

Ref. No. AL/SECT/2026-27/36

3rd July, 2026

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

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

Security Code : 500101
Security ID : ARVIND

Symbol : ARVIND

Dear Sirs,

Sub.: Notice of Postal Ballot & E- Voting Schedule

Pursuant to Regulation 30 read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated 3rd July, 2026 together with Explanatory Statement for seeking approval of Members of Arvind Limited ("the Company") by way of Special Resolution of the following item, by means of electronic voting (remote e-voting) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India:-

Sr. No.	Description of Resolution
1.	Raising capital through an issuance of Equity Shares and/or other Eligible Securities

Further, the calendar of events in connection with the postal ballot is as under:

Particulars	Schedule
Cut - off Date for identification of voting rights of the members	Tuesday, 30 th June, 2026
Date and time of commencement of remote e-voting	Saturday, 4 th July, 2026 (09:00 a.m.)
Date and time of end of remote e-voting	Sunday, 2 nd August, 2026 (05:00 p.m.)
Date of declaration of results of voting	Within 2 working days from closure of e-voting.

REGISTERED OFFICE:

Arvind Limited
 Naroda Road, Ahmedabad - 382 345, Gujarat, India.
 Phone: +91 79 6826 8000 | Email: info@arvind.in
 CIN: L17119GJ1931PLC000093



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The Notice is also available on the website of the Company at www.arvind.com.

Kindly take the same on records.

Thanking you,

**Yours faithfully,
For, Arvind Limited**

**Pritesh Shah
Company Secretary
FCS-12331**

REGISTERED OFFICE:

Arvind Limited
Naroda Road, Ahmedabad - 382 345, Gujarat, India.
Phone: +91 79 6826 8000 | Email: info@arvind.in
CIN: L17119GJ1931PLC000093



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Possibilities



ARVIND LIMITED

(CIN: L17119GJ1931PLC000093)

Regd. Office: Naroda Road, Ahmedabad - 382345.

Phone: 079-68268000, Email: investor@arvind.in, Website: www.arvind.com

Postal Ballot Notice

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) as amended from time to time and General Circular No. 20/2020 dated 5th May, 2020, latest amended by General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), that the resolutions as set out in this notice, is proposed to be transacted by the Members through postal ballot by remote e-Voting only (“remote e-Voting”).

An Explanatory Statement pursuant to Section 102(2) of the Act setting out all material facts relating to the proposed resolutions are annexed hereto for your consideration.

The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Hitesh Buch, proprietor of M/s. Hitesh Buch & Associates, Practicing Company Secretaries, (COP No. 8195) as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited (“NSDL”) to provide e-voting facility for its Members. The procedure for e-voting is given in Point No. 7 below in the Notes. The E-Voting facility is available at the link www.evoting.nsdl.com from 9:00 A.M. on Saturday, 4th July, 2026 up to 5:00 P.M. on Sunday, 2nd August, 2026. E-Voting module will be blocked by NSDL at 5:00 P.M. on Sunday, 2nd August, 2026 and voting shall not be allowed beyond the said date and time.

The Scrutinizer will submit his Report, in writing, to Chairman or in his absence to the Whole-time Director / Company Secretary of the Company, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolutions proposed to be passed through Postal Ballot / E-Voting shall be announced within 02 working days from the closure of e-voting and shall be communicated to BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed. The results of the Postal Ballot / E-Voting will also be displayed on the Company’s website at <https://www.arvind.com/> and on the website of NSDL at www.evoting.nsdl.com. The last date of the E- Voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

Special Business:

ITEM NO. 1:

RAISING CAPITAL THROUGH AN ISSUANCE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 55, 62, 71 and 179 and other applicable provisions of the Companies Act, 2013, read with the applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and all other applicable rules and regulations made thereunder (*including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force*) (**“Act”**), and pursuant to the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, including any amendment(s), statutory modifications, variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder and the circulars or notifications issued thereunder including Mater Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Mater Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, including any amendment(s), statutory modifications, variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder and the circulars or notifications issued thereunder including Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the **“ECB Guidelines”**), as amended, the current Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020 (**“Consolidated FDI Policy”**) issued by the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), Ministry of Commerce and Industry, Government of India, as amended and the applicable rules and regulations made thereunder, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Issue and Listing of Non – Convertible Securities) Regulations, 2021, as amended (**“SEBI NCS Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the listing agreements entered into by the Company with the Stock Exchanges on which the Equity Shares are listed, the Securities Contracts (Regulation) Rules, 1957, as amended (**“SCRR”**), the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, as amended, the Framework for issue of Depository Receipts notified by SEBI *vide* circular dated 10th October, 2019, as amended, Foreign Currency Convertible Bonds and Ordinary Shares

