

October 04, 2018

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
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Dear Sir,

Sub: Minutes of the 23rd Annual General Meeting.

Kindly find enclosed herewith the copy of the Minutes of the 23rd Annual General Meeting of the Company held on Thursday, the 27th September, 2018.

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 TWENTY THIRD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS M/S LUX INDUSTRIES LIMITED HELD ON THURSDAY, THE 27TH DAY OF SEPTEMBER, 2018 AT INDIA POWER CONVERGENCE CENTRE (FORMERLY DPSC AUDITORIUM), PLOT NO. X-1, 2 & 3, BLOCK-EP, SECTOR-V, SALT LAKE CITY, KOLKATA – 700 091 AT 11:00 A.M.

PRESENCE AT THE MEETING

DIRECTORS	
Sri Ashok Kumar Todi	Chairman
Sri Pradip Kumar Todi	Managing director
Sri Nandanandan Mishra	Director (Non- Executive Independent) Chairman of Audit & Nomination Remuneration Committee & also represented as a Authorised Chairman of Stakeholder Relationship Committee.
Sri Kamal Kishore Agrawal	Director (Non- Executive Independent)
Sri Sandeep Agrawal	Statutory Auditor representing as Partner of S.K.Agrawal & Co
Mrs. Smita Mishra	Company Secretary & Compliance Officer
OTHERS PRESENT	
Mr. Ajay Kumar Patodia	Chief Financial Officer
Mr. Sunil Modi	Financial Advisor
Mr. Mohan Ram Goenka	Practising Company Secretary, Scrutinizer of the Company.

648 (Six Hundred Forty Eight) Members in person representing 85, 41,024 Equity Shares and 109 (One Hundred Nine members through Proxies representing 10,092,062 Equity Shares of the Company were present at the meeting

Mrs. Smita Mishra, Company Secretary & Compliance Officer welcomed the gathering and requested Mr. Ashok Kumar Todi, Chairman of the Company to take the Chair.

Mr. Ashok Kumar Todi welcomed the shareholders and expressed his sincere gratitude to all the shareholders for their continued support and trust.

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QUORUM

The Chairman informed that the requisite quorum was present and declared the Meeting to order. The requisite quorum was present till the close of the meeting.

REGISTER OF MEMBER & DIRECTORS' SHAREHOLDINGS

The Chairman informed the members that , the Register of Directors' shareholding and member's register is available at the meeting for inspection of any members till the conclusion of the meeting.

BUSINESS OF THE MEETING

The notice dated 10th August, 2018 convening the 23rd Annual General Meeting together with explanatory statement annexed thereto and Annual report for the financial year 2017-18 was taken as read with the consent of members present.

The Company Secretary informed that in terms of section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) rules 2014 and such other applicable provisions, the Company had extended the e-voting facility to the members of the Company from 22nd September, 2018 (9.00A.M) till 26th September 2018 (5.00.P.M) in respect of Ordinary and Special Resolutions to be transacted at the Meeting. She drew attention of the members to the fact that at the end of discussion on the resolutions on which voting is to be held, members and proxies, who were present at the meeting but did not cast their votes by availing the remote e-voting facility, could exercise their vote by use of Ballot Paper, which were distributed to the members and proxies present at the meeting. She further stated that after discussion on the agenda items as set out in the Notice of 23rd Annual General Meeting the scrutinizer would conduct the Ballot Paper voting process and consequently, normal practice of voting of show of hands was not applicable.

M/s MR & Associates, Practising Company Secretary, was appointed as scrutinizer for conducting remote e-voting and voting by ballot process in a fair and transparent manner. She further informed shareholders that those who had already caste their vote electronically, to refrain from casting vote again at the meeting. Ballot box used for the ballot process were locked/sealed under the supervision of the scrutinizer in the presence of shareholders.

The secretary thereafter proceeded with the Agenda as per Notice of 23rd Annual General Meeting which had seven business items i.e. three ordinary business relating to adoption of financial statements for March, 2018, declaration of dividend, reappointment of Mr. Ashok Kumar Todi as director, and four special business relating to Continuation of Sri Nandanandan Mishra as Independent Director for a period of five years, Re-appointment of Mr. Nandanandan Mishra as Independent Director for a period of five years, Re-

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appointment of Mr. Snehasish Ganguly as Independent Director for a period of five years and Re-appointment of Mr. Kamal Kishore Agrawal as Independent Director for a period of five years.

The secretary requested the members present to express their views and ask questions, if any on the resolutions placed before the meeting.

The members present then raised certain queries and sought clarification on matters relating to business transacted at meeting, which were duly replied by the Chairman to the satisfaction of members.

The following 7(seven) resolutions were then proposed and seconded:-

ORDINARY BUSINESS

Item No. 1 — Ordinary Resolution

Adoption of (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 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 31st March, 2018 and the Reports of the Auditors thereon.

