



**Date: September 29, 2023.**

To, <b>The Secretary, BSE Limited,</b> P.J. Towers, Dalal Street, Mumbai- 400 001 <u>Scrip Code: 539542</u>	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 Sir/Ma'am,

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

**Sub: Summary of Proceedings of 28<sup>th</sup> Annual General Meeting of the Company held on September 29, 2023 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 28<sup>th</sup> Annual General Meeting of the Company held on September 29, 2023, and Consolidated Scrutinizer Report dated 29<sup>th</sup> September, 2023 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**  
**(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 28th ANNUAL GENERAL MEETING OF LUX INDUSTRIES LIMITED CONVENED ON FRIDAY, 29<sup>TH</sup> SEPTEMBER 2023 AT 11:00 A.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (OAVM)**

The 28th Annual General Meeting (AGM) of the Company was held on 29<sup>th</sup> September 2023 through Video Conferencing/Other Audio-Visual Means (OAVM) at 11:00 a.m. (IST) in accordance with the 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 and Rules made thereunder. The meeting commenced at 11:00 a.m. and concluded at 11:49 a.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 attendees who attended the AGM from various locations (as mentioned below) including the Chairpersons 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. Mrs. Rusha Mitra couldn't join the meeting due to some unavoidable reason.

<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. Nandanandan Mishra, Independent Director of the Company, Chairperson of Audit Committee	Joined over VC from Gurgaon.
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 Mumbai.
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. Rahul Kumar Todi, Executive Director of the Company	Joined over VC from Tiruppur.
Mr. Navin Kumar Todi, Executive Director of the Company	Joined over VC from Tiruppur.
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 London.

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<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. Hemant Lakhotia, Statutory Auditor, Representative of S.K. Agrawal & Co. LLP, Chartered Accountants	Joined over VC from Kolkata
Mr. Sandeep Agrawal, 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 63 members attended the meeting.	

She 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 growth of the Company during Financial Year 2022-23, digitalization across supply chain, dividend and corporate social responsibility initiative.

Thereafter he invited Mr. Pradip Kumar Todi, Managing Director of the Company, to share his views on the growth of the Company. He spoke about the Company's performance and brand performance for the year ended 31<sup>st</sup> March 2023.

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 Monday, 25<sup>th</sup> September, 2023 (9.00 a.m. IST) and ended on Thursday, 28<sup>th</sup> September, 2023 (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). She also informed that Register of Directors and Key Managerial Personnel and their shareholding as per Section 170 and other Statutory Registers/ documents as required under the Companies Act, 2013 were kept open and accessible for electronic inspection during the continuance of the Meeting.

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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 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 Reports of the Auditors thereon.	Ordinary Resolution
2. To declare dividend of Rs. 5.00 per Equity Shares (250%) of face value of Rs. 2 each, for the financial year ended March 31, 2023.	Ordinary Resolution
3. Appointment of 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.	Ordinary Resolution
4. Appointment of 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.	Ordinary Resolution
<b>Special Business</b>	
5. Re-appointment of Mrs. Rusha Mitra (DIN: 08402204) as an Independent Director of the Company for the second term of five years.	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, growth of brands, upcoming projects, financial performance, foreign brand license, women empowerment, compliances and investor relations.

Mr. Saket Todi and Mr. Udit Todi (Executive Directors) 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 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 5 have been passed with requisite majority.

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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 28<sup>th</sup> Annual General Meeting (AGM) of the Members of **Lux Industries Limited** (CIN: L17309WB1995PLC073053), held on Friday, the 29<sup>th</sup> day of September, 2023 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, 2023 ("Notice") convening the 28<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, 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") 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 Friday, 29<sup>th</sup> September 2023 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, 2023. 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. Friday, September 22, 2023 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 Monday, September 25, 2023 (09:00 a.m. IST) till Thursday, September 28, 2023 (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,
 

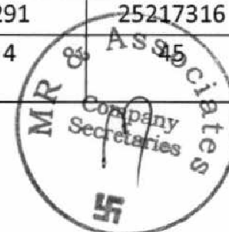
282 members have casted their votes through remote e-voting platform

13 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, 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.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	259	15376194	11	9840806	270	25217000	99.9987
Dissent	19	109	2	207	21	316	0.0013
Total	278	15376303	13	9841013	291	25217316	100.00
Abstain / Invalid	4	45	0	0	4	45	-



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

To declare dividend of Rs. 5.00 per Equity Shares (250%) of face value of Rs. 2 each, for the financial year ended March 31, 2023.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	260	15376217	11	9840806	271	25217023	99.9987
Dissent	20	125	2	207	22	332	0.0013
Total	280	15376342	13	9841013	293	25217355	100.00
Abstain / Invalid	2	6	0	0	2	6	-

**Item No. 3 - Ordinary Resolution**

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.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	212	14587565	10	9840647	222	24428212	98.6733
Dissent	66	328090	3	366	69	328456	1.3267
Total	278	14915655	13	9841013	291	24756668	100.00
Abstain / Invalid	4	460693	0	0	4	460693	-

**Item No. 4 – Ordinary Resolution**

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.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	213	14253444	10	9840647	223	24094091	98.6555
Dissent	65	327988	3	366	68	328354	1.3445
Total	278	14581432	13	9841013	291	24422445	100.00
Abstain / Invalid	4	794916	0	0	4	794916	-





**Item No. 5 - Special Resolution**

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

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Instapoll		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	215	12567866	11	9840806	226	22408672	94.1896
Dissent	69	1382159	2	207	71	1382366	5.8104
Total	284	13950025	13	9841013	297	23791038	100.00
Abstain / Invalid	3	1426323	0	0	3	1426323	-

8. Based on the foregoing, the resolution no.(s) 1 to 5 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 : 29.09.2023



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

MOHAN RAM GOENKA  
Digitally signed by MOHAN RAM GOENKA  
Date: 2023.09.29 18:39:18 +0530

[M R Goenka]  
Partner  
C P No.: 2551  
UDIN No.: F004515E001128418

Countersigned by:-