



**Date: September 20, 2022.**

To, <b>The Secretary,</b> <b>BSE Limited,</b> P.J. Towers, Dalal Street, Mumbai- 400 001 <u>Scrip Code: 539542</u>	To, <b>The Secretary,</b> <b>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 27<sup>th</sup> Annual General Meeting of the Company held on September 20, 2022 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 proceedings of 27<sup>th</sup> Annual General Meeting of the Company held on September 20, 2022, and Consolidated Scrutinizer Report dated 20<sup>th</sup> September, 2022 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.

You are requested to take the same on your records.

Thanking you.

Yours faithfully,

**For Lux Industries Limited**

SMITA MISHRA  
Digitally signed  
by SMITA MISHRA  
Date: 2022.09.20  
17:00:06 +05'30'

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

**Encl: As above.**

**LUX INDUSTRIES LTD**



**SUMMARY OF PROCEEDINGS OF 27<sup>TH</sup> ANNUAL GENERAL MEETING OF LUX INDUSTRIES LIMITED CONVENED ON TUESDAY, 20<sup>TH</sup> SEPTEMBER 2022 AT 11:00 A.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (OAVM)**

The 27<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 20<sup>th</sup> September 2022 through Video Conferencing/Other Audio Visual Means (OAVM) at 11:00 a.m.

<b><u>DIRECTORS IN ATTENDANCE</u></b>	<b><u>PLACE</u></b>
Mr. Ashok Kumar Todi, Chairman and Whole Time Director of the Company and Chairperson of CSR Committee	Joined over VC from Kolkata
Mr. Pradip Kumar Todi, Managing Director of the Company	Joined over VC from Kolkata
Mr. Snehasish Ganguly, Independent Director of the Company, Chairperson of Stakeholder Relationship Committee	Joined over VC from Kolkata
Mr. Kamal Kishore Agrawal, Independent Director of the Company, Chairperson of Nomination and Remuneration Committee	Joined over VC from Kolkata.
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 Kolkata.
Mr. Nandanandan Mishra, Independent Director of the Company, Chairperson of Audit Committee	Joined over VC from Gurgaon.
Mrs. Rusha Mitra, Independent Director of the Company	Joined over VC from Kolkata.
Mrs. Ratnabali Kakkar, Independent Director of the Company	Joined over VC from London.
<b><u>OTHER ATTENDEES</u></b>	
Mr. Saurabh Kumar Bhudolia, Chief Financial Officer of the Company	Joined over VC from Kolkata
Mr. Jitendra Kumar Shah, Vice President- Finance of the Company	Joined over VC from Kolkata
Mrs. Smita Mishra, Company Secretary & Compliance Officer of the Company	Joined over VC from Kolkata
Mr. Hemant Lakhotia, 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 72 members attended the meeting.	

**LUX INDUSTRIES LTD**

Mr. Ashok Kumar Todi, Chairman of the Company, commenced the proceedings of the Meeting. It was informed that the AGM was conducted through VC / OAVM facility in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and affirmed that all feasible efforts had been taken by the Company to enable members to participate through Video Conference and vote at the AGM.

The required quorum being present, Mrs. Smita Mishra, Company Secretary & Compliance Officer of the Company welcomed the members attending the AGM. As advised by the Chairman, the Company Secretary introduced all the Directors and KMPs who attended the AGM from various locations. All the Directors and KMPs except Mr. Navin Kumar Todi, Mr. Rahul Kumar Todi and Mr. Rajnish Rikhy were present at the AGM, including the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Company Secretary confirmed the presence of Statutory Auditor, Secretarial Auditor and Scrutinizer for the remote e-voting and e-voting during the AGM.

As the 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, welcomed the members, and expressed his sincere gratitude to all the shareholders for their continued support and trust. Chairman highlighted operational and financial performance of the Company during Financial Year 2021-22, brand wise performance, initiatives for strengthening the corporate governance and compliances and the various programmes undertaken for the welfare of the society, environment, and the corporate social responsibility by the Company.

