

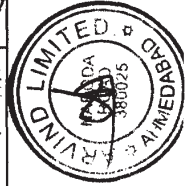
**OUTCOME OF VOTING OF ANNUAL GENERAL MEETING (As per Clause 35A of Listing Agreement)**

Date of the AGM :	July 30, 2014
Total No. of Shareholders on Record Date :	182773
No. of Shareholders present in the Meeting either in person or through Proxy :	344 (180 at AGM and 164 through E Voting)
No. of Shareholders attended the meeting through Video Conferencing - Promoter & Promoter Group - Public	Not Applicable

Given below is the resolution wise combined result of e-voting and Poll.

<b>Resolution 1 : Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March, 2014.</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77262676	77.14	77262676	0	100.00	0.00
Public-Others	45581483	5191930	11.39	5191728	202	100.00	0.00
<b>Total</b>	<b>257952359</b>	<b>194672251</b>	<b>75.47</b>	<b>194672049</b>	<b>202</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution 2 : Ordinary Resolution for declaration of dividend @ 23.50% i.e. Rs.2.35 per share on fully paid up Equity Shares of Rs.10 each for the year 2013-14.</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	77376817	0	100.00	0.00
Public-Others	45581483	5191929	11.39	5191727	201	100.00	0.00
<b>Total</b>	<b>257952359</b>	<b>194786391</b>	<b>75.51</b>	<b>194786189</b>	<b>201</b>	<b>100.00</b>	<b>0.00</b>



<b>Resolution 3 : Ordinary Resolution for re-appointment of Mr. Sanjay S. Lalbhai as a Director of the Company who retires by rotation.</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	63086578	14290239	81.53	18.47
Public-Others	45581483	5191930	11.39	5191686	244	100.00	0.00
<b>Total</b>	<b>257952359</b>	<b>194786392</b>	<b>75.51</b>	<b>180495909</b>	<b>14290483</b>	<b>92.66</b>	<b>7.34</b>

<b>Resolution 4 : Ordinary Resolution for appointment of Sorab S. Engineer &amp; Co., Chartered Accountants as Auditors of the Company and fixing their remuneration.</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	46445843	30930974	60.03	39.97
Public-Others	45581483	5191728	11.39	5191486	242	100.00	0.00
<b>Total</b>	<b>257952359</b>	<b>194786190</b>	<b>75.51</b>	<b>163854974</b>	<b>30931216</b>	<b>84.12</b>	<b>15.88</b>

<b>Resolution 5 : Ordinary Resolution for appointment of Dr. Bakul Dholakia as an Independent Director of the Company.</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77262676	77.14	75019594	2243082	97.10	2.90
Public-Others	45581483	5191870	11.39	5190572	1298	99.97	0.03
<b>Total</b>	<b>257952359</b>	<b>194672191</b>	<b>75.47</b>	<b>192427811</b>	<b>2244380</b>	<b>98.85</b>	<b>1.15</b>



Resolution 6 : Ordinary Resolution for appointment of Ms. Renuka Ramnath as an Independent Director of the Company.							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	77376817	0	100.00	0.00
Public-Others	45581483	5188730	11.38	5187589	1141	99.98	0.02
<b>Total</b>	<b>257952359</b>	<b>194783192</b>	<b>75.51</b>	<b>194782051</b>	<b>1141</b>	<b>100.00</b>	<b>0.00</b>

Resolution 7 : Ordinary Resolution for appointment of Mr. Dileep C. Choksi as an Independent Director of the Company.							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	77238017	13800	99.82	0.18
Public-Others	45581483	5188730	11.38	5187672	1058	99.98	0.02
<b>Total</b>	<b>257952359</b>	<b>194783192</b>	<b>75.51</b>	<b>194643334</b>	<b>139858</b>	<b>99.93</b>	<b>0.07</b>

Resolution 8 : Ordinary Resolution for appointment of Mr. Vallabh Bhanshali as an Independent Director of the Company.							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	77376817	0	100.00	0.00
Public-Others	45581483	5188930	11.38	5187789	1141	99.98	0.02
<b>Total</b>	<b>257952359</b>	<b>194783392</b>	<b>75.51</b>	<b>194782251</b>	<b>1141</b>	<b>100.00</b>	<b>0.00</b>