Proposed by: Mr. B.K. Sarkar (DPID/Client ID/Folio LUX950043)

Seconded by: Mr. S.N. Pal (DPID/Client ID/Folio LUX950003)

Item No. 2 — Ordinary Resolution

Declaration of Dividend on Equity Shares, for the financial year ended 31st March, 2018.

Proposed by: Mr. S.N. Pal (DPID/Client ID/Folio LUX950003)

Seconded by: Mr. S. Bhattacharya (DPID/Client ID/Folio 1203840001240971)

Item No. 3 — Ordinary Resolution

Appointment of Mr. Ashok Kumar Todi (DIN 00053599), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Proposed by: Mr. R.S.Sharma (DPID/Client ID/Folio IN30169612155283)

Seconded by: Mr. S.N. Pal (DPID/Client ID/Folio LUX950003)

SPECIAL BUSINESS

Item No. 4 — Special Resolution

S. N. Pal

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Continuation of appointment of Mr. NANDANANDAN MISHRA (DIN 00031342) as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for Mr. Nandanandan Mishra (DIN: 00031342) to continue as an Independent Director of the Company for a period of 5 (Five) years with effect from 1st April, 2019.”

“RESOLVED FURTHER THAT any one of the director or Company Secretary of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Proposed by: Mr. S. Bhattacharya (DPID/Client ID/Folio 1203840001240971)

Seconded by: Mr. R.S. Sharma (DPID/Client ID/Folio IN30169612155283)

Item No. 5 — Special Resolution

Re-appointment of Mr. NANDANANDAN MISHRA (DIN 00031342) as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Section 149 read with Schedule IV and Section 152 of the Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, approval of the members be and is hereby accorded to reappoint Mr. Nandanandan Mishra (DIN 00031342) as an Independent Director of the Company for a period of five(5) years with effect from 1st April, 2019.”

“RESOLVED FURTHER THAT any one of the director or Company Secretary of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Proposed by: Mr. Tapas Roy (DPID/Client ID/Folio IN30169612419208)

Seconded by: Mr. S.N. Pal (DPID/Client ID/Folio LUX950003)

Item No. 6 — Special Resolution

Re-appointment of Mr. SNEHASISH GANGULY (DIN 01739432) as an Independent Director:

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To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Section 149 read with Schedule IV and Section 152 of the Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, approval of the members be and is hereby accorded to reappoint Mr. Snehasish Ganguly (DIN 01739432) as an Independent Director of the Company for a period of Five(5) years with effect from 1st April, 2019.”

“RESOLVED FURTHER THAT any director or Company Secretary of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Proposed by : Mr. Tapas Roy (DPID/Client ID/Folio IN30169612419208)

Seconded by: Mr. Nayeem Mullick (DPID/Client ID/Folio IN30162910087133)

Item No. 7 — Special Resolution

Re-appointment of Mr. KAMAL KISHORE AGRAWAL (DIN 01433255) as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Section 149 read with Schedule IV and Section 152 of the Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, approval of the members be and is hereby accorded to reappoint of Mr. Kamal Kishore Agrawal (DIN 01433255) as an Independent Director of the Company for a period of Five(5) years with effect from 1st April, 2019.”

“RESOLVED FURTHER THAT any director or Company Secretary of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Proposed by Mr. Tapas Roy (DPID/Client ID/Folio IN30169612419208))

Seconded by: Mr. R.S. Sharma (DPID/Client ID/Folio IN30169612155283)

The Company Secretary gave vote of thanks to the Chairman.
The meeting concluded at 12.15 p.m.



CHAIRMAN

Place : Kolkata

Date of entry in minute book: 4/10/2018

Date of signing: 4/10/2018

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ADDENDUM TO THE MINUTES OF THE 23RD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS M/S LUX INDUSTRIES LIMITED HELD ON THURSDAY, THE 27TH DAY OF SEPTEMBER, 2018 AT INDIA POWER CONVERGENCE CENTRE (FORMERLY DPSC AUDITORIUM, PLOT NO. X-1, 2 & 3, BLOCK- EP, SECTOR-V, SALT LAKE CITY, KOLKATA - 700 091 AT 11:00 A.M.

Mr. Mohan Ram Goenka of M/s MR & Associates had carried out the scrutinizing of all the electronic votes as well as votes received by ballot. Their report was submitted to the company. The combined result of voting as per scrutinizer report dated 28th September, 2018 is as under:-

Item No. 1 — Ordinary Resolution

Consideration and adoption of

(a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 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 31st March, 2018 and the Reports of the Auditors thereon.

