



**Date: September 26, 2024**

To, <b>The Secretary, BSE Limited,</b> P.J. Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 539542	To, <b>The Secretary, National Stock Exchange of India Ltd.,</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandera (E), Mumbai - 400 051 <u>Symbol: LUXIND</u>
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Dear Sirs,

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Summary of Proceedings of 29<sup>th</sup> Annual General Meeting of the Company held on September 26, 2024 and the Scrutinizer's Report.**

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith summary of the proceedings of 29<sup>th</sup> Annual General Meeting of the Company held on September 26, 2024 and Consolidated Scrutinizer's Report dated September 26, 2024 submitted by MR & Associates, Practising Company Secretaries, Kolkata pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking you.

Yours faithfully,

**For Lux Industries Limited**

**Smita Mishra**  
**(Company Secretary & Compliance Officer)**  
**M. No. ACS 26489**

**Encl: As above.**

## **LUX INDUSTRIES LIMITED**

PS Srijan Tech - Park, 10th Floor, DN - 52, Sector - V, Saltlake, Kolkata - 700 091, India. P: 91-33-4040 2121, F: 91-33-4001 2001, E: info@luxinnerwear.com

Regd. Office: 39 Kali Krishna Tagore Street, Kolkata - 700 007, India, P: 91-33-2259 8155, Website: www.luxinnerwear.com • CIN : L17309WB1995PLC073053



**SUMMARY OF PROCEEDINGS OF 29th ANNUAL GENERAL MEETING OF LUX INDUSTRIES LIMITED CONVENED ON THURSDAY, 26<sup>TH</sup> SEPTEMBER 2024 AT 11:00 A.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (OAVM)**

The 29th Annual General Meeting (AGM) of the Company was held on 26<sup>th</sup> September 2024 through Video Conferencing/Other Audio-Visual Means (OAVM) at 11:00 a.m. (IST) in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and as per applicable provisions of Companies Act, 2013 (The Act) and Rules made thereunder and SEBI listing Regulations. The meeting commenced at 11:00 a.m. and concluded at 12.25 p.m.

Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company welcomed the Members to the meeting and introduced all the Directors, KMPs and other invitees who attended the AGM from various locations (as mentioned below) including the members of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. She further confirmed the presence of Statutory Auditor, Secretarial Auditor and Scrutinizer for the remote e-voting and e-voting during the AGM.

<b><u>DIRECTORS IN ATTENDANCE</u></b>	<b><u>PLACE</u></b>
Mr. Ashok Kumar Todi, Chairman and Whole Time Director of the Company	Joined over VC from Kolkata
Mr. Pradip Kumar Todi, Managing Director of the Company	Joined over VC from Mumbai
Mr. Navin Kumar Todi, Executive Director of the Company	Joined over VC from Tiruppur
Mr. Rahul Kumar Todi, Executive Director of the Company	Joined over VC from Tiruppur.
Mr. Saket Todi, Executive Director of the Company	Joined over VC from Kolkata
Mr. Udit Todi, Executive Director of the Company	Joined over VC from Mumbai.
Mr. Kumud Chandra Paricha Patnaik, Independent Director of the Company	Joined over VC from Czech Republic
Mr. Sadhu Ram Bansal, Independent Director of the Company	Joined over VC from Delhi
Mr. Rajnish Rikhy, Independent Director of the Company	Joined over VC from Delhi
Mrs. Ratnabali Kakkar, Independent Director of the Company	Joined over VC from Kolkata
Mrs. Shashi Sharma, Independent Director of the Company	Joined over VC from Delhi

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Mrs. Rusha Mitra, Independent Director of the Company	Joined over VC from Kolkata
<b><u>OTHER ATTENDEES</u></b>	
Mr. Ajay Nagar, Chief Financial Officer of the Company	Joined over VC from Kolkata
Mrs. Smita Mishra, Company Secretary & Compliance Officer of the Company	Joined over VC from Kolkata
Mr. Jitendra Kumar Shah, Vice President- Finance of the Company	Joined over VC from Kolkata
Mr. Amit Goel, Assistant Vice President- Finance of the Company	Joined over VC from Kolkata
Mr. Pradip Kumar Kandar, General Manager - Secretarial & Legal	Joined over VC from Kolkata
Mr. Deepak Kumar Agrawal, General Manager (Finance & Accounts)	Joined over VC from Tiruppur
Mr. Hemant Lakhota, Statutory Auditor, Representative of S.K. Agrawal & Co. LLP, Chartered Accountants	Joined over VC from Kolkata
Mr. Mohan Ram Goenka, Secretarial Auditor & Scrutinizer, Representative of MR & Associates, Practicing Company Secretaries	Joined over VC from Kolkata
<b><u>QUORUM OF THE MEETING</u></b>	
A total of 76 members attended the meeting.	