Resolution 9 : Special Resolution for appointment and approval of overall remuneration of Mr. Javesh Shah as Wholetime Director and Chief Financial Officer for a period of five							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	77376817	0	100.00	0.00
Public-Others	45581483	5189990	11.39	5187396	2594	99.95	0.05
<b>Total</b>	<b>257952359</b>	<b>194784452</b>	<b>75.51</b>	<b>194781858</b>	<b>2594</b>	<b>100.00</b>	<b>0.00</b>

Resolution 10 : Special Resolution for borrowing of monies in excess of paid up capital and free reserves of the Company.							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	76822690	554127	99.28	0.72
Public-Others	45581483	5191705	11.39	5189542	2163	99.96	0.04
<b>Total</b>	<b>257952359</b>	<b>194786167</b>	<b>75.51</b>	<b>194229877</b>	<b>556290</b>	<b>99.71</b>	<b>0.29</b>

Resolution 11 : Special Resolution for creation of mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure the							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	76822690	554127	99.28	0.72
Public-Others	45581483	5191930	11.39	5188240	3690	99.93	0.07
<b>Total</b>	<b>257952359</b>	<b>194786392</b>	<b>75.51</b>	<b>194228575</b>	<b>557817</b>	<b>99.71</b>	<b>0.29</b>



Resolution 12 : Special Resolution for keeping and inspecting the registers, returns etc. at a place other than the registered office of the Company.							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	77376817	0	100.00	0.00
Public-Others	45581483	5191930	11.39	5191688	242	100.00	0.00
<b>Total</b>	<b>257952359</b>	<b>194786392</b>	<b>75.51</b>	<b>194786150</b>	<b>242</b>	<b>100.00</b>	<b>0.00</b>

Resolution 13 : Special Resolution for alteration of Articles of Association of the Company by inserting new article 149A.							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	63071764	14305053	81.51	18.49
Public-Others	45581483	5190397	11.39	5190155	242	100.00	0.00
<b>Total</b>	<b>257952359</b>	<b>194784859</b>	<b>75.51</b>	<b>180479564</b>	<b>14305295</b>	<b>92.66</b>	<b>7.34</b>

Resolution 14 : Ordinary Resolution for approval of remuneration of the Cost Auditors.							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	77307453	69364	99.91	0.09
Public-Others	45581483	5188930	11.38	5188728	202	100.00	0.00
<b>Total</b>	<b>257952359</b>	<b>194783392</b>	<b>75.51</b>	<b>194713826</b>	<b>69566</b>	<b>99.96</b>	<b>0.04</b>



<b>Resolution 15 : Ordinary Resolution for not to fill, for the time being, the vacancy caused by the retirement of Mr. Sudhir Mehta, Director, who retires by rotation at the AGM and does not seek re-appointment.</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	112217931	112217645	100.00	112217645	0	100.00	0.00
Public – Institutional holders	100152945	77376817	77.26	77376817	0	100.00	0.00
Public-Others	45581483	5191930	11.39	5190731	1199	99.98	0.02
<b>Total</b>	<b>257952359</b>	<b>194786392</b>	<b>75.51</b>	<b>194785193</b>	<b>1199</b>	<b>100.00</b>	<b>0.00</b>

As per the combined results of e-voting and poll on Item No. 1 to 15 of the notice of AGM, all the resolutions are passed by the requisite majority.





## Scrutinizer's Report

27<sup>th</sup> July, 2014

To,  
The Chairman  
of 83<sup>rd</sup> Annual General Meeting of the shareholders of Arvind Limited to be held  
on Wednesday, 30<sup>th</sup> day of July, 2014 at 9:30 a.m. at Thakorebhai Desai Hall,  
Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380006.

Dear Sir,

Re: **Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of Companies (Management & Administration) Rules, 2014.**

I, Mr. Hitesh Buch, Practicing Company Secretary (CP No. 8195) have been appointed by the Board of Directors of Arvind Limited as Scrutinizer to conduct the e-voting process by the way of electronic means in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 83<sup>rd</sup> Annual General Meeting of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the votes cast in favour/against the resolutions stated above, based on the reports generated from e-voting system provided by the National Securities Depository Ltd., the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
2. The shareholders holding shares as on the "cut off" date i.e. 13<sup>th</sup> June 2014 were entitled to vote on the proposed resolutions (as set out in the notice of the 83<sup>rd</sup> Annual General Meeting of the Company)
3. The e-voting period commenced on 25<sup>th</sup> July 2014 at 10.00 am and ended on 26<sup>th</sup> July 2014 at 5.00 p.m.
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 26<sup>th</sup> July 2014 (at 5.00 p.m), the evoting portal was blocked for voting.
5. The votes were unblocked on 26<sup>th</sup> July 2014 at 5.00 p.m. in the presence of two witnesses, named herein under, who are not in the employment of the

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310, Aditya Plaza, Nr. Karnavati Apartments, Jodhpur, Satellite, Ahmedabad-380015.

