



Date: November 28, 2020.

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 Symbol: LUXIND
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Dear Sir,

**Sub: Disclosure of Voting Result of Equity Shareholders of Lux Industries Limited convened as per directions of the National Company Law Tribunal, Kolkata in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In furtherance to our letter dated 27<sup>th</sup> November, 2020 we would like to inform you that resolutions as set out in the Notice of Meeting have been passed with requisite majority at the Meeting of the Company.

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith voting results in the prescribed format along with Scrutinizer's Report .

The results are also being hosted on our Company's website [www.luxinnerwear.com](http://www.luxinnerwear.com) and on the website of Kfin Technologies Pvt. Ltd.

You are requested to take the same on your records.

**Thanking you.**

**Yours faithfully,  
For Lux Industries Limited**

*Smita Mishra*  
**Smita Mishra**  
**(Company Secretary & Compliance Officer)**  
**M. No. A26489**  
Encl: As above.

## **LUX INDUSTRIES LTD**

**Meeting of Equity Shareholders of Lux Industries Limited convened as per directions  
of the National Company Law Tribunal, Kolkata - details of voting results**

<b>Date of the Meeting:</b>	27 <sup>th</sup> November, 2020
<b>Total number of shareholders on record date:</b> (being the cut-off date for determining shareholders entitled to e-voting 20 <sup>th</sup> November, 2020)	14768
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  Promoter and Promoter Group: Public:	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>  Promoter and Promoter Group: Public:	44  9  35



**LUX INDUSTRIES LTD**

Resolution required:			Majority representing 3/4 <sup>th</sup> in value					
Whether promoter/ promoter group are interested in the agenda /resolution?			yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-Voting	17,552,834	17,552,834	100%	17,552,834	0	100%	0
	e-Voting during the meeting		0	0	0	0	0	0
	Total		17,552,834	100%	17,552,834	0	100%	0
Public-Institutions	Remote e-Voting	23,44,599	21,50,305	91.71 %	21,50,305	0	100%	0
	e-Voting during the meeting		0	0	0	0	0	0
	Total		21,50,305		21,50,305	0	100%	0
Public-Non Institutions	Remote e-Voting	53,55,567	441,301	8.24%	441,301	0	100%	0
	e-Voting during the meeting		46	0.00%	46	0	0.00%	0
	Total		441,347	8.24%	441,347	0	100%	0
<b>Total</b>		<b>2,52,53,000</b>	<b>2,01,44,486</b>	<b>79.77 %</b>	<b>2,01,44,486</b>	<b>0</b>	<b>100%</b>	<b>0</b>



## LUX INDUSTRIES LTD

# **BARSHA DIKSHIT**

Practicing Company Secretary  
1006-1009, Krishna Building, 224 A.J.C. Bose Road  
Kolkata – 700 017, India

Phone: +91 – 9832510496/8661074065

email: [dikshitbarsha518@gmail.com](mailto:dikshitbarsha518@gmail.com)

PAN No - **AXSPD5400G**

ACS No - **A48152** | PCS No. **18060**

Before the National Company Law Tribunal

Kolkata Bench

Company Application No. 826 of 2020

In the matter of  
The Companies Act, 2013

AND

In the matter of:  
An Application under section 230 read with  
232 of the said Act

AND

In the matter of:

1. J.M. Hosiery & Co. Limited
2. Ebell Fashions Private Limited
3. Lux Industries Limited

.....Applicants

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## CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to Sections 230 and 232 read with Sections 108 and 110 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Companies (Management and Administration) Rules, 2014]*

Date: 28<sup>th</sup> November, 2020

To,  
Shri Patita Paban Bishwal  
The Chairman  
Meeting of Equity Shareholders of Lux Industries Limited

