This addendum to the Letter of Offer (**"Addendum"**) is for information purposes only and does not constitute an offer or an invitation or a recommendation to purchase, to hold, to subscribe or sell either entitlements or securities. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated March 18, 2020 (the **"Letter of Offer"**) and the addendum to the Letter of Offer dated June 23, 2020, filed with the stock exchanges, namely BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"** and together with BSE, **"Stock Exchanges"**) and the Securities and Exchange Board of India (**"SEBI"**).

ARVIND FASHIONS

ARVIND FASHIONS LIMITED

Our Company was incorporated as *'Arvind J&M Limited'* on January 5, 2016, as a public limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the Registrar of Companies, at Ahmedabad, Gujarat (the **"RoC"**). Pursuant to a resolution of our Shareholders dated September 26, 2016, the name of our Company was changed to 'Arvind Fashions Limited' and a fresh certificate of incorporation was issued by the RoC on October 14, 2016. For details, including reasons for changes in the name and registered office of our Company, see *"History and Certain Corporate Matters"* on page 133 of the Letter of Offer.

Corporate Identity Number: L52399GJ2016PLC085595

Registered Office: Main Building, Arvind Limited Premises, Naroda Road, Ahmedabad – 380 025, Gujarat, India;
Telephone: +91-79-30138000;

Corporate Office: 8th Floor, Du Parc Trinity, 17, M G Road, Bengaluru – 560 001, Karnataka, India | **Telephone:** +91-80-41550650

Contact Person: B S Vijay Kumar, Company Secretary and Compliance Officer

Email: investor.relations@arvindbrands.co.in | **Website:** www.arvindfashions.com

PROMOTERS OF OUR COMPANY
AURA SECURITIES PRIVATE LIMITED, AURA BUSINESS VENTURES LLP, SANJAYBHAI SHRENIKBHAI LALBHAI, JAYSHREEBEN SANJAYBHAI LALBHAI, PUNIT SANJAY LALBHAI, KULIN SANJAY LALBHAI, POORVA PUNIT LALBHAI, JAINA KULIN LALBHAI, ISHAAN PUNIT LALBHAI, ANANYAA KULIN LALBHAI AND RUHANI PUNIT LALBHAI

ISSUE OF UP TO 3,99,79,347 EQUITY SHARES WITH A FACE VALUE OF ₹ 4 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 100 EACH INCLUDING A SHARE PREMIUM OF ₹ 96 PER RIGHTS EQUITY SHARE ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT UP TO ₹ 399.79 CRORES ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 62 RIGHTS EQUITY SHARES FOR EVERY 91 FULLY PAID-UP EQUITY SHARES HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON MARCH 18, 2020 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 25 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 306 OF THE LETTER OF OFFER AND THE ADDENDUM TO LETTER OF OFFER DATED JUNE 23, 2020 ("ADDENDUM TO LOF").

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ARVIND FASHIONS LIMITED (THE "COMPANY")

This Addendum is being issued pursuant to provisions of Schedule IX (4) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**"SEBI ICDR Regulations"**). The Eligible Equity Shareholders of our Company should note the following development taken place post filing of the Letter of Offer:

Pursuant to approval granted by Board of Directors of our Company and of Arvind Lifestyle Brands Limited (**"ALBL"**), our wholly owned subsidiary, at their meetings held on February 21, 2020 and by shareholders of our Company vide special resolution dated March 26, 2020 passed through postal ballot, our Company and ALBL have executed business transfer agreements dated July 08, 2020 (**"Business Transfer Agreements"**) with Arvind Youth Brands Private Limited (**"AYBPL"**), subsidiary of our Company, to transfer the wholesale and retail trading business under "Flying Machine" brand to AYBPL, on a going concern basis on terms and conditions mentioned therein. Pursuant to the Business Transfer Agreements, our Company and ALBL will receive lumpsum consideration of ₹ 61.90 crores and ₹ 151.35 crores (subject to working capital adjustments), respectively upon transfer and vesting of the business undertaking under "Flying Machine" brand.

Further, our Company has on July 09, 2020 entered into a Share Purchase Agreement and a Shareholders Agreement with AYBPL, ALBL and Flipkart India Private Limited wherein, Flipkart India Private Limited agreed to invest ₹ 260 crores to acquire a significant minority stake by acquiring the equity share and compulsory convertible preference shares of AYBPL, which will own the Flying Machine brand pursuant to the Business Transfer Agreements. The transaction is subject to customary conditions precedent.

The copy of this Addendum will be filed with the Stock Exchanges and SEBI and will be available on website of SEBI at www.sebi.gov.in, website of Stock Exchanges i.e. BSE at www.bseindia.com and NSE at www.nseindia.com, the website of the Lead Manager at www.vivro.net and the website of our Company at www.arvindfashions.com.

The Letter of Offer, Abridged Letter of Offer, the Addendum to LOF and all other Issue related materials shall be read in conjunction with this Notice. Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer and the Addendum to LOF.

FOR ARVIND FASHIONS LIMITED
Sd/-

Place: Bengaluru **Vijay Kumar B S**
Date: July 11, 2020 **Company Secretary& Compliance Officer**

Disclaimer: *Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer with the Securities and Exchange Board of India and Stock Exchanges. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in, website of Stock Exchanges where the Equity Shares are listed i.e. BSE at www.bseindia.com and NSE at www.nseindia.com and the website of the Lead Manager at www.vivro.net. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 22 of the Letter of Offer.This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Equity Shares for sale in any jurisdiction, including the United States, and any Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Equity Shares in the United States.*