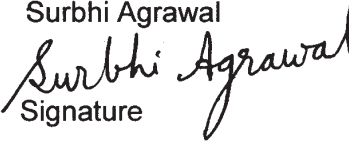
Phone : 079-40321260 Mobile : 098254 43440 E-mail : pcs.buchassociates@gmail.com / hiteshbuch@yahoo.co.in

company. They have signed below in confirmation of the votes being unblocked in their presence.

Name:  
Sujith Ramachandran

  
Signature

Name:  
Surbhi Agrawal

  
Signature

6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
7. The details containing, *inter alia*, list of Equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of National Securities Depository Ltd. i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

**Item No. 1**

**Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March 2014**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	161	49618485	99.999%
(ii) Voted against the resolution	3	201	0.001%
<b>Total</b>	164	49618686	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	





**Item No.2****Ordinary Resolution for declaration of dividend**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	161	49732626	99.999%
(ii) Voted against the resolution	3	201	0.001%
<b>Total</b>	164	49732827	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.3****Ordinary Resolution for re-appointment of Mr. Sanjay S Lalbhai as a Director of the Company who retires by rotation**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	150	35442345	71.27%
(ii) Voted against the resolution	14	14290482	28.73%
<b>Total</b>	164	49732827	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	



**Item No.4****Ordinary Resolution for appointment of Sorab S. Engineer & Co., Chartered Accountants as Auditors of the Company and fixing their remuneration**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	95	18801410	37.80%
(ii) Voted against the resolution	68	30931215	62.20%
<b>Total</b>	163	49732625	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.5****Ordinary Resolution for appointment of Dr. Bakul Dholakia as an Independent Director of the Company**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	145	47374247	95.48%
(ii) Voted against the resolution	18	2244379	4.52%
<b>Total</b>	163	49618626	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

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**Item No.6****Ordinary Resolution for appointment of Ms. Renuka Ramnath as an Independent Director of the Company**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	154	49728487	99.999%
(ii) Voted against the resolution	8	1140	0.001%
<b>Total</b>	162	49729627	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.7****Ordinary Resolution for appointment of Mr. Dileep C Choksi as an Independent Director of the Company**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	155	49589770	99.72%
(ii) Voted against the resolution	7	139857	0.28%
<b>Total</b>	162	49729627	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

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**Item No.8****Ordinary Resolution for appointment of Mr. Vallabh Bhanshali as an Independent Director of the Company**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	156	49728687	99.999%
(ii) Voted against the resolution	7	1140	0.001%
<b>Total</b>	163	49729827	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.9****Special Resolution for appointment and approval of overall remuneration of Mr. Jayesh Shah as Wholetime Director and Chief Financial Officer for a period of five years from 1st October, 2014 to 30th September, 2019**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	153	49728294	99.999%
(ii) Voted against the resolution	8	2593	0.001%
<b>Total</b>	161	49730887	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

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**Item No.10****Special Resolution for borrowing of monies in excess of paid up capital and free reserves**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	146	49176313	98.88%
(ii) Voted against the resolution	16	556289	1.12%
<b>Total</b>	162	49732602	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.11****Special Resolution for creation of mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure the financial assistance**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	146	49175011	98.88%
(ii) Voted against the resolution	18	557816	1.12%
<b>Total</b>	164	49732827	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	



**Item No.12**

**Special Resolution for creation of mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure the financial assistance**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	160	49732586	99.999%
(ii) Voted against the resolution	4	241	0.001%
<b>Total</b>	164	49732827	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

**Item No.13**

**Special Resolution for alteration of Articles of Association of the Company by inserting new article 149A**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	144	35426000	71.24%
(ii) Voted against the resolution	15	14305294	28.76%
<b>Total</b>	159	49731294	100%
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	NIL	NIL	

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**Item No.14****Ordinary Resolution for approval of remuneration of the Cost Auditors**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	159	49660262	99.86%
(ii) Voted against the resolution	4	69565	0.14%
<b>Total</b>	<b>163</b>	<b>49729827</b>	<b>100%</b>
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	

