

Arvind International Limited

Regd. Office: 15, Ganesh Chandra Avenue, 2nd Floor,
Kolkata, West Bengal- 700013



POSTAL BALLOT NOTICE

(Pursuant to Section 180 of the Companies Act, 2013 read with 192A of the Companies Act, 1956 (Passing of the Resolution by Postal Ballot) Rules, 2011

Dear Member(s)

NOTICE is hereby given that the resolution appended below relating to the sale and transfer of the Company's undertaking i.e tangible Fixed Assets, Capital work-in-progress and Inventories located at E 95-96 and G 76-78 RIICO Industrial area, Bagru Extension, Bagru, Jaipur-303007 "as is where is" and "as it is" basis (hereinafter referred to as "the said Undertaking") is proposed to be passed as a Special Resolution by way of Postal Ballot. The explanatory statement pertaining to the said resolution setting out material facts is annexed hereto along with the postal ballot form for your consideration.

Pursuant to the Section 180(1)(a) of the Companies Act, 2013 (the Act), any proposal to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the Members by way of a special Resolution. Further, pursuant to provisions of section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal Ballot) Rules, 2011, the consent/approval of the members for the above purpose is required to be obtained by way of postal Ballot.

The Board of Directors of the Company has appointed Mr. S.K. Ghosh, Practicing Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed overleaf on the Postal Ballot form and send the said Postal Ballot form duly completed and signed with the assent (for) or dissent (against), in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer not later than close of working hours on Wednesday, the 12th February, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Members.

The Scrutinizer will submit his report to Mr. Arvind Bajoria, Managing Director, after completion of the scrutiny of the Postal Ballots and the results thereof will be announced on Thursday, the 13th February, 2014 at 04.30 p.m. at the Registered Office of the Company at 15 G.C. Avenue 2nd Floor, Kolkata-700013 and the said date of declaration of result of Postal Ballot will be taken to be the date of passing of the Resolution.

1. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **special resolution**:

"RESOLVED THAT subject to consents, approvals and permission of the appropriate authorities to the extent applicable, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to sell and transfer the Company's undertaking i.e tangible Fixed Assets, Capital work-in-progress and Inventories located at E 95-96 and G 76-78 RIICO Industrial area, Bagru Extension, Bagru, Jaipur-303007 "as is where is" and "as it is" basis (hereinafter referred to as "the said Undertaking") to any person(s) and /or entity(ies) and at such consideration and with effect from such date as may be decided by the Board of the directors of the Company and on such terms and conditions as the Board may deem fit."

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"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the Members of the Company, including finalizing the suitable purchaser(s) of the said Undertaking, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing necessary documents including agreements, deeds of assignment/conveyance and such other documents in its own discretion and in the best interest of the Company, including the power to **delimitate** necessary or expedient to give effect to this resolution"

Notice

1. The consent of the Members is solicited by passing an Special Resolution by way of Postal Ballot as detailed in the Notice.
2. Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 and 192A of the Companies Act, 1956, is appended.
3. This Notice is being sent under Speed Post to all the Members, whose name would appear in the Register of Members/Record of Depositories on Friday, 10th January, 2014.
4. Members are requested to carefully read the instructions printed overleaf on the Postal Ballot form before exercising their vote.

Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956:

The Company is presently engaged in manufacturing of PU Foam at its various manufacturing units at E 95-96 and G 76-78 RIICO Industrial area, Bagru Extension, Bagru, Jaipur-303007. However, the operations of PU Foam at the said undertaking located near RIICO Industrial area, Bagru, Jaipur, Rajasthan has not been yielding optimum profits due to lack of infrastructural facilities at its location and slack in demand resulting in the intermittent operation of the Company since last 3 years and the company has incurred a Loss of 330.82 Lacs for the year ended 31st March, 2013 which eroded the entire reserves and surplus of the Company, the aforesaid factors also do not justify further investments for its revival. The consideration to be received on sale and transfer of the said undertaking is proposed to be utilized in paying off the Company's borrowings from banks and statutory dues. The said arrangement will enable the Company to reduce the interest costs. The Company is in the process of searching suitable buyers of the Company's undertaking i.e tangible Fixed Assets, Capital work-in-progress and Inventories located at RIICO Industrial area, Bagru, Jaipur. In view of the same, the Board of Directors at its meeting held on 14th November, 2013 has subject to the approval of Members of the Company and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell and transfer the undertaking located at E 95-96 and G 76-78 RIICO Industrial area, Bagru Extension, Bagru, Jaipur-303007 "as is where is" basis to such person(s) and/or entity(ies) as may be determined by the Board, at such consideration and on such terms and conditions as the Board of Directors may deem fit.

The Board of Directors is of the opinion that the aforesaid resolution is in the best interests of the Company and recommends the approval of the Members through Postal Ballot for passing the special Resolution as set out in the above Notice.

None of the Directors or key managerial personnel or their relatives are concerned or interested in the passing of the said Resolution.

By Order of the Board of Directors

Sd. Arvind Bajoria
Managing Director

Place : Kolkata
Dated: 11th January, 2014

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Arvind International LimitedRegd. Office: 15, Ganesh Chandra Avenue, 2nd Floor,
Kolkata, West Bengal- 700013**Arvind***Sleeping is Sheer Bliss***POSTAL BALLOT FORM**

(Please read the instructions before completing the Form)

Serial No.

1. Name(s) of Shareholder(s)
(including Joint-holders, if any) :
2. Registered Address of the Sole /
First named Shareholder :
3. Registered Folio No.
DP ID No. / Client ID No.* :
(*Applicable to Investors holding
shares in demat form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Notice of Postal Ballot dated 11th January, 2014 of the Company by conveying/sending my/our assent or dissent to the said Special Resolution by placing tick ("") mark at the appropriate box below :

Item No.	Description	No. of Shares	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors to Sell/transfer Company's Undertaking i.e. Tangible Fixed Assets, Capital work-in-progress and Inventories situated at E 95-96 and G 76-78 RILCO Industrial area, Bagru Extension, Bagru, Jaipur-303007.			

Place :

Date :

(Signature of the Shareholder)

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INSTRUCTIONS

1. A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board/Committee of Directors of the Company.
4. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his /her absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (6.00 pm) on 12th February, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
7. In the case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorization together with the specimen signature(s) of the duly authorized signatories.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6.00 pm) on 12th February, 2014.
9. The exercise of vote through Postal Ballot is not permitted through a proxy.
10. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. 10th January, 2014.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepared envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final.