



LUX INDUSTRIES LIMITED

CIN : L17309WB1995PLC073053

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

Notice is hereby given that the Twenty First Annual General Meeting (AGM) of the members of Lux Industries Limited will be held on Tuesday, the 27th September 2016 at 11.00 a.m. at India Power Convergence Centre (Formerly DPSC Auditorium) Plot No. X -1, 2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata - 700091 to transact the following business:

Ordinary Business

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of Board of Directors and the Auditors.
2. To declare a final dividend of Re 1 per share (face value of Rs. 10 each) and to confirm interim dividend of Rs 6 per share (face value of Rs. 10 each) on Equity Shares, already paid for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Sri Pradip Kumar Todi (DIN 00246268), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and for the purpose, to consider and if thought fit, pass, with or without modification(s) the following resolution as an Ordinary Resolution :

“RESOLVED THAT in accordance with the provisions of Sections 139 and 142 of the Companies Act 2013, or any amendment thereto or modification thereof, M/s. Sanjay Modi & Co, Chartered Accountants (Registration No. 322295E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business

5. **Maintain and Keep the Company’s Registers and copies of Annual Returns at a place other than Registered Office of the Company.**

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

“RESOLVED THAT pursuant to the provisions of section 94 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) thereof for the time being in force), approval of the Members be and is hereby accorded to the Company to maintain and keep the Company’s Registers required to be maintained under section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them together with copies of certificates and documents required to be annexed thereto at the office of its Registrar and Share Transfer Agent or at such other place as the board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.”

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

6. **Service of documents to shareholder by a particular mode.**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION :

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly

received by the Company at least one week in advance of the despatch of the document by the Company and that no such request shall be entertained by the Company after the despatch of such document by the Company to the shareholder.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to do all 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**

Kolkata
August 13, 2016

Pankaj Kumar Kedia
Vice President & Company Secretary

Notes :

1. The Register of Members and the Share Transfer book of the Company will remain closed from 20th September, 2016 to 27th September, 2016 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for 2016.
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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT 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.
4. The final dividend of Re 1/- per share has been recommended by the Board of Directors for the year ended 31st March, 2016. Subject to the approval of the shareholders at the ensuing Annual General Meeting, it is proposed to be paid on or after 27th September, 2016 and the record date for dividend entitlement is 20th September, 2016.
5. 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.
6. 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.
7. Electronic copy of the Notice of the 21st 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 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 21st 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.
8. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for 2015-16 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

9. 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 (1.00 PM to 5.00 PM) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
10. 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 21st 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 19th August, 2016.
11. Unclaimed dividend for the financial year ended 31st March, 2009 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on 9th November, 2016, pursuant to the provisions of Section 124 of the Companies Act, 2013. In respect of the said unclaimed dividend, it will not be possible to entertain claims received by company after 6th November, 2016. Details of unclaimed dividend in respect of the financial year ended 31st March, 2009 and up to and including the financial year ended 31st March, 2015 are available on the Company's corporate website www.luxinnerwear.com under the section 'Investor Relations'. Members should write to the company if they have not encashed their dividend warrants in respect of the aforesaid financial year(s).

Explanatory Statement

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

Item No. 5

As per Section 88 of the Companies Act, 2013 ('Act') the following registers are required to be kept and maintained by the company:

- (i) Register of Members;
- (ii) Register of debenture holders; and
- (iii) Register of any other security holders.

As per provisions of Section 94(1) and other applicable provisions of the Act, the aforementioned registers maintained by the Company under Section 88 of the Act and copies of the annual returns filed under Section 92 of the Act, are required to be kept and maintained at the Registered Office of the Company. However, such registers or copies of returns may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members resides, if approved by a special resolution passed at a general meeting of the Company and the Registrar has been given a copy of the proposed special resolution in advance.

Hence, the approval of the members is sought in terms of Section 94(1) of the Act, for keeping all or any of the aforementioned registers and returns at the office of Registrar and Share Transfer Agent or at such other place as the Board may from time to time decide instead of and/ or in addition to the said registers or copies of returns being kept and maintained at the Registered Office of the Company.

M/S Karvy Computershare Pvt. Ltd., 49, Jatin Das Road, Kolkata – 700 029 are the Registrar and Share Transfer Agent of the Company. The Company keeps the details of Registrar and Share Transfer Agent updated on its website.

The Company affirms that more than one-tenth of its members resides in and around Kolkata i.e. the place at which the registers and returns are proposed to be kept and maintained. A copy of the proposed special resolution set out above will be delivered to the concerned Registrar of Companies in advance as per the applicable provisions.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

Your Board recommends the above special resolution at Item No. 5 of the accompanying Notice for your approval.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or address or by such electronic or other mode as may be prescribed. Further a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined in its Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

Your Board recommends the above ordinary resolution at Item No. 6 of the accompanying Notice for your approval.

