



Date: 25th August, 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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Respected Sir/Madam,
Sub: Submission of AGM Notice

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, find enclosed herewith a copy of Notice of 23rd Annual General Meeting to be held on September 27, 2018.

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



LUX INDUSTRIES LTD.

CIN: L17309WB1995PLC073053

Regd.Office : 39 Kali Krishna Tagore Street, Kolkata - 700 007

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting (AGM) of the members of Lux Industries Limited will be held on Thursday, the 27th September 2018 at 11.00 a.m at India Power Convergence Centre (Formerly DPSC Auditorium) Plot No. X - 1,2 & 3, Block - EP, Sector - V, Saltlake City, Kolkata - 700091 to transact the following business:

Ordinary Business

1. To consider and adopt:
 - (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.
2. To declare Dividend on Equity Shares, for the financial year ended 31st March, 2018.
3. To appoint Mr. Ashok Kumar Todi (DIN 00053599), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Special Business

4. **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.”

5. **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.”

6. **Re-appointment of Mr. SNEHASISH GANGULY (DIN 01739432) 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. 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.”

7. 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.”

By order of the Board of Directors
For **Lux Industries Limited**

Registered Office:

39, Kali Krishna Tagore Street
Kolkata-700007.

Smita Mishra

Company Secretary
& Compliance Officer
M.No.- ACS 26489

Date: August 10, 2018
Place: Kolkata

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of the member or members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is attached herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
3. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the: (i) Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof and (ii) Secretarial Standard on General meetings (“SS -2”), issued by the Institute of Companies Secretaries India or any amendment thereto or modification thereof.
4. The Register of Members and the Share Transfer book of the Company will remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for 2018.
5. The dividend of Rs. 2.00/- per share (i.e. 100%) has been recommended by the Board of Directors for the year ended 31st March, 2018, Subject to the approval of the shareholders at the ensuing Annual General Meeting, it is proposed to be paid on or after 27th September 2018 and the record date for dividend entitlement is 20th September, 2018.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.
8. Electronic copy of the Notice of the 23rd Annual General Meeting, Annual Report of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with schedule VII to the said regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and/or for off market/private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company/Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s)/ Nominee(s).

Further Company wants to inform you that pursuant to the Securities and Exchange Board of India circular dated 20th April, 2018, the Company has already sent the first reminder to the respective shareholders through letter dated 28th May, 2018 mentioning the requirement of mandatory updation of PAN and bank detail against the shareholding of each shareholders along with the specified format for furnishing the PAN and bank details and list of other documents required for this process.

10. In pursuance to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, SEBI has mandated that, with effect from 5th December, 2018, shareholders holding share in physical mode shall not be able to transfer their shares unless such shares are converted into dematerialised form. Accordingly, the shareholders holding shares in physical form, in their own interest, are hereby requested to take necessary steps to dematerialise their shares as soon as possible. The amendment does not impact the shareholders requests for transmission or transposition of securities held in physical mode.

The shareholders may approach the nearest Depository Participant or browse through the website of National Securities Depository Limited (www.nsdl.co.in) (<https://nsdl.co.in/services/demat.php>) and Central Depository Services Limited (www.cdslindia.com) (<https://www.cdslindia.com/downloads/forms/Annexure-4.1-Dematerialisation%20Request%20Form.docx>) for further clarification in this regard.

Shareholders are requested to contact the Company's Registrar & Share Transfer Agents, Karvy Computershare Pvt. Ltd for any queries in regard to the aforesaid or contact Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company at the Corporate Office of the Company (Phone:033-4040-2121; Email: cs@luxinnerwear.com).

11. To support the "Green Initiative", the members who have not registered their e-mail addresses, are requested to register the same with the Registrar in case of shares are held in certificate form and with the Depositories in case of the shares held in demat form.

12. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2017-18 is also available on the Company's website www.luxinnerwear.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: investors@luxinnerwear.com.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office and the Registered Office of the Company during normal business hours (1.00PM to 5.00 PM) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors, Key Managerial Personnel along their shareholding maintained under Section 170 of the Companies Act, 2013 read with rules issued thereunder will be available for inspection by the members at the meeting.

14. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform that all the resolutions as stated in the notice can be transacted by electronic voting system and the Company has provided facility to the members to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means through e-voting services provided by Karvy Computershare Private Limited. The instruction for e-voting has been enclosed and sent along with the notice and the cut off date for sending e-voting password to shareholders is fixed at 17th August, 2018

15. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules,

2016 ("IEPF Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31st March, 2011 and onwards, which remains unpaid or unclaimed for a period of seven(7) years from the date of its transfer to the unpaid dividend account of the Copmpany would be transferred to Investor Education and Protection Fund (IEPF). Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claims to the Company's Registrar and Transfer Agents at their address given herein below immediately, quoting their folio number/DP ID and Client ID.

During the financial year under review, the Company has transferred unpaid/unclaimed dividend, amounting to ` 2,14,982/- for financial year 2009-10 to the Investor Education and Protection Fund (IEPF) of the Central Government of India.

Further pursuant to the provisions of Section 124(6) of the Companies Act, 2013, Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments thereof) read with Ministry of Corporate Affairs Circular No. 12/2017 dated 16 October 2017, all the shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investors Education and Protection Fund (IEPF).

The shareholders who have not claimed/encashed the dividend in the last 7 consecutive years from FY 2010-11 are requested to claim the same to avoid transfer of shares to IEPF.

In accordance with the aforesaid provisions, the Company has transferred 3,705 equity shares in respect of 45 folios corresponding to the dividend for the year ended on March 31, 2010 which remained unclaimed for seven consecutive years to Investors Education and Protection Fund (IEPF) after giving individual notices to concerned shareholders and advertisements in newspaper.

Shareholders may note that both the unclaimed dividend amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from

the IEPF Authority by making an online application in Form IEPF - 5 (available on www.iepf.gov.in) along with the fee prescribed to the IEPF authority with a copy to the Company.

Instructions for e-voting :

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

Members of the Company holding shares either in physical or in dematerialized form as on the aforesaid cut-off date i.e., 20th September, 2018 and not casting their vote electronically may cast their vote at the Meeting.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

Any person, who acquires shares of the Company and becomes a member of the company after dispatch of the Notice of the AGM and holding shares, as of the cut-off date, i.e., 20th September, 2018 may obtain the login ID and password by sending request at evoting.karvy.com/cs@luxinnerwear.com. However, if you are already registered with Karvy for remote e-voting then you can use your existing User ID and password for casting your vote.

The company has entered into an arrangement with Karvy Computershare Pvt. Ltd., the Share Transfer Agent of the company for facilitating e-voting, through their e-voting platform <https://evoting.karvy.com>.

For your login credentials i.e. User Id and password for casting the vote please refer attendance slip.

The Board of Directors has appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, as the Scrutinizer, for conducting the voting process in a fair and transparent manner.

Steps for e-voting

- a) Use the following URL for e-voting: <https://evoting.karvy.com>
- b) Enter the login credentials i.e., user id and password mentioned in your email. Your Folio No/DP ID/Client ID will be your user id. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your votes.
- c) After entering the details appropriately, click on "LOGIN".
- d) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the E-Voting Event Number for Lux Industries Limited.
- g) On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- i) Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote

subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- j) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer on the email id goenkamohan@hotmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."
- k) **The Portal will remain open for voting from: Saturday 22nd September, 2018 (9.00 a.m.) till Wednesday 26th September, 2018 (5.00 p.m.)**
- l) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the "Downloads" section of <https://evoting.karvy.com>. or contact Karvy on 1800 345 4001 (toll free).
- m) The Results shall be declared by the chairman of the Company (within 48 hrs from the conclusion of AGM). The result declared along with the Scrutinizer's Report will be available on the Company's website at www.luxinnerwear.com. and on the website of Karvy Computershare Pvt. Ltd. www.evoting.karvy.com. And will also be forwarded to the Stock Exchange(s) where the Company's shares are listed.

Please keep your most updated email id registered with the company / your DP, to receive timely communications.

