

NOTICE

Dear Members,

Notice is hereby given that the 28th (Twenty-Eighth) Annual General Meeting ("AGM") of the members of Lux Industries Limited ("The Company") will be held on Friday, 29th day of September 2023 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following:

ORDINARY BUSINESS

1. To consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the Reports of Board of Directors and the Auditors thereon, and;
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, and the Report of the Auditors thereon.
2. To declare dividend of ₹5.00 per Equity Shares (250%) of face value of ₹2 each, for the financial year ended March 31, 2023.
 3. To appoint Mr. Rahul Kumar Todi (DIN: 00054279), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment as a director.
 4. To appoint Mr. Saket Todi (DIN: 02821380), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment as a director.

SPECIAL BUSINESS

5. Re-appointment of Mrs. RUSHA MITRA (DIN: 08402204) as an Independent Director of the Company for the second term of five years.

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 149,150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulations 16(1)(b), 17,

25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"), (as amended from time to time), the Articles of Association of the Company, Mrs. Rusha Mitra (DIN 08402204), who was appointed as an independent director of the Company for a term of 5 (five) consecutive years commencing from March 29, 2019 up to March 28, 2024, and who being eligible for re-appointment as an independent director, has given her consent along with a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of an Independent Director, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from March 29, 2024 up to March 28, 2029 (both days inclusive)"

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company is hereby authorised to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

**By order of the Board of Directors
Lux Industries Limited**

Sd/-

Smita Mishra

Company Secretary & Compliance Officer

M.No.- ACS 26489

Registered Office:

39, Kali Krishna Tagore Street
Kolkata-700007

Date: August 14, 2023

Place: Kolkata

Notes:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as "SEBI Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. Hence, in compliance with the above-mentioned Circulars, the AGM of the Company is being held through VC.

The deemed venue of the AGM, for the purpose of technical compliance as per Section 96(2) of the Companies Act, 2013 ("The Act"), shall be the Registered Office of the Company at 39, Kali Krishna Tagore Street, Kolkata- 700007.

2. Pursuant to the provisions of section 105 of the Companies Act, 2013 a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since the AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facilities for appointment of proxies by the members will not be available for the AGM. Hence, the proxy form, attendance slip and route map of the AGM are not annexed with the notice of the AGM.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed herewith. The brief details of the directors, who are being re-appointed, is annexed to the Notice as per the requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India.
4. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the

quorum under Section 103 of the Act. Institutional shareholders are encouraged to attend and vote at the AGM.

5. Members are requested to address all correspondence, to the Company's Registrar and Share Transfer Agent ('RTA'), **KFin Technologies Limited** (Formerly known as KFin Technologies Private Limited), **Unit: Lux Industries Limited**, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad 500032. Mail id: einward.ris@kfintech.com.
6. In compliance with the MCA Circular dated May 5, 2022 and December 28, 2022 and SEBI Circular dated May 13, 2022 and January 05, 2023 the requirement of sending physical copy of Annual Report is dispensed with. Accordingly, the Annual Report of the Company including the Notice of the 28th Annual General Meeting, inter alia indicating the process and manner of e-voting along is being sent only through electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.

Members may note that Notice and Annual Report for the financial year 2022-23 will also be available on the Company's website www.luxinnerwear.com, website of the Stock Exchanges viz BSE and NSE at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Limited, <https://evoting.kfintech.com>.

7. The Notice along with Annual Report will be sent through e-mail to those members/ beneficial owners, whose name will appear in the register of members/ list of beneficiaries received from the depositories, as on August 18, 2023.
8. In compliance with the MCA and SEBI Circulars, the Company has published a public notice on August 19, 2023 by way of an advertisement before the date of circulation of Annual Report alongwith AGM Notice by email, in English Newspaper (Business Standard) having a nationwide circulation and also one in Bengali Newspaper (Ei Samay), inter alia, advising members whose e-mail ids are not registered with the Company, its RTA or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

9. The Register of Members and the Share Transfer book of the Company will remain closed from September 23, 2023 to September 29, 2023 (both days inclusive) for annual closing and determining the entitlement of the shareholders for the payment of dividend for Financial year 2022-2023.

