



(GOVT.RECGD.EXPORT HOUSE)

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Regd. Office : 191, Shahwadi, Narol - Sarkhej Highway, Nr. Old Octroi Naka, Narol, Ahmedabad.-382405.  
Ph : +91 -79 -30417000, 30017000 Fax : +91 -79 -30417070 CIN : L17110GJ1988PLC010504  
E-mail : info@aarvee-denims.com • Website : www.aarvee-denims.com

**Date:** September 5, 2024

To,

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No: C/1, G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051.  
**Scrip Symbol: AARVEEDEN**

**BSE Limited**  
PhirozeJejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 514274**

**Sub. Disclosure under Regulation 30 read with clause 5A of paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”)**

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Dear Sir/Madam,

In accordance with provisions of Regulation 30 read with Schedule III of the SEBI LODR Regulations, we would like to inform you that the Board of Directors of the Company at its meeting held today *i.e.*, September 5, 2024, has *inter-alia* considered and approved the following matters:

**1. Execution of the Share Purchase Agreement (“SPA”)**

The Board has approved the execution of the share purchase agreement (“SPA”) amongst the Company, members of Promoters and Promoters Group (“Sellers”), and Jaimin Kailash Gupta (“Acquirer”) alongwith Tarachand Gangasahay Agrawal (“PAC 1”) and Qmin Industries Limited (“PAC 2”) (“Acquirer and PACs”), in terms of which, the Sellers have agreed to sell 1,42,66,303 (One Crore forty-Two Lakh Sixty-Six Thousand Three hundred Three) equity shares to the Acquirer and PACs, subject to the terms and conditions as set out in the SPA. The transaction contemplated under the SPA has also triggered an obligation on the Acquirer and PACs to make an open offer to the public shareholders of the Company in terms of Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Open Offer”).

The Board of Directors of the Company at its meeting held on Thursday, September 5, 2024, has authorized Mr. Vinod Arora, Chairman and Managing Director of the Company and Abira Mansuri Company Secretary & Compliance Officer of the Company to sign on behalf of the Company to give effect to its obligations under SPA.

The information in connection with the SPA, pursuant to Regulation 30 of the SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as **Annexure A**.

The meeting of the Board of Directors of the Company commenced at 5.30 p.m and concluded at 8.35 P.M.



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The Disclosures along with the enclosures shall be made available on the Company's website of the company at [www.aarveedenims.com](http://www.aarveedenims.com).

Kindly take the same on record of your esteemed Exchange and disseminate it on your website.

Thanking you,

Yours faithfully,

**For, Aarvee Denims & Exports Limited**

**Mrs. Abira Mansuri**  
**Company Secretary & Compliance Officer**

*Encl.: As above.*



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**Annexure A**

**DISCLOSURE PURSUANT TO PARAGRAPH 5A OF PART A, SCHEDULE III OF THE SEBI LODR REGULATIONS READ WITH THE SEBI MASTER CIRCULAR SEBI/HO/CFD/POD2/CIR/P/2023/120 DATED JULY 11, 2023.**

Sr. No.	Particulars	Details
1	Name(s) of parties with whom the agreement is entered.	<p>The parties to the share purchase and subscription agreement (“SPA”) are as follows:</p> <p>(i) Aarvee Denims &amp; Exports Limited (“Company”);</p> <p>(ii) (“Sellers or Promoters and Promoters Group”)</p> <ol style="list-style-type: none"> <li>1. Rita Arora</li> <li>2. Rajesh Arora</li> <li>3. Renu V. Arora</li> <li>4. Parmanand Arora</li> <li>5. Nipun V. Arora</li> <li>6. Pankaj V. Arora</li> <li>7. Somni Chawla Arora</li> <li>8. Vinod P. Arora</li> <li>9. Jhanvi Nipunkumar Arora</li> <li>10. Sarthak Pankajkumar Arora</li> <li>11. Chinmaya Pankaj Arora</li> <li>12. Bhrigu Nipun Arora</li> <li>13. Preeti N. Arora</li> <li>14. Shikha P. Arora</li> <li>15. T.P. Vinodkumar HUF</li> <li>16. Pari Bhogilal Laxmichand HUF</li> <li>17. Ashish Virendrabhai Shah</li> <li>18. Kalpesh Shah</li> <li>19. Parul Shah</li> <li>20. Bela Shah</li> <li>21. Pankil K. Shah</li> <li>22. Kashvi Kalpeshbhai Shah</li> <li>23. Pankil Kalpeshbhai Shah HUF</li> <li>24. Karishma Pankilbhai Shah</li> <li>25. Anoli Ashishbhai Shah</li> <li>26. Sushilaben Shah</li> <li>27. Shah Kalpesh Virendrabhai HUF</li> <li>28. Heena Khanna</li> <li>29. V. B. Investment Private Limited</li> <li>30. Kashvi Investments Private Limited</li> <li>31. Twenty First Century Marketing Limited</li> <li>32. Shipa Fabrics Private Limited</li> <li>33. Ennbee Textiles Private Limited</li> <li>34. Rentex Weavers Limited</li> <li>35. Vee Bee Textiles Private Limited</li> </ol>



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		<p>36. Bhansali Tradelink Private Limited          37. Pee Vee Synthetics Private Limited</p> <p>(iii) (“AcquirerandPACs”)          1. Jaimin Kailash Gupta - Acquirer          2. Tarachand Gangasahay Agrawal- PAC 1          3. Qmin Industries Limited - PAC 2</p> <p>(together referred to as “Parties”)</p>
2	Purpose of entering into the agreement.	<p>The SPA has been entered into by the Parties for recording the terms and conditions pursuant to the following transaction:</p> <p>The Sellers have agreed to sell 1,42,66,303 (One Crore forty-Two Lakh Sixty-Six Thousand Three hundred Three)equity shares (“Sale Shares”)to the Acquirer and PACs, subject to the terms and conditions as set out in SPA.</p>
3	Shareholding, if any, in the entity with whom the agreement is executed.	Nil
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The sale and purchase of Sale Shares under the SPAare subject to fulfilment of certain Conditions Precedents as provided therein and such regulatory/government approvals as may be required.</p> <p>The Acquirer and PACs are seeking to acquire the management and control of the Company through secondary acquisition from the Sellers in terms of SPA dated September 05, 2024 entered amongst the Parties; and acquisition of equity shares in the Open Offer.</p> <p>In terms of the SPA, the Acquirer shall be classified as the Promoter of the Company and PACs shall be classified as Promoter Group in accordance with applicable laws. The existing members of the Promoter and Promoter group shall cease to be as 'promoter and promoter group' of the Company.</p>
5	Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship	<p>The Acquirer and PACs are not related to the promoter/ promoter group/ group companies in any manner.</p> <p>Pursuant to the acquisition of equity shares of the Company by the Acquirer and PACs in terms of the SPA, the Acquirer and PACsshall be classified as the Promoters and Promoter Group of the Company in accordance with the applicable law.</p> <p>The Sellers are members of the promoter and promotergroup of the Company.</p>
6	Whether the transaction would fall within related	This transaction is nota related party transactions.



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	party transactions? If yes, whether the same is done at “arm’s length”?	
7	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not Applicable
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
9	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (a) name of parties to the agreement (b) nature of the agreement (c) date of execution of the agreement (d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

Thanking You,  
**For, Aarvee Denims & Exports Limited**

**Mrs. Abira Mansuri**  
**Company Secretary & Compliance Officer**