(through Depository Receipt Mechanism) Scheme, 1993, as amended and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the BSE Limited (“BSE”), the National Stock Exchange of India Limited (“NSE” and together with BSE, the “Stock Exchanges”) where the equity shares of the Company of face value of ₹ 10 each (“Equity Shares”) are listed, and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA and the Stock Exchanges (hereinafter singly referred to as “Appropriate Authority” or collectively referred to as “Appropriate Authorities”) and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval(s), permission(s) and sanction(s), and as recommended by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the consent of the Company be and is hereby accorded, to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option, whether Rupee denominated or denominated in foreign currency, for an aggregate amount not exceeding Rs.600 Crores (Rupees Six Hundred Crores only), by way of one or more public and/or private offerings and/or on a preferential allotment basis and/or a qualified institutions placement (“QIP”) to “qualified institutional buyers” as defined in the SEBI ICDR Regulations and/or any combination thereof and/or any other permitted modes through issue of prospectus and/or an offer document and/or a preliminary placement document and/or placement document and/or a private placement offer letter and/or such other documents/ writings/ circulars/ memoranda in such a manner, in such tranche or tranches, by way of an issue of Equity Shares or by way of an issue of any instrument or security including convertible/ redeemable preference shares, fully/partially convertible debentures or by way of a composite issue of non-convertible debentures along with warrants, issue of Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”) or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the “Securities” or any combination of Securities, with or without premium, to be subscribed to in Indian and /or any foreign currencies by all eligible investors, including, residents or non-resident investors/ whether institutions, foreign portfolio investors and/or incorporated bodies and/or trusts or otherwise)/ qualified institutional buyers/ mutual funds/ provident fund with minimum corpus of Rs. 25 crores (Twenty Five Crores), pension fund with minimum corpus of Rs. 25 crore (Twenty Five Crores) registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013 / other pension and provident funds/ venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies/ trusts/ stabilizing agents and any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are Shareholders of the Company (collectively

called “Investors”), to all or any of them, jointly or severally through a prospectus and/or an offer document and/or a private placement offer letter and/or a preliminary placement document and/or placement document and/or such other documents/writings/ circulars/ memoranda in such a manner on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary, at such price or prices, whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable laws and regulations, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the lead manager(s) and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including the security, rate of interest etc., issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion/ redemption/ extinguishment of debt(s), terms of issue, period of conversion, fixing of record date or book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the Shareholders at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Company so as to enable the Company to list on any stock exchange in India or overseas jurisdictions;

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning rendered to such terms under Regulation 171(a) of the SEBI ICDR Regulations):

1. The allotment of Eligible Securities shall only be made to successful eligible qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations (“**QIBs**”);
2. The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
3. The allotment of the Eligible Securities, or any combination of the Eligible Securities pursuant to the special resolution approving the QIP has been passed by its Shareholders, as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the Shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, the Act, and/or applicable and relevant laws/guidelines, as amended from time to time;

4. The Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of Eligible Securities being offered through QIP, have been listed on a stock exchange for a period of at least 1(one) year, prior to the date of issuance of the notice to the Shareholders of the Company for convening the meeting to pass the special resolution.
5. The Equity Shares issued and allotted under the QIP or allotted upon conversion of the equity linked Eligible Securities issued in QIP shall rank *pari-passu inter se* in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects from the date of allotment thereof and shall be subject to the requirements of all applicable laws and subject to the provisions of the Memorandum and Articles of Association of the Company;
6. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
7. The Eligible Securities (excluding warrants) under the QIP shall be issued in dematerialised form and allotted as fully paid-up securities. In accordance with Regulation 176(3) under Chapter VI of SEBI ICDR Regulations, no partly paid up Equity Shares or other Securities shall be issued/allotted;
8. In the event Equity Shares are issued as Eligible Securities, the “relevant date” ” in accordance with the Regulation 171(b) of the SEBI ICDR Regulations for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of Directors authorised by the Board decides to open the QIP, subsequent to the receipt of Shareholders’ approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the QIP;
9. In the event that Eligible Securities issued are convertible securities and/or warrants which are convertible into Equity Shares of the Company, the relevant date for the purpose of pricing of the convertible securities and/or warrants to be issued, shall be, either the date of the meeting at which the Board or a committee of Directors authorised by the Board decides to open the QIP or the date on which the holders of such convertible securities and/or warrants become entitled to apply for Equity Shares, as decided by the Board and at such price being not less than the price determined in accordance with the requirements of the SEBI ICDR Regulations;
10. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed 60 (sixty) months from the date of allotment;
11. Issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the