10. Dividend related information:

- a. The final dividend of ₹5.00/- per share (i.e. 250%), as recommended by the Board of Directors, if approved at the AGM, will be paid within 30 days of declaration to those members whose names appear on the Register of members/ beneficial owners as provided by the Depositories as on the Record Date, being September 22, 2023 subject to deduction of tax at source.
- b. Shareholders may note that as per Income Tax Act, 1961, (the 'IT Act'), dividends paid or distributed by a Company shall be taxable in the hands of shareholders. Accordingly, the Company would be required to deduct applicable Tax at Source ('TDS') in respect of payment of approved dividend to its shareholders (resident as well as non-resident).
- c. To enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company/Registrars and Transfer Agents by sending documents through e-mail on or before September 22, 2023 to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. A separate communication in this regard has been sent to the registered email address of the members by the Company.

i. For Resident Shareholders:

Tax shall be deducted at source under section 194 of the IT Act at the rate of 10% on the amount of dividend declared and paid by the Company during financial year 2023-24. However, in the following cases, TDS at the rate of 20% would be applicable as per IT Act:

- Section 206AA of IT Act- In case where, PAN is not available/ submitted, or PAN submitted is invalid or PAN is not linked with Aadhar; or

- Section 206AB of IT Act - Non-filing of return of income tax of previous year (i.e., FY 2021-22) and aggregate of TDS and TCS in said previous year is ₹ 50,000 or more.

No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed ₹5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

ii. Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders.

For Foreign Institutional Investors ('FII')/ Foreign Portfolio Investors ('FPI') shareholders, TDS will be deducted under section 196D read with section 206AB of the IT Act.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') read with applicable Multilateral Instrument ('MLI') provisions, if they are more beneficial to them.

- d. A list of documents/ declarations required to be provided by the resident shareholders and list of documents/ declarations required to claim the benefit of DTAA by the non-resident shareholders are being made available on the Company's website at <https://www.luxinnerwear.com/>

investors/company-announcement. Kindly note that the documents should be uploaded with KFin, the Registrar and Share Transfer Agent of the Company at <https://ris.kfintech.com/form15> or email at einward.ris@kfintech.com

- e. No communication on the tax determination/ deduction shall be entertained after September 22, 2023.
- f. The documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act.
- g. In addition to the above, please note the following:
 - In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
 - In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the required details/ documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

- h. The Company shall arrange to e-mail the soft copy of the TDS certificate, if applicable, to shareholders at the e-mail ID registered with KFin within the prescribed time as per IT Act. The amount of TDS can also be viewed in Form 26AS on the website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal/>
- i. In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company, and also provide the Company with

all information/ documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.

11. As per Section 113(1)(a) of the Act, Corporate/ institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at goenkamohan@gmail.com or may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name EVENT No.."
12. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the Legal heir(s)/ Nominee(s).

Further, Members are hereby informed that pursuant to the SEBI Circular dated April 20, 2018 and March 16, 2023, the Company has already sent intimations along with the requisite forms to the identified shareholders of the Company holding shares in physical form for mandatory furnishing/ updating of PAN, KYC details and Nomination through letters dated May 28, 2018 and May 31, 2023 respectively, mentioning the requirement of mandatory updating of PAN and bank details against the shareholding of each shareholder along with the specified format and list of other documents required for this process. Folios wherein any of the above information are not registered on or after October 1, 2023 shall be frozen by the RTA in compliance with SEBI Circular dated March 16, 2023.

13. Regulation 40 of the SEBI Listing Regulations, 2015 mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised mode. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in dematerialised mode

while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc.

The shareholders may approach the nearest Depository Participant for further clarification in this regard. Shareholders are requested to contact the Company's RTA, KFin Technologies Ltd for any queries in regard or contact Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company at the Corporate Office of the Company at P.S. Srijan Tech Park, DN -52, Sector-V, 10th Floor, Salt Lake City, Kolkata – 700 091 (Phone:033-4040-2121; Email:cs@luxinnerwear.com) for further assistance.

14. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA for consolidation into single folio.
15. Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors, Key Managerial Personnel along with their shareholding maintained under Section 170 of the Companies Act, 2013 (read with rules issued thereunder), will be available for inspection in electronic mode from the date of circulation of this Notice up to date of the AGM, i.e. September 29, 2023. Members can inspect the same by sending an email to investors@luxinnerwear.com
16. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days from 2.00 P.M. to 5.00 P.M. up to the date of AGM.
17. In case you have any query relating to the Annual Accounts you are requested to send to the same to the Company Secretary at investors@luxinnerwear.com at least 10 days before the AGM so as to enable the management to keep the information ready for replying at the meeting.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any

member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.

19. **Transfer to Investor Education and Protection Fund:**

(i) Transfer of unclaimed dividend

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended March 31, 2015 and onwards, which remains unpaid or unclaimed for a period of seven(7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to Investor Education and Protection Fund (IEPF). Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claims to the Company's Registrar and Transfer Agents at their address given herein below immediately, quoting their folio number/DP ID and Client ID.

During the financial year under review, the Company has transferred unpaid/unclaimed dividend, amounting to ₹78,780/- for Financial Year 2014-15 to the Investor Education and Protection Fund (IEPF).

(ii) Transfer of shares to IEPF

Further pursuant to the provisions of Section 124(6) of the Companies Act, 2013, Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments thereof) read with Ministry of Corporate Affairs Circular No. 12/2017 dated October 16, 2017, all the shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investors Education and Protection Fund (IEPF).

The details of those Members who have not claimed dividend for consecutive period of seven years or more and the relevant details of shares due to be transferred to the IEPF Authority, is available on

Company's website at www.luxinnerwear.com The Company has given a public notice on June 06, 2023 and August 03, 2023, published in Business Standard (English Newspaper) and Ei Samay (Bengali Newspaper). Individual notice was sent to the concerned Members, informing them, that their shares are liable to be transferred to IEPF Authority.

(iii) Claim from IEPF Authority

The shareholders who have not claimed/encashed the dividend in the last seven consecutive years from Financial Year 2015-16 are requested to claim the same to avoid transfer of shares to IEPF.

Shareholders may note that both the unclaimed dividend amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF Authority by making an online application in Form IEPF – 5 (available on www.iepf.gov.in) along with the fee prescribed to the IEPF authority with a copy to the Company.

20. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the Company has provided facility to the members to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means through e-voting services provided by KFin Technologies Limited. The instruction for e-voting has been enclosed and sent along with the notice and the cut-off date for sending e-voting password to shareholders is fixed on August 18, 2023.

21. Process for registering e-mail addresses to receive this notice along with credentials for remote e-voting: -

For shareholder holding securities in physical mode:

Shareholders holding shares in physical form are hereby notified that based on the SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It

shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. They can also register/update the contact details, bank details through submitting the requisite Form **ISR-1** along with the supporting documents. ISR-1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>. The detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

Members holding shares in dematerialized mode:

Members are requested to register/ update their email address or KYC details with their relevant Depository Participant.

22. Procedure For Remote E-Voting And E-Voting at the AGM:

- i) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
- ii) The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.
- iii) The members can opt for only one mode of voting i.e., remote e-voting or e-voting at the AGM. The Members who have cast their vote by remote e-voting may also attend the AGM.
- iv) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- v) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9:00 a.m. (IST) on September 25, 2023(Monday)

End of remote e-voting: Upto 5:00 p.m. (IST) on September 28, 2023(Thursday).

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of the aforesaid period.

23. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company, as recorded in the register of members or in the register of beneficial owners maintained by the depositories, as on cut-off date i.e., September 22, 2023 shall only be entitled to avail the facility of remote e-voting / e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only. Any person who becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date, may obtain the User ID and password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DPID Client ID, the Member may send SMS: **MYEPWD<space>** E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399

Example for NSDL:	MYEPWD<SPACE>IN12345612345678
Example for CDSL:	MYEPWD<SPACE>1402345612345678
Example for Physical:	MYEPWD<SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- iii. Member may Call KFin's Toll free number 1-800-3094-001
- iv. Member may send an e-mail request to evoting@kfintech.com

24. If the member is already registered with KFin for e-voting, he can use his existing User ID and Password for casting the vote through remote e-voting.

25. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.kfintech.com>). In case of any other queries/ grievances connected to remote e-voting or shares, you may contact Mr. Ravuri Vijay, an official of KFIN, at telephone number: 040-67162222 or the toll-free number 1800-309-4001 or at email: evoting@kfintech.com.

26. The Board of Directors in their meeting held on August 14, 2023 had appointed Mr. Mohan Ram Goenka, Partner of M/s. MR & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

27. The Scrutinizer, after scrutinizing the voting through e-voting at AGM and through remote e-voting shall, within two working days from conclusion of the AGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairperson of the meeting. The Chairperson shall declare the results. The declared results shall be available on the website of the Company (www.luxinnerwear.com) and on the website of KFIN (<https://evoting.kfintech.com>) and shall also be displayed on the notice board at the registered office and the corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

28. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com, to receive copies of the Annual Report 2022-23 in electronic mode.

29. Members may follow the process detailed below for availing various investor services.





Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Unit: Lux Industries Limited ,Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures/ bonds, etc. held in physical form	ISR 4
	The forms for updating the above details are available at https://www.luxinnerwear.com/download-forms	
Demat	Please contact your DP, register your email address, and bank account details in your demat account, as per the process advised by your DP.	

30. **Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat mode.**

As per the SEBI circular dated December 9, 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.

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

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsd.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting.”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsd.com</p> <p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p>

NSDL	CDSL
<p>3. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsd.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>
<p>4. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>	

- b. Individual Shareholders (holding securities in demat mode) login through their depository participants:** You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

- c. Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:**

Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

d. Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/> in the address bar.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN."
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Lux Industries Limited- AGM" and click on "Submit."
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit."
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id goenkamohan@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT No."

(B) Procedure for Registration of email and Mobile For shareholder holding securities in physical mode:

Shareholders holding shares in physical form are hereby notified that based on the SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. They can also register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. ISR-1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>. The detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

Members holding shares in dematerialized mode:

Members are requested to register/ update their email address with their relevant Depository Participant.

31. Procedure For Joining AGM Through VC/ OAVM

- The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- Members are requested to follow the procedure given below to attend the AGM through VC / OAVM or view the live webcast:
 - i) Launch internet browser (latest version of Chrome/ Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.

- ii) Enter the login credentials (i.e., User ID and password for e-voting).
- iii) After logging in, click on "Video Conference" option.
- iv) Then click on camera icon appearing against AGM event of Lux Industries Limited to attend the AGM.

- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.
- The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM. The facility will be available to the 1,000 (one thousand) Members on first-come-first-served basis. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are allowed to attend the AGM without restriction on first-come-first-served basis.
- To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in.
- **The facility of 'Speaker Registration' will open from, September 23, 2023 (9:00 A.M.) and will end on, September 26, 2023(5:00 P.M.).** Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time, as appropriate for smooth conduct of AGM.
- In case of any query, relating to the procedure for attending AGM through VC/OAVM or for any technical assistance, the members may call on toll free number: 1800 3094 001 or send an e-mail at einward.ris@kfintech.com.
- Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/OAVM and to cast their votes through remote

e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered email-id to the Scrutinizer at goenkamohan@gmail.com with a copy marked to einward.ris@kfintech.com (KFIN's id).

32. E-voting (insta poll) at the Meeting:

- After the items of Notice have been discussed, e-voting through insta poll will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of September 22, 2023, and who have not cast their vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

33. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on cut-off date being September 22, 2023.
34. The Scrutinizer shall after the conclusion of the voting at AGM, first count the votes cast at their meeting

and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and will make, not later than two working days from conclusion of AGM, a consolidated Scrutinizer's Report of total votes cast in favour or against, if any, forthwith to the Chairman of the Company who shall declare the Result.

35. The Scrutinizer's decision on the validity of the vote shall be final and binding.
36. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.luxinnerwear.com) and on KFin's website (<https://evoting.kfintech.com>) immediately after the result is declared and shall simultaneously be forwarded to the Stock Exchanges viz NSE and BSE, where the Company's shares are listed.
37. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website www.luxinnerwear.com.