Mrs. Smita Mishra invited Mr. Ashok Kumar Todi, Chairman of the Company to take the Chair and commenced the proceedings of the AGM. The participation of members through Video conferencing/OAVM mode was reckoned for quorum. Since requisite quorum was present, the meeting was called to be order by the Chairman.

Thereafter, Mr. Ashok Kumar Todi, Chairman of the Company delivered his speech. He welcomed the members, and expressed his sincere gratitude to all the shareholders for their continued support and trust. He mentioned about the overview and achievements of the Company during Financial Year 2023-24, welcomed the new directors on board, recommendation of dividend and placed on record appreciation for the exemplary services rendered by retired directors.

Thereafter he invited Mr. Pradip Kumar Todi, Managing Director of the Company, to share his views on the performance of the Company. The Managing Director welcomed the shareholders and spoke about the Company's performance, brand performance and Corporate Social Responsibility initiatives taken by the Company for the year ended 31<sup>st</sup> March 2024.

Thereafter, the Company Secretary provided general instructions to the Members regarding e-voting in the Meeting and informed that pursuant to the provisions of the Companies Act, 2013, the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility to the members to cast their vote through remote e-voting which commenced from Sunday, 22<sup>nd</sup> September, 2024 (9.00 a.m. IST) and ended on Wednesday, 25<sup>th</sup> September, 2024 (5.00 p.m. IST). As mentioned in the Notice of AGM, e-voting facility was available during the AGM for the Members who have not cast their votes by availing the remote e-voting

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facility, on e-voting platform of the KFin (via Instapoll). She also informed that the Statutory Registers as required under the Act and other relevant documents as referred to in the Notice of the AGM were available for electronic inspection by members.

The following resolutions as set out in the Notice were tabled at the AGM by the Company Secretary:

Particulars	Type of resolution
<b>Ordinary Business</b>	
1. To receive, consider and adopt: (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, 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, 2024, and the Reports of the Auditors thereon.	Ordinary Resolution
2. To declare a dividend of Rs. 2.00 per Equity Shares (100% of face value of Rs. 2 each), for the financial year ended March 31, 2024.	Ordinary Resolution
3. To appoint Mr. Ashok Kumar Todi (DIN: 00053599), 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.	Ordinary Resolution
4. To appoint Mr. Udit Todi (DIN: 02017579), 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.	Ordinary Resolution
<b>Special Business</b>	
5. Re-appointment of Mr. Pradip Kumar Todi (DIN:00246268) as a Managing Director.	Special Resolution
6. Alteration of Articles of Association by addition of a new clause 290A for Waiver of Dividend.	Special Resolution

Thereafter, the Company Secretary invited the members who have registered themselves as Speakers to express their views, suggestion, queries, or clarifications, if any on the resolutions. The members asked about the future outlook of the Company, acknowledged the growth of brands, financial performance, commissioning of new facility, e-commerce, energy consumption, compliances, investor relations and appreciated the decision of the Promoters & Promoter Group of the Company for waiving their right to receive final dividend for FY 23-24.

Mr. Saket Todi (Executive Director) and Mr. Udit Todi (Executive Director) replied to the queries raised by Members and provided necessary clarifications.

The Company Secretary informed that the results would be declared after considering the e-voting at the AGM and the remote e-voting.

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The AGM was concluded with a vote of thanks to the Chair and members. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their votes.

The results would be submitted to the Stock Exchanges within 2 working days of the conclusion of the AGM and would be placed on the website of the Company. As per the Scrutinizer's Report, all the resolutions have been passed with the requisite majority.

This is for your information and records.

Thanking you.

Yours faithfully,  
For Lux Industries Limited

Smita Mishra  
(Company Secretary & Compliance Officer)  
M. No. ACS 26489

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# MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@gmail.com / goenkamohan@gmail.com

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the 29<sup>th</sup> Annual General Meeting (AGM) of the Members of **Lux Industries Limited** (CIN: L17309WB1995PLC073053), held on Thursday, the 26<sup>th</sup> day of September, 2024 at 11.00 A.M (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of **LUX INDUSTRIES LIMITED** (the Company) for the purpose of Scrutinizing the process of (i) remote e-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting through Instapoll at AGM (process of e-voting at the AGM through electronic voting system) on the resolutions contained in the notice dated August 14, 2024 ("Notice") convening the 29<sup>th</sup> AGM issued in accordance with Circulars issued by 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, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022, and subsequent circulars issued in this regard, if any and the latest being General Circular No. 09/2023 dated September 25, 2023 (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 and October 07, 2023 (collectively referred to as "SEBI Circulars") which permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. The AGM was convened on Thursday, 26<sup>th</sup> September 2024 at 11.00 A.M IST through VC / OAVM.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated August 14, 2024. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting through Instapoll at AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the AGM of the Company, based on the report generated from the e-voting system provided by KFin Technologies Private Limited (KFinTech) the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.



