



December 24, 2020.

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

Dear Sir,

Sub: Minutes of the Meeting of Equity Shareholders of Lux Industries Limited convened pursuant to the directions of the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench.

Kindly find enclosed herewith the copy of the Minutes of the proceedings of the meeting of Equity Shareholders held on 27th November, 2020 convened pursuant to the directions of Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench.

This is for your information and record.

Thanking You

Yours faithfully,
for LUX INDUSTRIES LIMITED

Smita Mishra

Smita Mishra
(Company Secretary & Compliance Officer)
M.No:A26489
Enclosed: as above

LUX INDUSTRIES LTD

MINUTES OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF LUX INDUSTRIES LIMITED (HEREINAFTER REFERRED TO AS TRANSFEREE COMPANY), CALLED UNDER SECTION 230 READ WITH SECTION 232 OF THE COMPANIES ACT, 2013 IN PURSUANCE OF ORDER DATED 21ST OCTOBER, 2020 IN COMPANY APPLICATION NO. 826 OF 2020, PASSED BY NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH, HELD ON 27TH NOVEMBER, 2020, FRIDAY, THROUGH VIDEO CONFERENCING VIA KFIN TECHNOLOGY PRIVATE LIMITED VC/ OAVM MODE, AT 11:30 A.M.

Present:

Mr. Patita Paban Bishwal, : Chairperson appointed by the Hon'ble
Advocate National Company Law Tribunal

Ms. Barsha Dikshit, C.S. : Scrutiniser

Ms. Smita Mishra, Company : Representative of the Transferee
Secretary Company

Mr. Ajay Kumar Patodia, CFO : Representative of the Transferee
Company

Mr. Jitendra Kumar Shah, VP : Representative of the Transferee
Finance Company

Members present at the Meeting

It was noted that out of 44(forty four) equity shareholders 9(nine) were represented by their authorized representative and 35(thirty five) in person attended the meeting through the video conference link. Since the meeting was held via Video conference mode requirement for attendance sheet was dispensed with. The list of shareholders present on the day of meeting via VC only are annexed to the minutes.



Chairperson

Mr. Patita Paban Bishwal, Chairperson appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") vide order dated 21st October, 2020, took the Chair in pursuance of the said order to preside over the Meeting.

Quorum

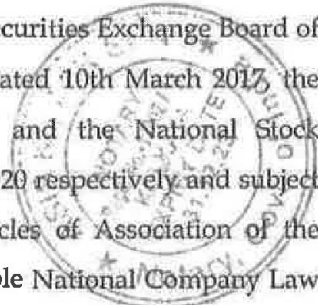
The Chairperson, having ascertained that the requisite quorum was present as per section 103 of the Companies Act, 2013 as directed by the Hon'ble National Company Law Tribunal, Kolkata Bench, called the meeting to order and proceeded to conduct the Meeting.

Summary of the Chairperson's Speech

The Chairperson referred to the order dated 21st October, 2020 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench and the Scheme, a copy of which was signed by him in identification, and explained in short the purpose of the Meeting. The Chairperson then asked the equity shareholders to ask queries, if any, on the Scheme of Amalgamation and to suggest modifications, if any. The Chairperson responded to the queries raised by the shareholders.

After detailed discussion, the following resolution was put to vote by Mrs. Smita Mishra, on behalf of the Transferee Company:-

"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 05th 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

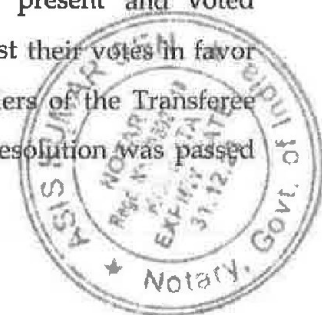


189

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 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."

As per the report of the scrutinizer, Ms. Barsha Dikshit, all the equity shareholders of the abovenamed Transferee Company present and voted through electronic means and those by remote e-voting cast their votes in favor of the aforesaid resolution. None of the equity shareholders of the Transferee Company voted against the resolution. Accordingly the resolution was passed with unanimous consent.



The Meeting then concluded with the vote of thanks to the Chair.

Date: 27.11.2020

Patita Paban Bishwal
(Mr. Patita Paban Bishwal)
(Chairperson)