**By order of the Board of Directors
Lux Industries Limited**

Sd/-

Smita Mishra

Company Secretary & Compliance Officer

M.No.- ACS 26489

Registered Office:

39, Kali Krishna Tagore Street
Kolkata-700007

Date: August 14, 2023

Place: Kolkata

EXPLANATORY STATEMENT TO THE NOTICE OF 28TH AGM

Statement pursuant to Section 102 of the Companies Act, 2013, read with the rules made thereunder, as applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2).

Mrs. Rusha Mitra (DIN: 08402204) was appointed as an Independent Director of the Company, in terms of Section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), and rules made thereunder, for a period of five years with effect from March 29, 2019 to March 28, 2024, by the members at the 24th Annual General Meeting ('AGM') of the Company held on September 5, 2019.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by the shareholders. In terms of Section 149 read with Section 152 and Schedule IV of the Act, Mrs. Rusha Mitra is eligible for re-appointment for the second term as an Independent Director of the Company. The Company has received from Mrs. Rusha Mitra, requisite consent, intimation and a declaration in connection with her appointment as an Independent Director. The Company has, in terms of Section 160(1) of the Companies Act, 2013, received in writing a notice from a member, proposing her candidature for the office of director.

On the basis of performance evaluation, her rich experience and the contributions made by Mrs. Mitra during her tenure, the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, at their respective meetings held on August 14, 2023 re-appointed Mrs. Rusha Mitra as Independent Director for a second term of 5 (five) consecutive years with effect from March 29, 2024, till March 28, 2029, subject to approval of the Members at the ensuing AGM.

Brief profile of Mrs. Rusha Mitra and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) is annexed to the Notice. She has more than a decade of experience in matters related to corporate restructuring, mergers, acquisitions, demergers, reconstructions, and reorganisations, and advises various companies on a wide range of corporate law, insolvency, and bankruptcy-related matters. She possesses the skills, experience, and capabilities required for the role of an Independent Director of the Company. The proposed re-appointment is on the basis of report of performance evaluation. The terms and conditions of her appointment as independent director shall be open for inspection at the registered office of the company by any member during normal business hours.

Except Mrs. Rusha Mitra, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item No. 5 of the Notice.

The Board considered that the continued association of Mrs. Rusha Mitra would be beneficial to the Company and recommends the resolution set out in item no. 5 of the Notice for approval by the members by way of a Special Resolution.

Annexure to the Notice

Details of Directors retiring by rotation seeking appointment/re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 on General Meeting].

Name of the Director	Mr. Rahul Kumar Todi	Mr. Saket Todi
DIN	00054279	02821380
Date of Birth & Age	February 3, 1982 (41 years)	September 28, 1989 (33 years)
Date of appointment	May 25, 2021	May 25, 2021
Qualification	Post-graduation in Business Management from GRD College, Coimbatore, Tamil Nadu.	Post-graduation in Brand Management from Mudra Institute of Communications (MICA).
Brief resume and expertise in functional area	Mr. Rahul Kumar Todi has 17 years of rich experience in hosiery line of business. In addition to looking after production function of Tiruppur unit, he has also managed wide range of responsibilities across businesses and overseeing several functions like finance, personnel and operations.	Mr. Saket Todi has eminent knowledge in marketing has Significantly contributed towards strengthening the premium brands in the retail channel - the 'ONN' brand and its export market. He has been associated with the Company since 2014. His in-depth knowledge of marketing has helped the company to achieve greater success and increase profitability. He expanded the brand presence by 24+ countries by focusing on quality and thereby created a loyal customer base.
Terms of Appointment	As per the resolution at Item no. 3 of this Notice. Rahul Kumar Todi's office as director shall be subject to retirement by rotation.	As per the resolution at Item no. 4 of this Notice. Saket Todi's office as director shall be subject to retirement by rotation.
No. of equity shares held in the Company	4,60,653	7,94,876
Directorship in other Companies	NIL	<ul style="list-style-type: none"> • Chitragupta Sales & Services Private Limited • Rotex Intertrade Private Limited • P.G. Infometric Private Limited • Biswanath Real Estate Private Limited • Ashla Industries Private Limited
Listed Entities from which he has resigned as Director in past 3 years	NIL	NIL
Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2023 # (C= Chairman) (M= Member)	NIL	NIL