3. The Members holding ordinary shares as on the "cut-off date" i.e. Thursday, September 19, 2024 were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.
4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Sunday, September 22, 2024 (09:00 a.m. IST) till Wednesday, September 25, 2024 (5.00 p.m. IST) and pursuant to MCA Circulars referred above, the Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by KFin Technologies Private Limited (KFintech).
5. At the end of the remote e-voting period and after the closure of e-voting through Insta Poll at the AGM, the voting portal of the service provider was blocked forthwith respectively in the presence of two persons who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
6. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of KFin Technologies Private Limited (KFintech) i.e. <https://evoting.kfintech.com> and based on such reports,  
  
221 members have casted their votes through remote e-voting platform  
  
8 members have casted their votes by e-voting through Insta Poll at the AGM.
7. The brief analysis of the results of the voting through Remote e-voting and e-voting through Insta Poll at the AGM, based on the report generated by KFin Technologies Private Limited, scrutinized on test-check basis and relied upon by me, are as under:

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

**To receive, consider and adopt:**

(a) The audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, 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, 2024, and the Report of the Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	200	23918121	8	50367	208	23968488	99.9997
Dissent	16	58	0	0	16	58	0.0003
<b>Total</b>	<b>216</b>	<b>23918179</b>	<b>8</b>	<b>50367</b>	<b>224</b>	<b>23968546</b>	<b>100</b>
Abstain / Invalid	5	1245	0	0	--	--	--



**Item No. 2 - Ordinary Resolution:**

To declare dividend of Rs. 2.00 per Equity Shares (100% of face value of Rs. 2 each), for the financial year ended March 31, 2024.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	200	23919237	8	50367	208	23969604	99.9995
Dissent	16	113	0	0	16	113	0.0005
Total	216	23919350	8	50367	224	23969717	100
Abstain / Invalid	5	74	0	0	--	--	--

**Item No. 3 - Ordinary Resolution**

To appoint a Director in place of Mr. Ashok Kumar Todi (DIN: 00053599), who retires by rotation and being eligible, offers himself for re-appointment as a director of the company .

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	193	20260375	8	50367	201	20310742	99.9987
Dissent	22	264	0	0	22	264	0.0013
Total	215	20260639	8	50367	223	20311006	100
Abstain / Invalid	6	3658785	0	0	--	--	--

**Item No. 4 – Ordinary Resolution**

To appoint a Director in place of Mr. Udit Todi (DIN: 02017579), who retires by rotation and being eligible, offers himself for re-appointment as a director of the company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	192	23057725	8	50367	200	23108092	99.9019
Dissent	23	22692	0	0	23	22692	0.0981
Total	215	23080417	8	50367	223	23130784	100
Abstain / Invalid	6	839007	0	0	--	--	--

**Item No. 5 - Special Resolution**



Re-appointment of Mr. Pradip Kumar Todi (DIN: 00246268) as a Managing Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	174	17864797	8	50367	182	17915164	91.6799
Dissent	36	1625824	0	0	36	1625824	8.3201
Total	210	19490621	8	50367	218	19540988	100
Abstain / Invalid	11	4428803	0	0	--	--	--

**Item No. 6 - Special Resolution**

To approve the Alteration of Articles of Association by addition of a new clause 290A for Waiver of Dividend

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	188	23902294	8	50367	196	23952661	99.9295
Dissent	24	16898	0	0	24	16898	0.0705
Total	212	23919192	8	50367	220	23969559	100
Abstain / Invalid	9	232	0	0	--	--	--

8. Based on the foregoing, the resolution no.(s) 1 to 6 shall be deemed to have been passed with requisite majority.

All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Place : Kolkata  
Date : 26.09.2024



For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 5598/2024

*[Signature]*

[M R Goenka]  
Partner  
C P No.: 2551

UDIN No.: F004515F001328508

Countersigned by:-  
For Lux Industries Limited

Chairman / Authorized Signatory