Thereafter Company Secretary invited Mr. Pradip Kumar Todi, Managing Director of the Company, to share his views on the growth of the Company. Mr. Pradip Kumar Todi highlighted the growth of the Company for the year ended 31<sup>st</sup> March 2022, the new initiatives taken during the year, focus areas, and the outlook of the Company.

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 facility to the members to cast their vote through remote e-voting which commenced from Friday, 16<sup>th</sup> September, 2022 (9.00 a.m. IST) and ended on Monday, 19<sup>th</sup> September, 2022 (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 facility, on e-voting platform of the KFin (Instapoll).

Thereafter, the resolutions were tabled at the AGM by the Company Secretary.

The following agenda items of the Notice of 27th AGM were read for the information of the members:

### **Ordinary Business**

#### **1. To consider and adopt:**

(a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, and the Reports of the Auditors thereon. (Ordinary Resolution)

2. Retire by Rotation:

a. To appoint Mr. Pradip Kumar Todi (DIN: 00246268), who retires by rotation and being eligible, offers himself for re-appointment as a director. (Ordinary Resolution)

b. To appoint Mr. Navin Kumar Todi (DIN: 00054370), who retires by rotation and being eligible, offers himself for re-appointment as a director. (Ordinary Resolution)

3. To re-appoint M/s S K Agrawal and Co Chartered Accountants LLP as Statutory Auditors of the Company. (Ordinary Resolution)

### **Special Business**

4. To re-appoint Mr. Ashok Kumar Todi (DIN: 00053599) as Whole Time Director & Chairman of the Company. (Special Resolution)

5. To approve request received from Mrs. Neha Poddar, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category. (Ordinary Resolution)

6. To approve request received from Mrs. Shilpa Agarwal Samriya, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category. (Ordinary Resolution)

7. To approve request received from Mr. Rohit Poddar, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category. (Ordinary Resolution)

8. To approve request received from Mr. Upendra Samriya, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category. (Ordinary 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 outlook of the Company, growth of brands, upcoming projects, financial performance, details of the capital and revenue expenditure, planning for CSR activity, brand endorsement and details on re-classification of promoter group.

Mr. Saket Todi and Mr. Udit Todi (Executive Directors), Mr. Saurabh Kumar Bhudolia (Chief Financial Officer) and Mrs. Smita Mishra (Company Secretary and Compliance Officer) 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.



The AGM was concluded with a vote of thanks to the Chair. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their votes.  
The meeting concluded at 12:37 p.m.

The results would be submitted to the Stock Exchanges within 48 hours of the conclusion of the AGM and would be placed on the website of the Company.

As per the Scrutinisers' Report, the resolutions no.(s) 1 to 4 have been passed with requisite majority however, the resolution no.(s) 5 to 8 had not been passed with requisite majority.

This is for your information and records.

Thanking you.

Yours faithfully,  
For Lux Industries Limited

**SMITA**  
**MISHRA** Digitally signed by  
SMITA MISHRA  
Date: 2022.09.20  
17:00:44 +05'30'

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

## LUX INDUSTRIES LTD



# 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 27<sup>th</sup> Annual General Meeting (AGM) of the Members of **Lux Industries Limited** (CIN: L17309WB1995PLC073053), held on Tuesday, the 20<sup>th</sup> day of September, 2022 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 09, 2022 ("Notice") convening the 27th AGM issued in accordance with Circulars issued by the Ministry of Corporate Affairs ("MCA") on May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8 & 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") and Securities Exchange Board of India ("SEBI") vide its circular dated May 12, 2020 read with further relaxation vide circular dated January 15, 2021 read with May 13, 2022 ("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 Tuesday, 20th September 2022 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 09, 2022. 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. Saturday, September 13, 2022 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 Friday, September 16, 2022 (09:00 a.m. IST) till Monday, September 19, 2022 (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,
 