Dear Sir,

**Re: Consolidated Report of Scrutinizer on the result of voting by way of remote e-voting, and in connection with Resolution detailed in the Notice dated 22<sup>nd</sup> October, 2020, convening the meeting of the Equity Shareholders of Lux Industries Limited (hereinafter referred to as "Company") held virtually, on Friday, 27<sup>th</sup> day of November, 2020 at 11.30 A.M., pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide order dated 21<sup>st</sup> day of October, 2020, in Company Application No. 826 of 2020, through Video Conferencing ('VC') and other Audio Visual Means ('OAVM')**

I, Barsha Dikshit, Practicing Company Secretary (Membership No. ACS 48142/ C.P. No. 18060) appointed as the Scrutinizer for the meeting of equity shareholders Lux Industries Limited ("the Company") directed by the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT'/'Tribunal'), vide order dated 21<sup>st</sup> October, 2020 for ascertaining the result of the voting by the Equity Shareholders of the Company by remote e-voting and voting through electronic system during the meeting held on Friday, the 27<sup>th</sup> day of November, 2020 at 11.30 A.M. on the below mentioned resolution, do hereby submit my report as under:

Compliances with the provisions of the Companies Act, 2013, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and NCLT Order dated 21<sup>st</sup> day of October, 2020 relating to voting through remote e-voting by the Members of the Company on the Resolution contained in the Notice dated 22<sup>nd</sup> October, 2020, are the responsibility of the management of the Company. My responsibility as Scrutinizer is to ensure that voting process, in all modes, is conducted in a fair and transparent manner and to make a Scrutinizer's Report, being this

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Report, of the total votes cast “in favour” and “against” the said Resolution, based on postal ballots and reports generated from e-voting system provided by Kfin Technology Private Limited, the agency appointed by the Company to provide facilities for remote e-voting and voting through electronic system during the meeting.

I now submit my report as under:

1. Kfin Technology Private Limited has been appointed as an agency, to provide and facilitate remote e-voting by the members of the Company to cast their votes through a secured electronic mode on the Resolution contained in the Notice dated 22<sup>nd</sup> October, 2020 of the said NCLT convened meeting, as well as to provide e-voting facility during the meeting.
2. Pursuant to Sections 108, 110, 230 (4) and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification thereof), the Company has sent notice to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 20<sup>th</sup> November, 2020, the ‘cut off’ date fixed by the Board for determining the entitlement of shareholders to vote on the resolution, via email. The Notice was also placed on the Company’s website.
3. The requisite advertisements in terms of the said order of NCLT were published in “Business Standard” (in English language) and in “Ei Samay” (in Bengali language), in their respective issues dated 23<sup>rd</sup> October, 2020.
4. As aforesaid, the Company has also provided the facility of e-voting facility during the meeting to Members who have not cast their vote by remote e-voting facility.
5. For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again the venue of the meeting and in terms of Rule 20(xiii) of the Companies (Management & Administration) Rules, 2014, Kfin Technology Private Limited, before the start of the meeting, gave me access to the necessary details relating to such members excepting the manner in which they had cast their votes.
6. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the “cut-off date” remained open from Saturday, 21<sup>st</sup> November, 2020 (9:00 am IST) to Thursday, 26<sup>th</sup> November, 2020 (5:00 pm IST) and the e-voting platform was blocked thereafter.

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7. The Company had also provided remote e-voting facility to the shareholders present at the Meeting through VC / OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the cut-off date dated 16<sup>th</sup> October, 2020 were entitled to vote on the resolutions as contained in the Notice of the Meeting. The Kfin Technology Private Limited's e-voting platform was re-opened during the Meeting and kept open for 15 minutes after conclusion of the Meeting.
8. Full details of the remote e-voting and e-voting at the venue of the meeting provided by Kfin Technology Private Limited were unblocked after Meeting through VC / OAVM was completed on 27<sup>th</sup> November, 2020 at 11.40 A.M.
9. I have relied on information provided by Kfin Technology Pvt. Ltd., the Registrar & Share Transfer Agents of the Company, in relation to shareholders details including details regarding number of shares held and their respective voting details.
10. None of the votes have been treated as Invalid.
11. Shareholders holding 1817 shares, attended the meeting, however, abstained themselves from voting.
12. Based on the details containing list of Members who have cast their votes on remote e-voting platform and e-voting at the venue of the meeting, as downloaded from the e-voting website of Kfin Technology Private Limited, the votes cast by the members through VC or OAVM and my scrutiny of the documents and information relating to voting in all modes, the results of the voting on the following Resolution, is given below:

