash profit				
EPS		(2.87)	(81.07)	(2.25)
Book value	(80.00)	(80.00)	(80.00)	5.30

**Note:** The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.

Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.

For ARVIND LIMITED



Company Secretary

**DHOLKA TEXTILE PARK PRIVATE LIMITED**  
**ARVIND LIMITED PREMISES, NARODA ROAD, AHMEDABAD- 380025.**  
**Phone : (079) 30138108 Fax : (079) 30138668**  
**CIN : U17120GJ2013PTC073596**

**ANNEXURE I**

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Dholka Textile Park Private Limited Transferor Company


(Rs. in Crores)

	For the period ended 31 <sup>st</sup> December, 2016	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	31.12.16	2015-16	2014-15	2013-14
Equity Paid up Capital	0.01	0.01	0.01	0.01
Reserves and surplus	(0.09)	(0.09)	(0.09)	
Carry forward losses				
Net Worth	(0.08)	(0.08)	(0.08)	0.01
Miscellaneous Expenditure				
Secured Loans				
Unsecured Loans	41.50			
Fixed Assets	21.03	14.32	12.68	15.53
Income from Operations				
Total Income				
Total Expenditure			0.08	
Profit before Tax			(0.08)	
Profit after Tax			(0.08)	
Cash profit				
EPS		(2.04)	(80.55)	(2.82)
Book value	(80.00)	(80.00)	(80.00)	4.71

**Note: The financials should not be more than 6 months old. In such cases additional column may be added to provide the latest financials.**

**Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.**

For ARVIND LIMITED

  
 Company Secretary