By order of the Board of Directors
For **Lux Industries Limited**

Registered Office:

39, Kali Krishna Tagore Street
Kolkata-700007.

Smita Mishra

Company Secretary
& Compliance Officer

Date: August 10, 2018

Place: Kolkata

M.No.- ACS 26489

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

Item No. 4

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Nandanandan Mishra (DIN 00031342) has attained the age of seventy five years as on 20th October, 2017.

The Nomination and Remuneration Committee and Board of Directors of the Company at their meeting, recommended for the continuation of Mr. Nandanandan Mishra (DIN 00031342), as an Independent Director of the Company for a period of five years with effect from 1st April, 2019, in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, in order to take benefits of his huge experience especially in fields of industry, commerce, business and corporate management. He was a senior level administrator, a specialist in tax administration which provides him with professional knowledge and experience in the fields of taxation which indeed is helpful for our Company.

Mr. Nandanandan Mishra is interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

It is proposed to seek members' approval for the continuation of the appointment of Mr. Nandanandan Mishra as an Independent Director of the Company, in terms of the applicable provision of the Act.

Item No. 5

The Members at their Nineteenth Annual General Meeting held on Friday, the September 26, 2014 approved the appointment of Mr. Nandanandan Mishra (DIN 00031342) as an Independent Director of the Company for a term of five consecutive years up to 31st March, 2019.

The Board of Directors of the Company ("the Board") at their meeting, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the members, for the reappointment of Mr. Nandanandan Mishra (DIN 00031342) as an Independent Director of the Company for a term of

five years with effect from 1st April, 2019, in terms of Section 149 read with Schedule IV and Section 152 of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board of Directors and Nomination and Remuneration Committee is of the view that continuing the appointment of Mr. Nandanandan Mishra would provide advantage to the Company, with his keen knowledge and experience in the field of commerce. Declaration has been received from Mr. Nandanandan Mishra that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015, and whose office of place shall not, be liable to determination by retirement of Directors by rotation."

Further Mr. Nandanandan Mishra does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr. Nandanandan Mishra is interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

Item No. 6

The Members at their Nineteenth Annual General Meeting held on Friday, the September 26, 2014 approved the appointment of Mr. Snehasish Ganguly (DIN 01739432) as an Independent Director of the Company for a term of five consecutive years up to 31st March, 2019.

The Board of Directors of the Company ("the Board") at their meeting, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the members, for the reappointment of Mr. Snehasish Ganguly (DIN 01739432) as an Independent Director of the Company for a term of five years with effect from 1st April, 2019, in terms of Section 149 read with Schedule IV and Section 152 of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board of Directors and Nomination and Remuneration Committee is of the view that continuing the appointment of Mr. Snehasish Ganguly would provide advantage to the Company, with his knowledge and experience in all the fields of business. Declaration has been received from Mr. Snehasish Ganguly that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015, and whose office of place shall not, be liable to determination by retirement of Directors by rotation.”

Further Mr. Snehasish Ganguly does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr. Snehasish Ganguly is interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

Item No. 7

The Members at their Nineteenth Annual General Meeting held on Friday, the September 26, 2014 approved the appointment of Mr. Kamal Kishore Agrawal (DIN 01433255) as an Independent Director of the Company for a term of five consecutive years up to 31st March, 2019.

The Board of Directors of the Company (“the Board”) at their meeting, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the members, for the reappointment of Mr. Kamal Kishore Agrawal (DIN 01433255) as an Independent Director of the Company for a term of five years with effect from 1st April, 2019, in terms of Section 149 read with Schedule IV and Section 152 of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board of Directors and Nomination and Remuneration Committee is of the view that continuing the appointment of Mr. Kamal Kishore Agrawal, being a Chartered Accountant would provide advantage to the Company, with his knowledge and experience in all the fields of finance and accounts. Declaration has been received from Mr. Kamal Kishore Agrawal that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015, and whose office of place shall not, be liable to determination by retirement of Directors by rotation.”

Further Mr. Kamal Kishore Agrawal does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr. Kamal Kishore Agrawal are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends the Special Resolution set out at Item No. 4, 5, 6 and 7 of the Notice for approval by the members.

