



## LUX INDUSTRIES LIMITED

(CIN: L17309WB1995PLC073053)

**Registered Office:** 39 Kali Krishna Tagore Street, Kolkata - 700 007

**Email:** investors@luxinnerwear.com

**Website:** www.luxinnerwear.com • **Phone:** 033-40402121 • **Fax:** 033-40012001

### NOTICE

Notice is hereby given that the 3rd Extra-Ordinary General Meeting of the members of Lux Industries Limited will be held on Wednesday, the 25th day of May, 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 - 700 091 to transact the following business :

#### Special Business

#### Item No. 1 : Sub-Division of Equity Shares from the face value of Rs.10/- per share to Rs. 2/- per share

**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 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), each of the existing Equity Shares of the Company having a face value of Rs.10/- each fully paid up, be sub-divided into 2,52,53,000 (Two Crores Fifty Two lacs Fifty Three thousand) equity shares of Rs. 2/- (Rupees Two) each fully paid up and consequently, the Authorized Share Capital of the Company of Rs. 65,00,00,000/- (Rupees Sixty Five Crores) would comprise of 4,50,00,000 (Four Crores Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each and 56,00,000/- (Fifty Six lacs) Preference Shares of Rs. 100/- (Rupees Hundred) each with effect from the “Record Date” to be determined for this purpose by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up **Equity Share Capital** of face value of Rs.10/- (Rupees Ten) each, shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs.2/- (Rupees Two) each.

**RESOLVED FURTHER THAT** on sub-division, the 2,52,53,000 (Two Crores Fifty Two Lacs and Fifty Three Thousand) Equity Shares of the Face value of Rs. 2/- (Rupees Two) each be issued in lieu of one Equity Share of Rs. 10/- (Rupees Ten) each, in accordance with the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten) each of the Company.

**RESOLVED FURTHER THAT** on sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and will be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialized form, the sub-divided Equity Shares be credited to their respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and such other applicable provisions / enactments as amended from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto.

**RESOLVED FURTHER THAT** Sri Pankaj Kumar Kedia, Company Secretary of the company be and is hereby authorized to do such acts, or to sign such documents, letters and or papers in order to carry out the sub-division process and to intimate all authorities concerned.”

**Item No. 2: Alteration of the Capital Clause of the Memorandum of Association**

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

**“RESOLVED THAT** pursuant to provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company by the following new Clause V:

**Clause V.**

The Authorised Share Capital of the company is Rs 65,00,00,000/- (Rupees Sixty Five Crores) consisting Rs. 9,00,00,000/- (Rupees Nine Crore) divided into 4,50,00,000 (Four Crores Fifty Lacs) Equity Shares of Rs.2/- each and Rs.56,00,00,000/- (Rupees Fifty Six Crore) divided into 56,00,000 (Fifty Six Lacs) Preference Shares of Rs.100/- each with such rights, privileges & conditions attaching thereto as are provided by the regulations of the Articles of Association of the Company for the time being, with power to increase and decrease the capital of the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Companies Act 2013, or other applicable laws or provided by the Articles of the company for the time being.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above said resolution, Sri Ashok Kumar Todi, Chairman or Sri Pradip Kumar Todi, Managing Director or Sri Pankaj Kumar Kedia Company Secretary of the Company be and are hereby severally authorized to take necessary steps and actions as may be necessary and give such directions as may be necessary and execute all documents, deeds and writings, including but not limited to preparing, executing and filing necessary forms, applications, documents with Registrar of Companies, Stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose.”

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

Kolkata  
Date : 12th April, 2016

**Pankaj Kumar Kedia**  
Vice President & Company Secretary

**NOTES :**

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 1 & 2 of the Notice, is annexed hereto.

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL 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 sent along with this notice. Corporate members intending to send their authorised representative to attend the meeting are required to send to the company a certified copy of appropriate resolution / authority, as applicable authorizing their representative to attend and vote on their behalf at the meeting.

2. 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 holdings should be obtained from the concerned Depository Participant and holdings should be verified.
3. Electronic copy of the Notice of the 3rd Extra-Ordinary 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 3rd Extra-Ordinary 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.
4. Members may also note that the Notice of the 3rd Extra-Ordinary General Meeting will also be 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**.

5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (1.00 PM to 5.00 PM) on all working days, up to and including the date of the Extra-Ordinary General Meeting of the Company.
6. Members / Proxies should bring the duly filled, Attendance slip enclosed herewith to attend the meeting.
7. 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 members facility to exercise their right to vote at the 3rd Extra-Ordinary General Meeting (EGM) 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 this notice and the cut-off date for sending e voting password to shareholders is fixed at 18th April, 2016.