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

Kolkata
August 13, 2016

Pankaj Kumar Kedia
Vice President & Company Secretary

***Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting,
[Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2].***

Name of the Director	Sri Pradip Kumar Todi
Date of Birth	16.07.1962
Age(in years)	54
Date of appointment	21.07.1995
Qualification	Bachelor in Commerce
No. of equity shares held in the Company	8,96,500
Expertise in functional area	Mr. Pradip Kumar Todi is presently looking after the product development and production functions of the Company. He has been associated with the Company since 1983 with his immense acquaintance in technical know-how in hosiery industry and with his forte in developing new patterns, yarn combinations, knitting technologies, helped the Company to introduce new products from time to time. His contribution in introducing new styles and in decreasing production costs helped the Company to enhance its profit margin.
Directorship in other Indian Public Limited Companies as on 31.03.2016	Biswanath Hosiery Mills Ltd and J.M. Hosiery & Co Limited
Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2016 (C= Chairman) (M= Member)	NIL
Membership/Chairmanship of the Committee of the Board of directors of the Company	Member of CSR Committee and Risk Management Committee
Relationship with other Directors	Younger brother of Sri Ashok Kumar Todi and Brother in law of Mrs. Prabha Devi Todi
Number of Board meetings attended during the year	4

21st Annual Report 2015-16

Dear Shareholder,

Sub : Annual Report 2015-16 and Notice for 21st Annual General Meeting of Lux Industries Limited to be held on Tuesday, 27th September, 2016 at 11.00 AM at Kolkata

This is to inform you that the 21st Annual General Meeting (AGM) of the shareholders of the Company will be held on Tuesday, 27th September, 2016 at 11.00 am at Kolkata at "India Power Convergence Centre (Formerly DPSC Auditorium) DPSC Auditorium, Plot No 1,2 &3, Block EP, Sector V, Salt Lake City Kolkata-700091."

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules 2014, the Notice of the aforesaid Meeting along with the Annual Report for the year 2015-16 is being served through electronic mode to your email address registered with your Depository Participant(s) / Share Transfer Agent of the Company, Karvy Computershare Pvt. Ltd., Hyderabad as the case may be.

In this regard, please find below the electronic link to access the Notice convening the 21st Annual General Meeting and Annual Report for the financial year 2015-16:-

CLICK HERE <http://www.luxinnerwear.com/investorrelations.aspx>

The Notice of 21st Annual General Meeting, Proxy Form, and the Annual Report 2015-16 are also available for download on the website of the company i.e. www.luxinnerwear.com. In the event you wish to receive a hard copy of Notice / Annual Report aforesaid, please do write to us at investors@luxinnerwear.com and we shall be pleased to post you the said documents.

Voting through electronic means:

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, 2016 and not casting their vote electronically may cast their vote at the Annual General 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., September 20th, 2016 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 have appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, as the Scrutinizer, for conducting the voting process in a fair and transparent manner.

Instructions for e-voting

1. Use the following URL for e-voting: <https://evoting.karvy.com>
2. 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.
3. After entering the details appropriately, click on "LOGIN".
4. 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.

5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the E-Voting Event Number for Lux Industries Limited.
7. 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.
8. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
9. 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.
10. 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."
11. The Portal will remain open for voting from: Friday, 23rd September, 2016 (9.00 a.m.) till Monday, 26th September, 2016 (5.00 p.m.)
12. 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).
13. 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.

With regards,

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

Kolkata
August 13, 2016

Pankaj Kumar Kedia
Vice President & Company Secretary



LUX INDUSTRIES LIMITED

CIN: L17309WB1995PLC073053

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

ATTENDANCE SLIP

I/We hereby record my/our presence at the 21st Annual General Meeting held on Tuesday, September 27, 2016 at 11.00 A.M. at India Power Convergence Centre (Formerly DPSC Auditorium) Plot no 1,2 &3, Block EP, Sector V , Salt lake City , Kolkata – 700 091	Folio/DP ID & Client ID No. :
	Share Holding :
	Serial No.:
	Name :
	Name(s) of joint Holder(s), if any :
	Address :

.....
Name of Proxy (in BLOCK LETTERS)

.....
Signature of Shareholder/Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.