By order of the Board of Directors
For **Lux Industries Limited**

Registered Office:

39, Kali Krishna Tagore Street
Kolkata-700007.

Smita Mishra

Company Secretary
& Compliance Officer
M.No.- ACS 26489

Date: August 10, 2018

Place: Kolkata

Annexure to the Notice Dated August 10, 2018

Details of Directors retiring by rotation seeking appointment/re-appointment at the forthcoming Annual General Meeting, [Pursuant to Regulation 36(3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard].

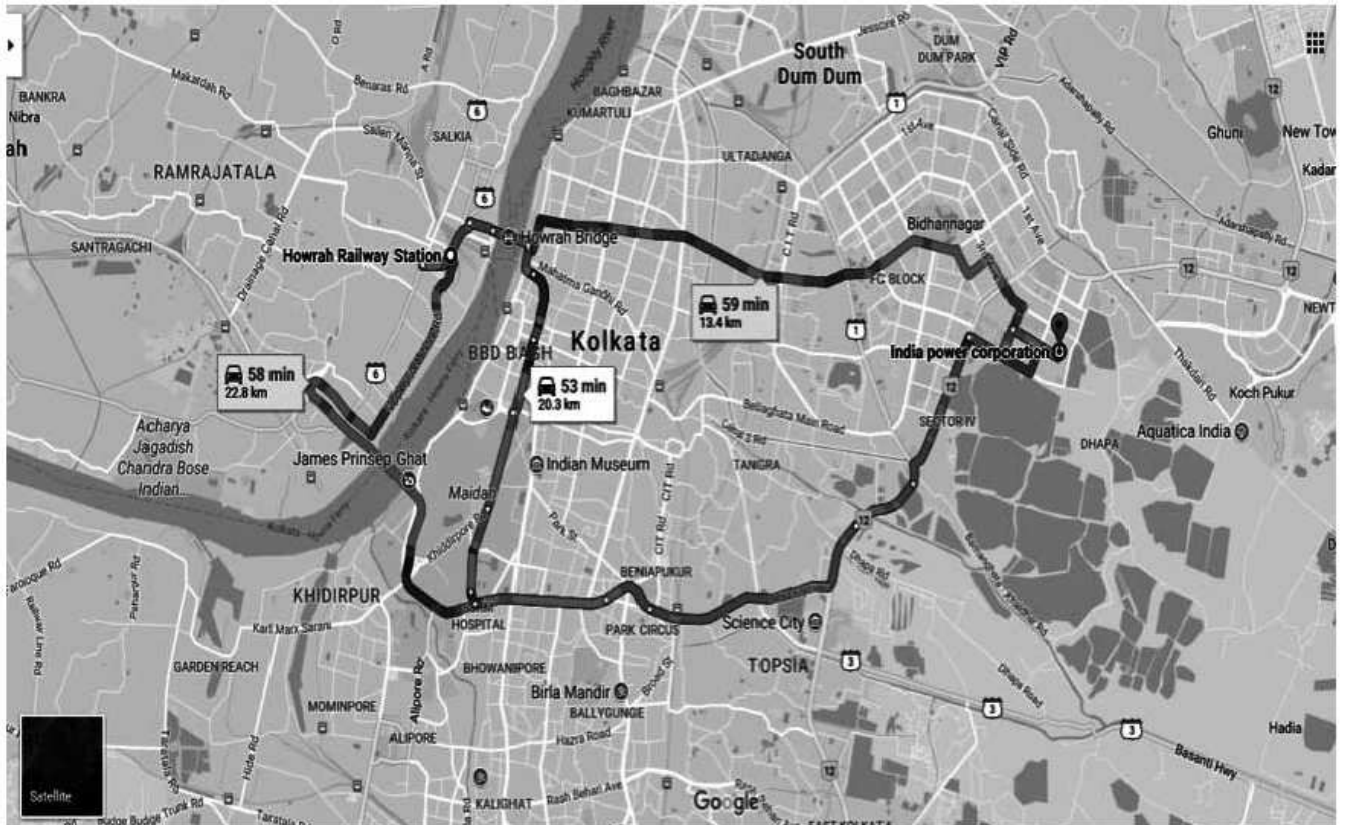
Name of the Director	Mr. Ashok Kumar Todi	Mr. Nandanandan Mishra
Date of Birth	17.09.1958	20.10.1942
Age(in years)	59	75
Date of appointment	21.07.1995	31.07.2007
Qualification	Bachelor in Commerce	IRS
No. of equity shares held in the Company	37,30,000	Nil
Expertise in functional area	Mr. Ashok Kumar Todi is presently looking after the marketing and exports of the Company. He has been associated with the Company since 1983 with his dynamic marketing ability and good export vision, helped the Company to achieve new height. His contribution in marketing helped the Company to achieve higher revenue.	Former Director General of Income Tax (Administration),Joined IRS in 1966 and has huge experience in senior level administration, a specialist in tax administration, professional knowledge and experience in the fields of industry , commerce, business and corporate management
Directorship in other Indian Public Limited Companies as on 31.03.2018	Biswanath Hosiery Mills Ltd and J.M. Hosiery & Co Limited	Viaan Industries Limited United Credit Ltd Ganges Securities Limited Mideast Integrated Steels Ltd Medirad Tech India Ltd Cinnatollah Tea Limited
Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2018 (C= Chairman) (M= Member)	NIL	Audit Committee: Viaan Industries Ltd (C) United Credit Ltd (M) Mideast Integrated Steels Ltd (M) Ganges Securities Ltd (M) Nomination & Remuneration Committee Viaan Industries Ltd (M) United Credit Ltd (M) Mideast Integrated Steels Ltd(M) Ganges Securities Ltd (M) Stakeholder Relationship Committee Viaan Industries Ltd (C) Mideast Integrated Steels (C) Ganges Securities Ltd (C)
Membership/Chairmanship of the Committee of the Board of directors of the Company	Member of Stake Holder Relationship Committee and Chairman of CSR Committee and Risk Management Committee .	Member of Stakeholder Relationship Committee and Chairman of Audit Committee and Nomination and Remuneration Committee
Relationship with other Directors	Elder brother of Mr. Pradip Kumar Todi and Brother in law of Mrs. Prabha Devi Todi	No
Number of Board meetings attended during the year	4	5