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
		(1)	(2)					
Promoter and Promoter Group	E-Voting	18615000	18615000	100.0000	18615000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	18615000	18615000	100.0000	18615000	0	100.0000	0.0000
Public-Institutions	E-Voting	878778	435,297	49.5344	435,297	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	878778	435,297	49.5344	435,297	0	100.0000	0.0000
Public-Non Institutions	E-Voting	5759222	1439841	25.0006	1439841	0	100.0000	0.0000
	Poll		358	0.0062	347	11	96.9274	3.0726
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5759222	1440199	25.0068	1440188	11	99.9992	0.0008
Total		25253000	20490496	81.1408	20490485	11	99.9999	0.0001

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Item No. 2 — Ordinary Resolution

Declaration of Dividend on Equity Shares, for the financial year ended 31st March, 2018.

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
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	E-Voting	18615000	18615000	100.0000	18615000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
Promoter Group	Total	18615000	18615000	100.0000	18615000	0	100.0000	-
Public- Institutions	E-Voting	878778	435,297	49.5344	435,297	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		878778	435,297	49.5344	435,297	0	100.0000
Public- Non Institutions	E-Voting	5759222	1439841	25.0006	1439841	0	100.0000	0.0000
	Poll		358	0.0062	347	11	96.9274	3.0726
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		5759222	1440199	25.0068	1440188	11	99.9992
Total		25253000	20490496	81.1408	20490485	11	99.9999	0.0001

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Item No. 3 — Ordinary Resolution

Appointment of Mr. Ashok Kumar Todi (DIN 00053599), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Resolution required: (Ordinary/Special)		Ordinary						
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 $(3)=[(2)/(1)]*100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and	E-Voting	18615000	14885000	79.9624	14885000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
Promoter Group	Total	18615000	14885000	79.9624	14885000	0	100.0000	0.0000
Public-Institutions	E-Voting	878778	435,297	49.5344	435,297	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	878778	435,297	49.5344	435,297	0	100.0000	0.0000
Public-Non Institutions	E-Voting	5759222	1439841	25.0006	1439841	0	100.0000	0.0000
	Poll		358	0.0062	358	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5759222	1440199	25.0068	1440199	0	100.0000	0.0000
Total		25253000	16760496	66.3703	16760496	0	100.0000	0.0000

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Item No. 4 — Special Resolution

Continuation of appointment of Mr. NANDANANDAN MISHRA (DIN 00031342) as an Independent Director.

Resolution required: (Ordinary/Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	18615000	18615000	100.0000	18615000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	18615000	18615000	100.0000	18615000	0	100.0000	0.0000
Public- Institutions	E-Voting	878778	78,976	8.9870	72,213	6763	91.4366	8.5634
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	878778	78,976	8.9870	72,213	6763	91.4366	8.5634
Public- Non Institutions	E-Voting	5759222	1439841	25.0006	1439841	0	100.0000	0.0000
	Poll		347	0.0060	342	5	98.5591	1.4409
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5759222	1440188	25.0066	1440183	5	99.9997	0.0003
Total		25253000	20134164	79.7298	20127396	6768	99.9664	0.0336

Item no.5- Special Resolution

Re-appointment of Mr. NANDANANDAN MISHRA (DIN 00031342) as an Independent Director.

Resolution required: (Ordinary/Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution? No			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and	E-Voting	18,615,000	15,255,000	81.9500	15,255,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
Promoter Group	Total	18,615,000	15,255,000	81.9500	15,255,000	0	100.0000	0.0000
Public-Institutions	E-Voting	878,778	78,976	8.9870	70,237	8,739	88.9346	11.0654
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	878,778	78,976	8.9870	70,237	8,739	88.9346	11.0654
Public-Non Institutions	E-Voting	5,759,222	1,439,840	25.0006	1,439,840	0	100.0000	0.0000
	Poll		347	0.0060	347	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5,759,222	1,440,187	25.0066	1,440,187	0	100.0000	0.0000
Total		25,253,000	16,774,163	66.4244	16,765,424	8,739	99.9479	0.0521

Item no.6- Special Resolution

Re-appointment of Mr. SNEHASISH GANGULY (DIN 01739432) as an Independent Director.

Resolution required: (Ordinary/Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
		(1)	(2)		(4)	(5)		
Promoter and	E-Voting	18,615,000	18,615,000	100.0000	18,615,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	18,615,000	18,615,000	100.0000	18,615,000	0	100.0000	0.0000
Public-Institutions	E-Voting	878,778	78,976	8.9870	70,237	8,739	88.9346	11.0654
	Poll		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	878,778	78,976	8.9870	70,237	8,739	88.9346	11.0654
Public-Non Institutions	E-Voting	5,759,222	1,439,841	25.0006	1,439,841	0	100.0000	0.0000
	Poll		347	0.0060	347	0	100.0000	0.0000
Public-Non Institutions	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5,759,222	1,440,188	25.0066	1,440,188	0	100.0000	0.0000
Total		25,253,000	20,134,164	79.7298	20,125,425	8,739	99.9566	0.0434