



## LUX INDUSTRIES LTD

CIN: L17309WB1995PLC073053

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

# NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting (AGM) of the members of Lux Industries Limited will be held on Thursday, the 21st September 2017 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 Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity and Preference Shares, for the financial year ended 31st March, 2017.
3. To appoint Smt. Prabha Devi Todi (DIN 00246219), who retires by rotation and being eligible, offers herself for re-appointment as a Director.
4. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s S.K. Agrawal & Co., Chartered Accountants (Registration No. 306033E) be and hereby appointed as Statutory Auditor of the Company to hold office for a term of five consecutive years from the conclusion of the ensuing AGM (FY 2017-18) till the conclusion of the Twenty-Seventh AGM (FY 2021-22) of the Company, subject to ratification by members every year, at such remuneration as shall be fixed by the Board of Directors of the Company.”

### Special Business

5. Re-appointment of Shri. Ashok Kumar Todi (DIN 00053599) as a Whole Time 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 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Ashok Kumar Todi (DIN: 00053599) as Whole Time Director of the Company, for a period of 5 years from the expiry of his present term of office, that is with effect from September 30 2017, on the terms and conditions including remuneration as set out in the statement annexed to the notice convening the Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Ashok Kumar Todi, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

**“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

**Smita Mishra**  
Company Secretary  
& Compliance Officer  
M.No.- ACS 26489

### Registered Office:

39, Kali Krishna Tagore Street  
Kolkata-700007.

Date: May 25, 2017

## 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 and (ii) Secretarial Standard on General meetings (" SS -2"), issued by the Institute of Companies Secretaries of India.
4. The Companies Act, 2013 ("the Act") was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of Statutory auditors. Pursuant to section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s. Sanjay Modi & Co, Chartered Accountants (Registration No. 322295E) have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing AGM.

Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of M/s S.K. Agrawal & Co., Chartered Accountants (Registration No. 306033E) as Auditors of the Company for a term of 5(five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Twenty Seventh Annual General

Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2018.

M/s S.K. Agrawal & Co., Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

5. The Register of Members and the Share Transfer book of the Company will remain closed from 15th September, 2017 to 21st September, 2017 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for 2017.
6. The dividend of Re 1.40/- per share has been recommended by the Board of Directors for the year ended 31st March, 2017, Subject to the approval of the shareholders at the ensuing Annual General Meeting, it is proposed to be paid on or after 21st September, 2017 and the record date for dividend entitlement is 14th September, 2017.
7. 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.
8. 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.
9. Electronic copy of the Notice of the 22nd 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 for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 22nd 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.

10. 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).
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 22nd Annual General Meeting and the Annual Report for 2016-17 is also available on the Company's website [www.luxinnerwear.com](http://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](mailto: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 (1PM 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 22nd 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 11th August, 2017.
15. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 27, 2016 (date of the previous Annual General Meeting) on the website of the Company i.e [www.luxinnerwear.com](http://www.luxinnerwear.com) under the section 'Investor Relations'. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in). Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7(seven) consecutive years or more.

In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.

Members are advised to visit the web-link: <http://www.luxinnerwear.com> under the section 'Investor Relations'. To ascertain details of shares liable for transfer in the name of IEPF Authority.

## Explanatory Statement

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

### Item No. 5

The Board of Directors of the Company ("the Board") at its meeting held on May 25, 2017 has, subject to approval of members, reappointed Shri Ashok Kumar Todi (DIN: 00053599) as a Wholetime Director, designated as Executive Director, for a further period of 5 (five) years from the expiry of his present term, that is, September 30, 2017, all terms and conditions remain same as recommended by the, Nomination and Remuneration Committee (the 'NR Committee') of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Shri Ashok Kumar Todi as a Wholetime Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Ashok Kumar Todi are as under:

#### (a) Salary, Perquisites and Allowances per annum:

Name	₹ (in lakhs)
Shri Ashok Kumar Todi	240.00

The perquisites and allowances, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing Security services and repairs and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund if any, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

Any increment in salary and perquisites and remuneration by way of incentive / bonus / performance linked incentive payable to Shri Ashok Kumar Todi, as may be determined by the Board and / or the NR Committee of the Board, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration provided that such payment shall be within the

overall ceiling of remuneration referred to in the resolution at Item No. 5 of the Notice.

#### (b) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

#### (c) General:

- (i) The Whole Time Director will perform his respective duty as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Managing shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iv) The office of the Whole Time Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (v) The office of the Whole Time Director is liable to retire by rotation.

Shri Ashok Kumar Todi satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. And is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Ashok Kumar Todi under Section 190 of the Act.

Details of Shri Ashok Kumar Todi are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of

Company Secretaries of India. Shri Ashok Kumar Todi is interested in the resolution under Item no. 5 of the notice which pertain to his re- appointment.

Shri Pradip Kumar Todi and Shri Ashok Kumar Todi and Smt. Prabha Devi Todi along with their relatives may be deemed to be interested in the resolution under Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

By order of the Board of Directors  
For Lux Industries Limited

**Smita Mishra**

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

**Registered Office:**

39, Kali Krishna Tagore Street  
Kolkata-700007.