**Item No.15****Ordinary Resolution for not to fill, for the time being, the vacancy caused by the retirement of Mr. Sudhir Mehta, Director, who retires by rotation at the AGM and does not seek re-appointment**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	157	49731629	99.999%
(ii) Voted against the resolution	7	1198	0.001%
<b>Total</b>	<b>164</b>	<b>49732827</b>	<b>100%</b>
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	

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Thanking you, Sir

  
CS Hitesh Buch  
For Hitesh Buch & Associates  
Company Secretary in Practice  
CP No. 8195



Place: Ahmedabad

## FORM NO. MGT-13

**Report of Scrutinizer**[Pursuant to Section 109 of the Companies Act, 2013  
and

Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
Mr. Sanjay S. Lalbhai  
**The Chairman**  
83<sup>rd</sup> Annual General Meeting of Equity Shareholders of Arvind Limited (hereinafter referred to as the Company) held on Wednesday, 30<sup>th</sup> day of July, 2014 at 9.30 AM at Ahmedabad

Dear Sir,

I, Mr. Hitesh D. Buch, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 83<sup>rd</sup> Annual General Meeting of the Shareholders of the Company held on Wednesday, 30<sup>th</sup> day of July, 2014 at 9.30 AM Thakorbbhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380006, submit my report as under:

- A. After the time fixed for closing of the poll by the Chairman, 2 (two) ballot boxes kept for polling were locked in my presence with due identification mark placed on them by me.
- B. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (Sharepro Services (India) Pvt. Ltd.) and the authorizations / proxies lodged with the Company. The voters were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.
- C. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and record for the same was separately maintained.
- D. The result of the Poll is as under:

**1. Resolution Item No. 1 : Ordinary Resolution**

To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.

## i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

## ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%



iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

2. Resolution Item No. 2 : Ordinary Resolution

To declare a dividend on equity shares.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053563	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

3. Resolution Item No. 3 : Ordinary Resolution

To appoint a Director in place of **Mr. Sanjay S Lalbhai** (holding DIN - 00008329), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500



#### 4. Resolution Item No. 4 : Ordinary Resolution

To appoint Sorab S. Engineer & Co., Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

#### 5. Resolution Item No. 5 : Ordinary Resolution

To appoint Dr. Bakul Dholakia (holding DIN -00005754) as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

#### 6. Resolution Item No. 6 : Ordinary Resolution

To appoint Ms. Renuka Ramnath (holding DIN -00147182) as an Independent Director of the Company.

i. Voted in favour of the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

#### 7. Resolution Item No. 7: Ordinary Resolution

To appoint Mr. Dileep C Choksi (holding DIN -00016322) as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

#### 8. Resolution Item No.8 : Ordinary Resolution

To appoint of Mr. Vallabh Bhanshali (holding DIN -00184775) as an Independent Director of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:





Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

#### 9. Resolution Item No. 9 : Special Resolution

To appoint and approve overall remuneration of Mr. Jayesh Shah (holding DIN – 00008349) as Whole-time Director and Chief Financial Officer for a period of five years from 1st October, 2014 to 30th September, 2019.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

#### 10. Resolution Item No. 10 : Special Resolution

To borrow monies in excess of paid up capital and free reserves.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500



**11. Resolution Item No. 11: Special Resolution**

To create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure the financial assistance.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

**12. Resolution Item No. 12: Special Resolution**

To create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure the financial assistance.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

**13. Resolution Item No. 13: Special Resolution**

To alter Articles of Association of the Company by inserting new article 149A.

i. Voted in favour of the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

#### 14. Resolution Item No.14 : Ordinary Resolution

To approve remuneration of the Cost Auditors.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

#### 15. Resolution Item No.15 : Ordinary Resolution

Not to fill, for the time being, the vacancy caused by the retirement of Mr. Sudhir Mehta, Director, who retires by rotation at the AGM and does not seek re-appointment

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	145053564	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	1	0.00%



iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	500

- E. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- F. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



CS Hitesh D. Buch  
Hitesh Buch & Associates  
Company Secretaries  
310, Aditya Plaza, 3rd Floor,  
Jodhpur, Satellite,  
Ahmedabad - 380015



CP No. 8195

Place: Ahmedabad  
Date: 30<sup>th</sup> July, 2014