Name of the Director	Mr. Rahul Kumar Todi	Mr. Saket Todi
Membership/ Chairmanship in the Committee of the Board of directors of the Company #	NIL	NIL
Relationship with other Directors	Nephew of Mr. Ashok Kumar Todi and Mr. Pradip Kumar Todi, Younger brother of Mr. Navin Kumar Todi and Cousin of Mr. Saket Todi and Mr. Udit Todi.	Son of Mr. Ashok Kumar Todi, Nephew of Mr. Pradip Kumar Todi, Cousin of Mr. Navin Kumar Todi, Mr. Rahul Kumar Todi and Mr. Udit Todi.
Number of Board meetings attended during the year	3/4	3/4
Remuneration paid during the year 2022-23	₹1.80 Crores	₹1.80 crores
Remuneration sought to be paid per annum	₹1.80 Crores	₹1.80 crores
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018, issued by BSE and NSE, respectively.	Mr. Rahul Kumar Todi is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.	Mr. Saket Todi is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

#Committee positions only of Audit Committee and Stakeholder Relationship Committee of Public Companies has been considered.

Details of Director seeking re-appointment at the forthcoming Annual General Meeting for a further term of five years

[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 on General Meeting].

Name of the Director	Mrs. Rusha Mitra
DIN	08402204
Date of Birth & Age	March 20, 1985 (38 years)
Date of first appointment	March 29, 2019
Qualification	B.A, LLB(Hons)
Brief resume and expertise in functional area	Mrs. Rusha Mitra is a Law Graduate from W.B National University of Juridical Sciences, Kolkata. She is a partner in the Corporate & Commercial practice group in Khaitan & Co., Kolkata. Mrs. Mitra specializes in corporate restructuring, merger, acquisitions, demergers, reconstructions, re-organisation and advises companies on wide range of corporate law, insolvency & bankruptcy related matters.
Terms of Appointment	Mrs. Rusha Mitra is re-appointed as Independent Director for a second term of 5 (five) consecutive years with effect from March 29, 2024, till March 28, 2029
No. of equity shares held in the Company	NIL

Directorship in other Companies	<ul style="list-style-type: none"> • GMMCO Limited • Harrisons Malayalam Limited • GKW Limited • Texmaco Rail & Engineering Limited • Rainbow Investments Limited • Naga Dhunseri Group Limited • PCBL Limited • Quest Capital Markets Limited • PCBL(TN) Limited
Listed Entities from which she has resigned as Director in past 3 years	NIL
Chairperson / Member of Committee in other Indian Public Limited Companies as on 31.03.2023 # (C= Chairperson) (M= Member)	<ul style="list-style-type: none"> • Harrison Malayalam Limited <ul style="list-style-type: none"> o Audit Committee-(C) o Stakeholder Relationship Committee-(M) • GKW Limited <ul style="list-style-type: none"> o Stakeholder Relationship Committee-(M) • PCBL Limited (formerly Philips Carbon Black Limited) <ul style="list-style-type: none"> o Stakeholder Relationship Committee-(C) • Quest Capital Markets Limited (formerly BNKCapital Markets Limited) <ul style="list-style-type: none"> o Audit Committee-(C) o Stakeholder Relationship Committee-(M) • Texmaco Rail & Engineering Limited <ul style="list-style-type: none"> o Stakeholder Relationship Committee-(M)
Member/Chairperson in the Committee of the Board of directors of the Company #	NIL
Relationship with other Directors	NIL
Number of Board meetings attended during the year	4/4
Remuneration paid during the year 2022-23 per annum	₹0.03 crores
Remuneration sought to be paid attending meetings of the Board/ Committee.	She shall be paid remuneration by way of sitting fees for attending meetings of the Board/ Committee.
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018, issued by BSE and NSE, respectively.	She is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

#Committee positions only of Audit Committee and Stakeholder Relationship Committee of Public Companies has been considered.