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

**Item No. 1**

The equity shares of your Company are listed on National Stock Exchange Limited (NSE), Bombay Stock Exchange Limited (BSE), Calcutta Stock Exchange Limited and Ahmedabad Stock Exchange Limited and actively traded on NSE and BSE.

With a view to enhance investor base as well as increase the participation of small investors thereby enhancing liquidity in equity shares of the Company making them affordable with higher floating stock in absolute numbers thereby expanding the retail shareholders base, the Board of Directors in their meeting held on April 12, 2016 has considered it desirable to recommend sub-division of its Equity Shares of Rs.10/- each into 5 equity shares of Rs. 2/- each on the 'record date' to be determined by the Board.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution set forth for the approval of the members as an Ordinary Resolution.

**Item No. 2**

Presently, the authorized share capital of your Company is Rs. 65,00,00,000 (Rupees Sixty Five crore) divided into 90,00,000 (Ninety Lacs) equity shares of Rs. 10 (Rupees Ten) each and 56,00,000 (Fifty Six lacs) Non-Convertible Redeemable Preference Shares of Rs.100 (Rupees Hundred) each.

The Board has recommended sub-division of equity shares of the face value of Rs.10/- each into the face value of Rs. 2/- each, subject to approval of members of the Company, Accordingly, (pursuant to the said sub-division), the authorized share capital of your Company will be Rs. 65,00,00,000 (Rupees Sixty Five crore) divided into 4,50,00,000 (Four Crore Fifty lacs) equity shares of Rs. 2 (Rupees Two) each and 56,00,000 (Fifty Six lacs) Preference Shares of Rs.100 (Rupees Hundred) each.

The proposed sub-division, if approved will require alteration of Clause V of the Memorandum of Association of the company. Accordingly Clause V of the Memorandum of Association is proposed to be altered.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution set forth for the approval of the members as a Special Resolution.

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

Kolkata  
Date : 12th April, 2016

**Pankaj Kumar Kedia**  
Vice President & Company Secretary

**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., May 19, 2016 and not casting their vote electronically may cast their vote at the Extra-Ordinary 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 become member of the company after dispatch of the Notice of the Extra-Ordinary General Meeting and holding shares, as of the cut-off date, i.e., 19th May, 2016 may obtain the login ID and password by sending request at [evoting.karvy.com/cs@luxinnerwear.com](mailto: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 Agents of the company (Karvy) 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 to 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 character 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](mailto: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: Saturday, 21st May, 2016 (9.00 a.m.) till 24th May, 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 EGM). The result declared alongwith the Scrutinizer's Report shall be placed on the company website viz., [www.luxinnerwear.com](http://www.luxinnerwear.com) within three days of the meeting.

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  
Date : 12th April, 2016

**Pankaj Kumar Kedia**  
Vice President & Company Secretary

**LUX INDUSTRIES LIMITED**

CIN: L17309WB1995PLC073053

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

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	User ID	PAN (Original or as per point no. of e-voting instructions)

Please refer to the EGM Notice for e-voting instruction.

<p><b>ATTENDANCE SLIP</b></p> <p>I/We hereby record my/our presence at the <b>3rd Extra Ordinary General Meeting of the shareholders held on Wednesday, May 25, 2016 at 11.00 a.m.</b> at India Power Convergence Centre (Formerly DPSC Auditorium) Plot No 1, 2 &amp; 3, Block EP, Sector V, Salt lake City, Kolkata – 700 091.</p>	<b>Folio/DP ID &amp; Client ID No. :</b>
	<b>Share Holding :</b>
	<b>Serial No.:</b>
	<b>Name :</b>
	<b>Name(s) of joint Holder(s), if any :</b>
	<b>Address :</b>

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.

<p><b>LUX INDUSTRIES LIMITED</b> CIN: L17309WB1995PLC073053 Regd. Office : 39 Kali Krishna Tagore Street, Kolkata – 700 007</p>	<p><b>PROXY FORM-MGT.11</b></p>
<p>3<sup>RD</sup> EXTRA ORDINARY GENERAL MEETING ON WEDNESDAY, MAY 25, 2016 AT 11.00 A.M.</p>	

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 3<sup>rd</sup> Extra Ordinary General Meeting of the Company, to be held on Wednesday, May 25, 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
<b>Ordinary Resolution</b>		<i>Please mention the no. of shares</i>		
1.	To consider sub-division of equity shares from the face value of Rs.10/- per share to Rs.2/- per share.			
<b>Special Resolution</b>				
2.	To consider alteration of the Capital Clause of the Memorandum of Association.			