SEBI ICDR Regulations (“**QIP Floor Price**”) and applicable law. The Board may, however, at its absolute discretion in consultation with the lead managers, issue Eligible Securities at a discount of not more than five percent on the price so calculated, or such other discount as may be permitted under the SEBI ICDR Regulations to the QIP Floor Price;

12. No single allottee shall be allotted more than 50 per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
13. In accordance with Regulation 179(2) under Chapter VI of SEBI ICDR Regulations, a minimum of 10 per cent of the Eligible Securities shall be issued and allotted to mutual funds and any unsubscribed portion by the mutual funds may be allotted to other eligible QIB;
14. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company, in terms of SEBI ICDR Regulations;
15. All Eligible Securities issued through the QIP shall be listed on the recognised Stock Exchange(s) where the equity shares of the Company are listed.
16. The Credit Rating Agency (acting as the Monitoring Agency) will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized;
17. The Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time in accordance with the SEBI ICDR Regulations; and
18. Any subsequent qualified institutions placement shall not be undertaken until the expiry of two weeks (or such other period as may be prescribed in the SEBI ICDR Regulations) from the date of the prior QIP made pursuant to one or more special resolutions.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- i) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- ii) in the event the Company is making rights offer by issue of Equity Shares prior to the allotment of the Equity Shares to be issued upon conversion of the Securities, the entitlement of the holders of the Securities to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be

offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;

- iii) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- iv) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re – classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a rights issue to the existing shareholders of the Company as on a record date to be determined, including reservation of Equity Shares in favour of holders of outstanding convertible debt instruments, if any, as on a record date to be determined, in terms of Chapter III of the SEBI Regulations (“Rights Issue”), the same shall be on such other terms and conditions as may be mentioned in the draft letter of offer to be issued by the Company in respect of the Rights Issue, including:

- (a) rights to the existing shareholders to whom the offer is made to renounce, the Equity Shares being offered, in favour of any other person(s);
- (b) the persons to whom the Equity Shares are being issued shall be entitled to apply for additional Equity Shares in the Rights Issue;
- (c) the manner in which allotment of the additional Equity Shares, if any, shall be made in the proportion to be decided by the Board at its discretion;
- (d) the Securities to be so created, offered, issued, and allotted shall rank pari passu in all respects with the existing Securities of the Company except for payment of dividend which will be pro-rata from the date of allotment and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (e) the Board may dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company;
- (f) all monies received out of Rights Issue shall be transferred to a separate bank account maintained by the Company for the purpose of the Rights Issue;
- (g) the Company shall utilize the monies received pursuant to the Rights Issue upon a confirmation from the lead manager(s) to the bankers by way of copies of listing and trading approvals that all formalities in connection with the issue have been completed, in accordance with the provisions of the SEBI Regulations and other applicable laws;
- (h) details of all monies utilised out of the Rights Issue referred to in (g) hereinabove shall be disclosed under an appropriate separate head in the balance sheet of the Company

indicating the purpose for which such monies had been utilized, or in any other manner as may be required under the applicable laws; and

- (i) details of all unutilized monies out of the Rights Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested, or in any other manner as may be required under the applicable laws.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

RESOLVED FURTHER THAT in the event of issue of GDRs/ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated 10th October, 2019, as amended and other applicable pricing provisions issued by the Ministry of Finance and other applicable laws, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue after passing the Special Resolution by the Shareholders of the Company. Preferential issuance and allotment of Securities (other than as issued and allotted to QIBs by way of QIP) shall be subject to the requirements prescribed under the Act and Chapter V of the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and/or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international/domestic capital markets for instruments of this nature and to provide for the tractability and free transferability thereof in accordance with market practices as per the domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic/international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to the issue, including the finalization and approval of the draft as well as final offer document(s), and any corrigenda thereto, as applicable, with any applicable regulatory / statutory / governmental authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are

to be offered, utilization of the issue proceeds and make arrangements for the use of proceeds of the Issue to be monitored by a credit rating agency registered with SEBI, if applicable, in accordance with SEBI ICDR Regulations, severally authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, undertakings, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/ conversion of the Securities, if any, and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purpose of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tractability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board, be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed;