213 members have casted their votes through remote e-voting platform

11 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:**

- (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, and the Reports of the Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	202	16417386	11	9890822	213	26308208	99.9985
Dissent	11	385	0	0	11	385	0.0015
Total	213	16417771	11	9890822	224	26308593	100.00
Abstain / Invalid	1	3	0	0	1	3	-



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

To appoint a Director Mr. Pradip Kumar Todi (holding DIN: 00246268) who retires by rotation and being eligible, seeks re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	191	11346801	11	9890822	202	21237623	97.0051
Dissent	19	655674	0	0	19	655674	2.9949
Total	210	12002475	11	9890822	221	21893297	100.00
Abstain / Invalid	4	4415299	0	0	4	4415299	-

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

To appoint a Director Mr. Navin Kumar Todi (holding DIN: 00054370) who retires by rotation and being eligible, seeks re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	163	13090415	11	9890822	174	22981237	95.3727
Dissent	47	1115017	0	0	47	1115017	4.6273
Total	210	14205432	11	9890822	221	24096254	100.00
Abstain / Invalid	6	2212342	0	0	6	2212342	-

**Item No. 3 - Ordinary Resolution**

To re-appoint M/s. S K Agrawal & Co., Chartered Accountants LLP as Statutory Auditors of the Company and to fix their remuneration.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	196	16417333	11	9890822	207	26308155	99.9983
Dissent	17	438	0	0	17	438	0.0017
Total	213	16417771	11	9890822	224	26308593	100.00
Abstain / Invalid	1	3	0	0	1	3	-





**Item No. 4 - Special Resolution**

To re-appoint Mr. Ashok Kumar Todi as Whole Time Director & Chairman of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	160	12496224	10	9890782	170	22387006	98.8391
Dissent	51	262892	1	40	52	262932	1.1609
Total	211	12759116	11	9890822	222	22649938	100.00
Abstain / Invalid	3	3658658	0	0	3	3658658	-

**Item No. 5 - Ordinary Resolution**

To approve request received from Mrs. Neha Poddar, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	178	438537	6	102	184	438639	17.0598
Dissent	24	2132494	1	50	25	2132544	82.9402
Total	202	2571031	7	152	209	2571183	100.00
Abstain / Invalid	12	13846743	4	9890670	16	23737413	-

**Item No. 6 - Ordinary Resolution**

To approve request received from Mrs. Shilpa Agarwal Samriya, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	179	438547	6	102	185	438649	17.0602
Dissent	23	2132484	1	50	24	2132534	82.9398
Total	202	2571031	7	152	209	2571183	100.00
Abstain / Invalid	12	13846743	4	9890670	16	23737413	-



**Item No. 7 - Ordinary Resolution**

To approve request received from Mr. Rohit Poddar, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	181	1093087	6	102	187	1093189	42.5170
Dissent	21	1477944	1	50	22	1477994	57.4830
Total	202	2571031	7	152	209	2571183	100.00
Abstain / Invalid	12	13846743	4	9890670	16	23737413	-

**Item No. 8 - Ordinary Resolution**

To approve request received from Mr. Upendra Samriya, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	180	1093077	6	102	186	1093179	42.5166
Dissent	22	1477954	1	50	23	1478004	57.4834
Total	202	2571031	7	152	209	2571183	100.00
Abstain / Invalid	12	13846743	4	9890670	16	23737413	-

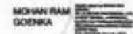
8. Based on the foregoing, the resolution no.(s) 1 to 4 shall be deemed to have been passed with requisite majority, however, the resolution no.(s) 5 to 8 had not been passed with requisite majority.

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 : 20.09.2022



For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 720/2020



[M R Goenka]  
Partner

C P No.: 2551

UDIN No.: F004515D001003645

Countersigned by:-

SMITA  
MISHRA  
Digitally signed  
by SMITA  
MISHRA  
Date: 2022.09.20  
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