Annexure to the Notice Dated August 10, 2018

Details of Directors retiring by rotation seeking appointment/re-appointment at the forthcoming Annual General Meeting, [Pursuant to Regulation 36(3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard].

Name of the Director	Mr. Snehasish Ganguly	Mr. Kamal Kishore Agrawal
Date of Birth	11.06.1967	24.12.1950
Age(in years)	51	67
Date of appointment	10.10.2003	10.03.2008
Qualification	Bachelor in Commerce	Chartered Accountant.
No. of equity shares held in the Company	Nil	Nil
Expertise in functional area	Mr. Snehasish Ganguly was selected as Captain of West Bengal Cricket Team in 1993. He has also represented West Bengal in Ranji Trophy, Deodhar Trophy and Dalip Trophy for number of times. At present he is engaged in business and having vast knowledge and experience in all the fields of business.	Mr. Kamal Kishore Agrawal has over 30 years of rich experience in tea industry. He joined Jayshree Tea & Industries Limited. In 1977 and retired in 2004 as President of Upper Assam and Cochar Tea Estates.
Directorship in other Indian Public Limited Companies as on 31.03.2018	NIL	NIL
Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2018 (C= Chairman) (M= Member)	NIL	NIL
Membership/Chairmanship of the Committee of the Board of directors of the Company	Member of Audit Committee and Nomination and Remuneration Committee and Chairman of Stakeholder Relationship Committee	Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee
Relationship with other Directors	No	No
Number of Board meetings attended during the year	4	5

Route Map for the Venue of the Annual General Meeting



Venue: India Power Convergence Centre (Formerly DPSC Auditorium)
 Plot No. X - 1,2,& 3, Block - EP, Sector - V, Salt Lake City, Kolkata - 700091