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the fully paid-up Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank *pari passu* with the existing Equity Shares of the Company in all respects;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, or allotment of Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/ conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, underwriting, marketing, listing,

trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and all such persons/ agencies as are or may be required to be appointed, involved or concerned and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the preliminary placement document and placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed, in all respects;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the stock exchanges and making other statutory and/or regulatory filings, if any on behalf of the Company;

RESOLVED FURTHER THAT all actions taken in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Registered Office:
Naroda Road
Ahmedabad-382345

Date: 3rd July, 2026
Place: Ahmedabad

By Order of the Board
Sd/-
Pritesh Shah
Company Secretary

NOTES:

1. The approval of shareholders of the Company is solicited by passing resolutions through Postal Ballot / E-Voting for businesses as set out in the Notice. This Postal Ballot Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Tuesday, 30th June, 2026 (“**Cut-off Date**”). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.**
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special businesses is appended.
3. Resolutions, if approved, by the shareholders by means of Postal Ballot / E-Voting are deemed to have been passed at a General Meeting of the shareholders and the last date of the E- Voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the MCA Circulars and the SEBI (LODR) Regulation, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date and is also available on the website of the Company at <https://www.arvind.com/>.
5. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as “*AL-Postal Ballot-Registration of e-mail Ids*” to Registrar and Transfer Agent of the Company, i.e., MUFG Intime India Private Limited at ahmedabad@in.mpms.mufg.com or to the Company at investor@arvind.in with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. **Voting through Electronic Means:**

The Company is providing remote e-voting facility to its Members to cast their vote by electronic means through E-Voting Platform of NSDL at the link <https://www.evoting.nsdl.com/>.

The voting period begins from 9:00 A.M. on Saturday, 4th July, 2026 up to 5:00 P.M. on Sunday, 2nd August, 2026. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Tuesday, 30th June, 2026 may cast their vote electronically.

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 of Step 1 is mentioned below:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 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.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 evoting@nsdl.com or call at 91 22 48867000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.com 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 resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs.buchassociates@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 91 22 48867000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor@arvind.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investor@arvind.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1:

The Shareholders are informed that your Company is primarily engaged in the textiles industry, specifically in the manufacturing of garments and related products and has grown its product portfolio rapidly over the last few years. As a part of growth strategy, it requires to strengthen its manufacturing capabilities across its Textile and Advanced Materials business and augment the long-term resources and meet its near-term working capital requirements. The Company confirms that it has not raised any funds through preferential allotments or qualified institutions placements in the last three (3) years.

The Company also anticipates growth opportunities in its existing operations of Integrated Textiles and Advanced Materials and continues to evaluate various avenues. Towards this, the Company continues to require capital for achieving such growth. Accordingly, the Company proposes to raise additional capital for various purposes, including but not limited to, deleveraging, repayment / prepayment of debt of the Company and/or its subsidiaries and general corporate purposes as may be permissible under the applicable law and approved by the Board (hereinafter called the ("**Board**") which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise its powers including the powers conferred by the resolution). The schedule of implementation and deployment of proceeds will be subsequently approved by the Board at the relevant time.

The Board evaluated various modes of raising capital and considers the proposed qualified institutions placement / preferential issue as a more time-efficient and practical alternative to raise the required funds from institutional investors to meet its urgent business requirements, which is in the best interest of the Company and its shareholders.

Accordingly, the approval of the shareholders is, to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option, whether Rupee denominated or denominated in foreign currency, for an aggregate amount not exceeding Rs.600 Crores (Rupees Six Hundred Crores only), by way of one or more public and/or private offerings and/or on a preferential allotment basis and/or a qualified institutions placement ("**QIP**") to "qualified institutional buyers" as defined in the SEBI ICDR Regulations and/or any combination thereof and/or any other permitted modes through issue of prospectus and/or an offer document and/or a private placement offer letter a preliminary placement document and placement document and/or such other documents/ writings/ circulars/ memoranda in such a manner, in such tranche or tranches, by way of an issue of Equity Shares or by way of an issue of any instrument or security including convertible/ redeemable preference shares, fully/partially convertible debentures or by way of a composite issue of non-convertible debentures or by way of an issue of non-convertible debt instruments along with warrants, issue of Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**"), Foreign Currency Convertible Bonds ("**FCCBs**") or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the "**Securities**" or any combination of Securities, with or without

premium, to be subscribed to in Indian and /or any foreign currencies by all eligible investors, including, residents or non-resident investors/ whether institutions, foreign portfolio investors and/or incorporated bodies and/or trusts or otherwise)/ qualified institutional buyers/ mutual funds/ pension funds/ venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies/ trusts/ stabilizing agents and any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are Shareholders of the Company (collectively called “Investors”), to all or any of them, jointly or severally, for an aggregate amount not exceeding Rs.600 Crores (Rupees Six Hundred Crores only), on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement to its securities under the Act, only after the receipt of prior approval of its Shareholders by way of a Special Resolution. Consent of the Shareholders would thereof be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of Securities.