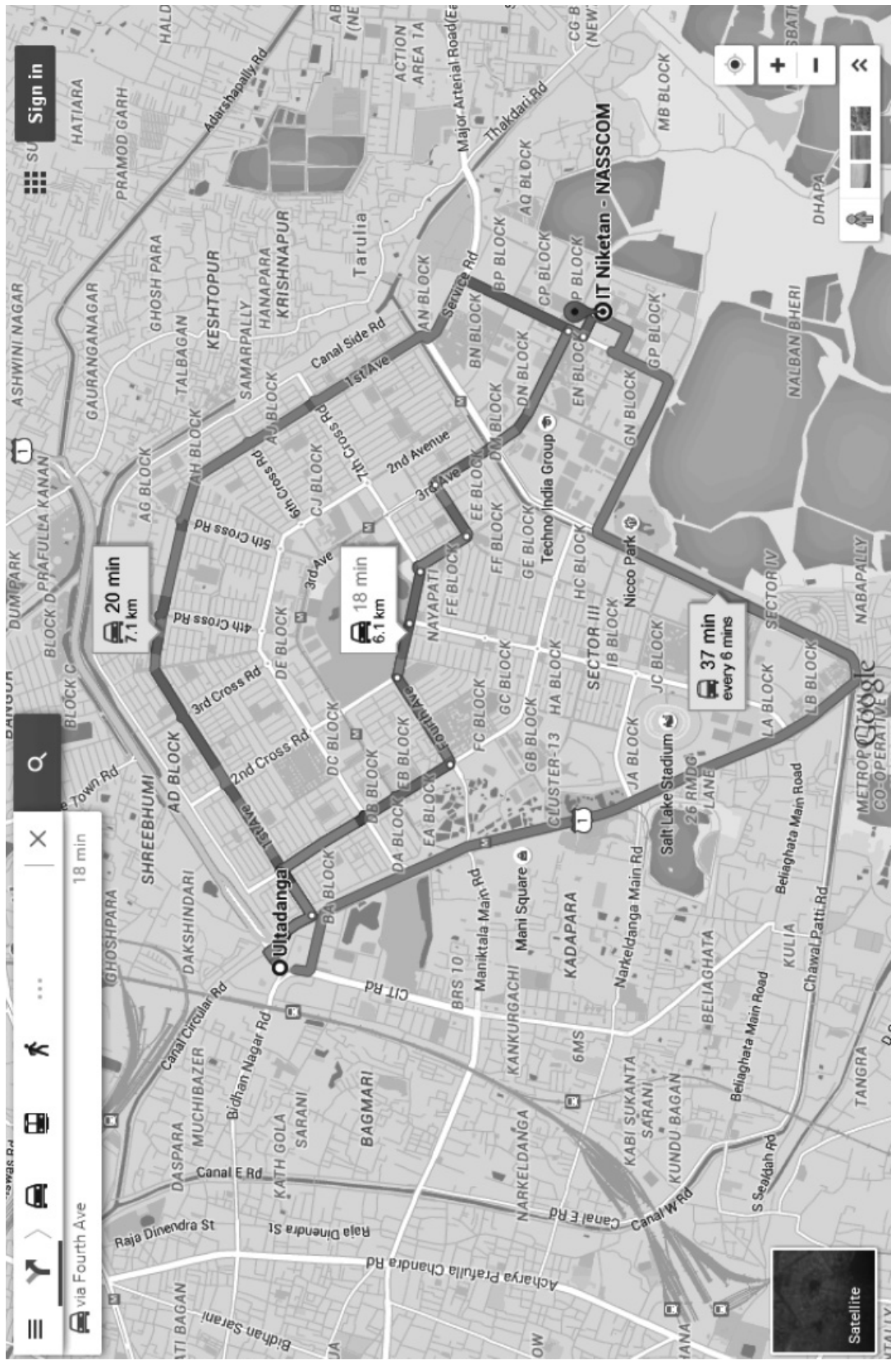
Signed this .....day of .....2016

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

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

Affix  
Revenue  
Stamp

- Note:**
- 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.
  - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 3<sup>rd</sup> Extra Ordinary General Meeting.
  - 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.
  - Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
  - 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.



Sign in

Uitadanga

IT Nicketan - NASSCOM

20 min  
7.1 km

18 min  
6.1 km

37 min  
every 6 mins

18 min

via Fourth Ave

Satellite