Date: May 25 , 2017

### Annexure to the Notice Dated May 25, 2017

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	Shri Ashok Kumar Todi	Smt. Prabha Devi Todi
Date of Birth	17.09.1958	16.07.1962
Age(in years)	59	55
Date of appointment	21.07.1995	11.02.2015
Qualification	Bachelor in Commerce	Class XII
No. of equity shares held in the Company	37,30,000	37,23,000
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.	Smt. Prabha Devi Todi (00246219) is an executive, Non-independent director on the board of Lux Industries Limited.  She joined on 11th February 2015 as Women Director in Board.  She is also on the board of Biswanath Hosiery Mills Limited beside Lux Industries Limited, And has associated with hosiery industry for last 25 Years.  She represent women empowerment in the Board.
Directorship in other Indian Public Limited Companies as on 31.03.2017	Biswanath Hosiery Mills Ltd and J.M. Hosiery & Co Limited	Biswanath Hosiery Mills Limited
Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2017 (C= Chairman) (M= Member)	NIL	NIL
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 .	NIL
Relationship with other Directors	Elder brother of Sri Pradip Kumar Todi and Brother in law of Mrs. Prabha Devi Todi	Wife of Elder brother of Sri Ashok Kumar Todi and Sri Pradip Kumar Todi.
Number of Board meetings attended during the year	5	5

## 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., 14th September, 2017 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., September 14th, 2017 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 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.

### Steps 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](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, 16th September, 2017 (9.00 a.m.) till Wednesday, 20th September, 2017 (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](http://www.luxinnerwear.com). and on the website of Karvy Computershare Pvt. Ltd. [www.evoting.karvy.com](http://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

**Smita Mishra**

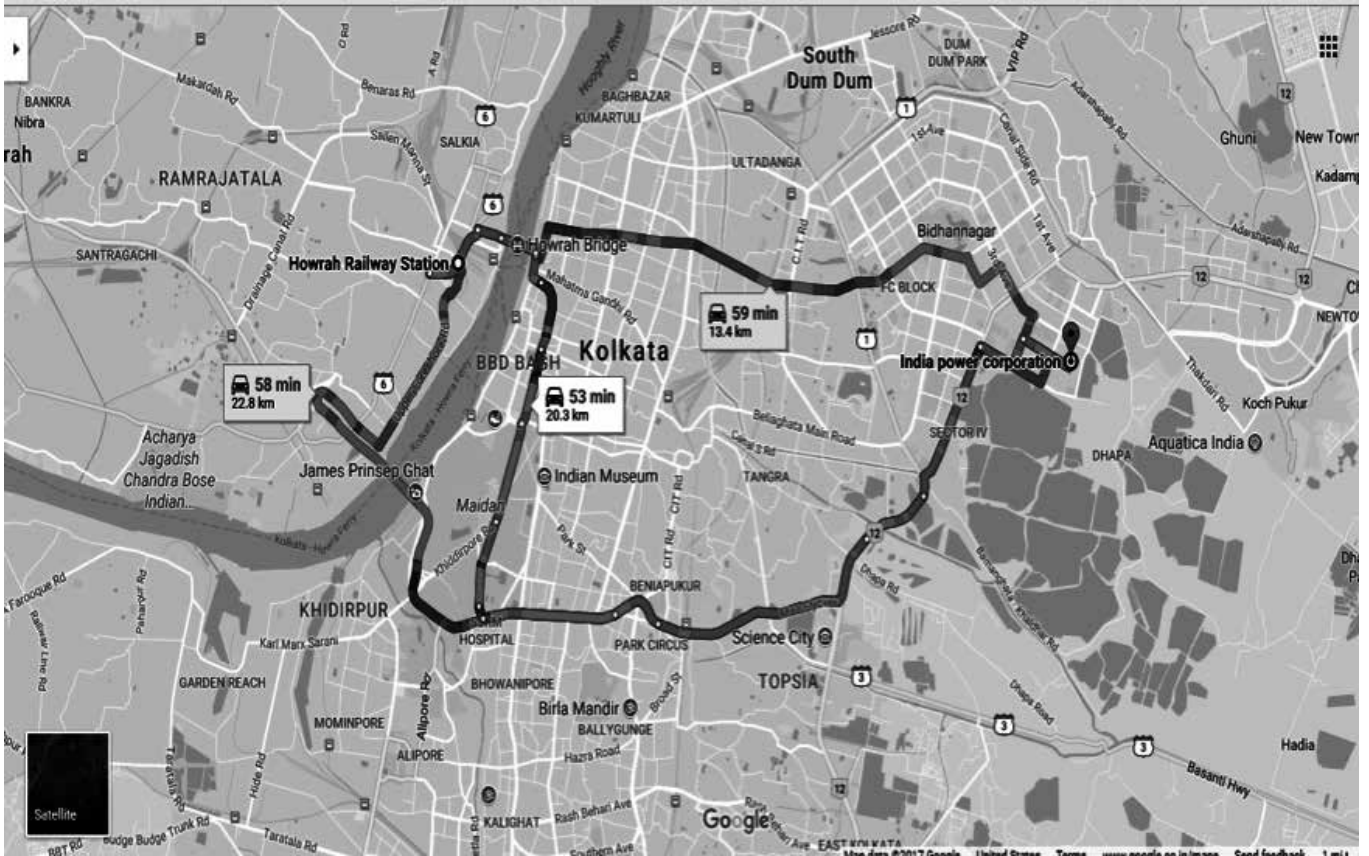
Company Secretary  
& Compliance Officer  
M.No.- ACS 26489

**Registered Office:**

39, Kali Krishna Tagore Street  
Kolkata-700007.

Date: May 25 , 2017

## 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