In terms of Section 62(1)(c) of the Companies Act, 2013, equity shares may be issued to persons who are not the existing shareholders of a Company, if the Company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 of the Companies Act, 2013 read with of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a Company can issue its securities after obtaining prior approval of the Shareholders of the Company by a special resolution. Therefore, consent of the Shareholders is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act, 2013 and other applicable law.

The Eligible Securities offered, issued, and allotted by the Company in terms of the resolution would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted upon conversion of the equity linked Eligible Securities issued in QIP by the Company shall rank, in all respects, *pari – passu* with the existing Equity Shares of the Company. The proposed issue of Eligible Securities will result in a dilution of the existing shareholders' position, the exact extent of which will be determined upon finalization of the issue size and issue price. The pricing of the Eligible Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, 2013 and any other applicable law.

For the issuance of Eligible Securities by way of a QIP: (a) the allotment of Eligible Securities, or any combination of the Eligible Securities pursuant to the special resolution approving the qualified institutions placement has been passed by its shareholders, as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the Shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, the Act, and/or applicable and

relevant laws/guidelines, as amended from time to time; (b) issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (“**QIP Floor Price**”) and applicable law. (c) in the event Equity Shares are issued as Eligible Securities, the “relevant date” in accordance with the Regulation 171(b) of the SEBI ICDR Regulations for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of Directors authorised by the Board decides to open the QIP, subsequent to the receipt of Shareholders’ approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the QIP; and (d) in the event that Eligible Securities issued are convertible securities and/or warrants which are convertible into Equity Shares of the Company, the relevant date for the purpose of pricing of the convertible securities and/or warrants to be issued, shall be, either the date of the meeting at which the Board or a committee of Directors authorised by the Board decides to open the QIP or the date on which the holders of such convertible securities and/or warrants become entitled to apply for Equity Shares, as decided by the Board and at such price being not less than the price determined in accordance with the requirements of the SEBI ICDR Regulations.

The relevant Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Further, no allotment shall be made, either directly or indirectly to any promoter or any person related to promoters in terms of the SEBI ICDR Regulations. If a QIP is undertaken, as the mode of the offering, in terms of Chapter VI of SEBI ICDR Regulations, the promoters, member of the promoter group, directors and key managerial personnel and members of senior management of the Company will not subscribe to the QIP. Since the promoters and promoter group will not be participating, the proposed issue of Securities will result in a corresponding reduction and dilution of the percentage shareholding of the promoter and promoter group in the Company.

This enabling Special Resolution seeks to empower the Board to issue Eligible Securities as contemplated in the resolution set out above. The Board of the Company in their meeting held on 3rd July, 2026, approved the raising of capital for an amount not exceeding Rs.600 Crores (Rupees Six Hundred Crores only).

In connection with the proposed issue of Eligible Securities, the Company is required, *inter alia*, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Eligible Securities to be issued to them. Therefore, the details of the proposed allottees, percentage of post issue shareholding that may be held by them and post issue shareholding pattern of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Eligible Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The Board (including a duly authorized committee thereof) in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e., not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the “Relevant Date”). The “Relevant Date”, in case of allotment of Equity Shares will be the date when the Board (including a duly authorized committee thereof) decides to open the QIP for subscription.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Eligible Securities, and the detailed terms and conditions for the issue(s)/offering(s) made on the basis of a preliminary placement document and a placement document will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other intermediaries, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. The allotment of the Securities pursuant to the offering shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the SEBI Listing Regulations.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the investors, who may or may not be the existing Shareholders of the Company.

The approval of the shareholders is being sought to enable the Board, to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out above of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company, or subscription by a financial institution / Company / body corporate in which the Key Managerial Personnel, Director or his / her relative may be, directly or indirectly, interested.

The Board accordingly recommends the special resolution as set out at Item No. 1 of this Notice for approval of the Shareholders.

Registered Office:
Naroda Road
Ahmedabad-382345

Date: 3rd July, 2026
Place: Ahmedabad

By Order of the Board
Sd/-
Pritesh Shah
Company Secretary