### **Resolution:**

*"RESOLVED THAT pursuant to the provisions of Section 230 read with section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities Exchange Board of India Circular No CFD/DIL3/CIR/2017/21 dated 10th March 2017, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated 5<sup>th</sup> March 2020 respectively and subject to provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of J.M. Hosiery & Co Limited ('Transferor*

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Company 1') and Ebell Fashions Private Limited ('Transferor Company 2') with Lux Industries Limited ('Transferee Company') and their respective Shareholders ('Scheme'), be and is hereby approved.

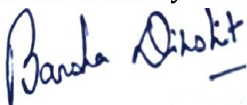
*RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."*

Mode of Voting	In Favour		Against		Invalid	
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Invalid Votes Cast
Remote e-voting	49	2,01,44,440	0	0	0	0
Voting via VC/OAVM	9	46	0	0	0	0
<b>Total</b>	58	2,01,44,486	0	0	0	0

*The Resolution was thus duly passed by requisite majority by the members.*

13. All relevant documents, records and papers relating to remote e-voting, and e-voting at the venue, including the register of voting by the members as per Rule 20(xv) of the Companies (Management & Administration) Rules, 2014, were handed over by me to the Chairperson of the meeting with my instant report in terms of the order dated 21<sup>st</sup> October, 2020 of the Hon'ble Tribunal.

Yours faithfully



**PCS Barsha Dikshit**  
**Scrutinizer**



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## REPORT AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To  
Shri Patita Paban Bishwal  
The Chairman  
Meeting of Equity Shareholders of Lux Industries Limited

Date: 28<sup>th</sup> November, 2020

Dear Sir,

In accordance with the Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the results of the voting on the following resolution put to the Equity Shareholders of Lux Industries Limited for their approval in terms of the notice dated 22<sup>nd</sup> October, 2020 of the meeting of such shareholders held on 27<sup>th</sup> day of November, 2020:

### Resolution:

‘RESOLVED THAT pursuant to the provisions of Section 230 read with section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities Exchange Board of India Circular No CFD/DIL3/CIR/2017/21 dated 10th March 2017, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated 5<sup>th</sup> March 2020 respectively and subject to provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon’ble National Company Law Tribunal, Kolkata Bench (‘NCLT’) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of J.M. Hosiery & Co Limited (‘Transferor Company 1’) and Ebell Fashions Private Limited (‘Transferor Company 2’) with Lux Industries Limited (‘Transferee Company’) and their respective Shareholders (‘Scheme’), be and is hereby approved.

*RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities*

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under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Resolution required:			Majority representing 3/4 <sup>th</sup> in value					
Whether promoter/ promoter group are interested in the agenda /resolution?			yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-Voting	17,552,834	17,552,834	100%	17,552,834	0	100%	0
	e-Voting during the meeting		0	0	0	0	0	0
	Total		17,552,834	100%	17,552,834	0	100%	0
Public-Institutions	Remote e-Voting	23,44,599	21,50,305	91.71 %	21,50,305	0	100%	0
	e-Voting during the meeting		0	0	0	0	0	0
	Total		21,50,305		21,50,305	0	100%	0
Public-Non Institutions	Remote e-Voting	53,55,567	441,301	8.24%	441,301	0	100%	0
	e-Voting during the meeting		46	0.00%	46	0	0.00%	0
	Total		441,347	8.24%	441,347	0	100%	0
Total		2,52,53,000	2,01,44,486	79.77 %	2,01,44,486	0	100%	0

Please note that the percentage till 2 decimal point has been considered for the purpose of this report.

Yours faithfully



PCS Barsha Dikshit  
Scrutinizer