LUX INDUSTRIES LIMITED

CIN: L17309WB1995PLC073053

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

PROXY FORM-MGT.11

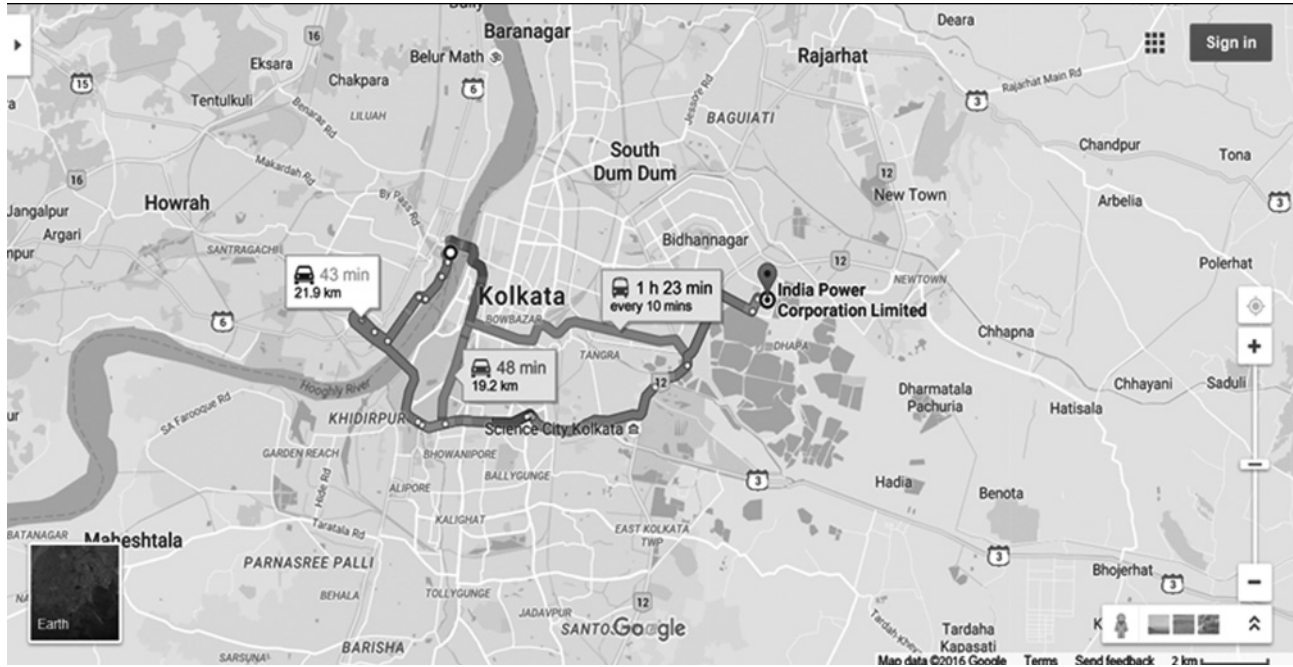
21ST ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 27, 2016 AT 11.00 A.M.

I/We, being the member(s), holding.....shares of Lux Industries Limited hereby appoint :

- (1) Name Address.....
E-mail Id..... Signature.....or failing him/her
- (2) Name Address.....
E-mail Id..... Signature.....or failing him/her
- (3) Name Address.....
E-mail Id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Tuesday, September 27, 2016 at 11.00 a.m. at India Power Convergence Centre (Formerly DPSC Auditorium), Plot no 1,2 &3, Block EP, Sector V, Salt lake City, Kolkata – 700 091 and at any adjournment thereof.

Resolution No.	Resolutions	Optional *		
		For	Against	Abstain
Ordinary Business		<i>Please mention the no. of shares</i>		
1.	To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of Board of Directors and the Auditors.			
2.	To declare dividend on Equity Shares for the financial year ended 31st March, 2016.			



Resolution No.	Resolutions	Optional *		
		For	Against	Abstain
3.	Appointment of Director in place of Sri Pradip Kumar Todi (DIN 00246268), who retires by rotation and being eligible offers himself for re-appointment.			
4.	Appointment of M/s. Sanjay Modi & Co., Chartered Accountant, as the Statutory Auditors of the Company and authorise Board of Directors to fix their remuneration			
Special Business				
5.	Maintain and Keep the Company's Registers and copies of Annual Returns at a place other than Registered Office of the Company.			
6.	Service of documents to shareholder by a particular mode.			

Signed thisday of, 2016

Member's Folio /DP ID & Client ID No.....Signature of Shareholder (s).....

Signature of Proxy holder(s).....

Affix
Re. 1
Revenue
Stamp

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 21st Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



LUX INDUSTRIES LIMITED

Regd. Off.: 39, Kali Krishna Tagore Street, Kolkata – 700001
Tel. No.: 033-4040 2121
E-mail: info@luxinnerwear.com, website: www.luxinnerwear.com
CIN: L17309WB1995PLC073053

(ANNEXURE TO THE NOTICE FOR THE 21ST ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON TUESDAY, 27th September 2016)

Name & Registered Address
of Sole/First named Member :
Joint Holders Name (If any) :
Folio No. / DP ID & Client ID :
No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday the 27th day of September 2016 at 11.00 A.M at India Power Convergence Centre (Formerly DPSC Auditorium) Plot no 1,2 &3, Block EP, Sector V , Salt lake City , Kolkata – 700 091 and at any adjournment thereof.

The Company has engaged the services of Karvy Computershare Private Limited to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.karvy.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
2631		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Friday, 23 rd September, 2016 at 10:00 A.M. (IST)	Monday, 26 th September, 2016 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notes of the AGM notice before exercising your vote.

By Order of the Board
For **Lux Industries Limited**

Pankaj Kumar Kedia
Vice President & Company Secretary

Kolkata
August 13, 2016

Encl: AGM Notice/Attendance Slip/Proxy Form