



LUX INDUSTRIES LIMITED

(CIN: L17309WB1995PLC073053)

Registered Office: 39 Kali Krishna Tagore Street, Kolkata - 700007

Email: investors@luxinnerwear.com

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

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred as "the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules"), and relevant provisions of the Listing Agreement with Stock Exchanges, the resolutions as set out in this notice at Item Nos. 1, 2 and 3 are proposed to be passed by the Postal Ballot process.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolutions setting out the material facts concerning below items and reasons thereof along with the Postal Ballot Form and self-addressed business reply envelope are enclosed hereto for your consideration.

The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata as Scrutinizer for conducting the Postal Ballot process (including e-voting process) in a fair and transparent manner.

The Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility to its Members as an alternative mode to cast their votes electronically instead of dispatching the physical Postal Ballot Form through post. The Company has engaged services of Karvy Computershare Private Limited, the Registrar & Share Transfer Agent (RTA) of the Company to provide e-voting facility to its members. It may be noted that e-voting is optional. In case a member votes through e-voting facility, he/she is not required to send physical Postal Ballot Form and vice versa. In case a member casts his vote through e-voting and physical Postal Ballot Form both, the vote cast through e-voting facility shall only be considered and the voting through physical Postal Ballot Form will not be considered by the Scrutinizer.

The e-voting facility is available at the link <https://evoting.karvy.com>. Please refer the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out.

The e-voting period commences on the Wednesday, the 04th day of February, 2015 (9:00 a.m.) and ends on Thursday, the 05th day of March, 2015 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) being, Friday, the 30th day of January, 2015, may cast their votes electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Notice is being sent to all Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Karvy Computershare Private Limited as on the cut-off date (Record date) being, Friday, the 30th day of January, 2015.

Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) being, Friday, the 30th day of January, 2015. The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer on or before the close of working hours on Thursday, the 05th day of March, 2015 (6:00 p.m.). It is further brought to your notice that as per provisions of the Rule 22(12) of the said Rules, postal ballots, giving consent or dissent received after thirty days from the date of dispatch of this notice (being last date i.e. Thursday, the 05th day of March, 2015) shall be treated as the reply from the Member has not been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the voting received in electronic and physical modes. The result of the voting by Postal Ballot will be announced by the Chairman of the Company or by such other person as may be authorized by him on Thursday, 10th day of March, 2015 at 4.00 p.m. at the Registered Office of the Company. The said results will be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the equity shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz; www.luxinnerwear.com and KARVY's website viz; <https://evoting.karvy.com>

The Resolutions will be taken as passed effectively on the day of declaration of the results at the Registered Office of the Company, if the result of Postal Ballot indicates that the requisite majority of the Members have assented to the Resolutions.

PROPOSED RESOLUTIONS:

ITEM NO. 1

Re-classification and consequent Increase in the Authorized Capital :-

To consider and if thought fit, to accord assent/dissent, to the following resolution as a **Special Resolution** :-

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, or any other law for the time being in force read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or amendment thereto or reenactment thereof for the time being in force) and the applicable clauses of the Memorandum Articles of Association of the Company, and subject to the approval of the Members of the Company, consent of the Board be and is hereby accorded to increase the Authorised Capital of the Company from Rs 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 Equity Shares (Two Crores Fifty Lacs) of Rs.10/- each to Rs 65,00,00,000/- (Rupees Sixty Five Crores only) consisting of Rs. 9,00,00,000 (Rupees Nine Crore) divided into 90,00,000 (Ninety Lacs) Equity Shares of Rs.10/- each and Rs.56,00,00,000/- (Rupees Fifty Six Crore Only) divided into 56,00,000 (Fifty Six Lacs) Non-Convertible Redeemable Preference Shares of Rs.100/- each, by virtue of reclassification of balance existing equity shares into Non Convertible Redeemable Preference Shares and creation of further new Non-Convertible Redeemable Preference Shares of Rs.100/- per share as required thereof and as stated above.”

“RESOLVED FURTHER THAT Mr. Ashok Kumar Todi Chairman or Mr. Pradip Kumar Todi Managing Director of the company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary to give effect to the aforesaid Resolution.”

ITEM NO. 2

To consider and if thought fit, to accord assent/dissent, to the following resolution as a **Special Resolution** :-

Alteration of Capital Clause contained in the Memorandum of Association due to Re-classification and consequent Increase in the Authorized Capital :-

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, or any other law for the time being in force read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or amendment thereto or reenactment thereof for the time being in force), the consent of the Members be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following new clause:

Clause V. The Authorised Share Capital of the company is Rs 65,00,00,000/- (Rupees Sixty Five Crores only) consisting Rs. 9,00,00,000 (Rupees Nine Crore) divided into 90,00,000 (Ninety Lacs) Equity Shares of Rs.10/- each and Rs.56,00,00,000/- (Rupees Fifty Six Crore Only) divided into 56,00,000 (Fifty Six Lacs) Non-Convertible Redeemable 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 to 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 Mr. Ashok Kumar Todi Chairman or Mr. Pradip Kumar Todi Managing Director of the company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary to give effect to the aforesaid Resolution.”

ITEM NO. 3

To consider and if thought fit, to accord assent/dissent, to the following resolution as a **Special Resolution** :-

Issue of Non-Convertible Redeemable Preference Shares in lieu of Conversion of Unsecured Loan

“RESOLVED THAT pursuant to the provisions of Section 55 and 62 and other applicable provisions, if any, or any other law for the time being in force read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or amendment thereto or reenactment thereof for the time being in force) and the enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreement entered into with the Stock Exchanges, where the shares

of the Company are listed and further subject to such approvals as may be required and subject to such terms, conditions, alterations, corrections, changes, variations and/or modification(s), if any, as may be prescribed in granting such approval and which may be agreed to by the Board of Directors or any committee which the Board of Directors may constitute, to exercise one or more of its power including power conferred by this resolution, consent, authority and subject to the approval of the members be and is hereby accorded to the Board to offer, issue and allot up to 56,00,000 (Fifty Six Lacs) Non-Convertible Redeemable Preference Shares of Rs.100/- each aggregating to Rs.56,00,00,000/- (Rupees Fifty Six Crore Only) in lieu of conversion of outstanding unsecured loan and dues thereon given by promoter group companies, as per details given in the Statement under Section 102 of the Companies Act 2013 annexed with this resolution, on the terms and conditions as described herein below:

- i) The Redeemable Non - Convertible Preference Shares (hereinafter referred to as RPS- Series I) shall have a face value of Rs. 100/- (Rupees Hundred Only) each.
- ii) The RPS - Series I will be allotted as fully paid-up @ Rs. 100/- (Rupees Hundred Only) per Share.
- iii) The RPS - Series I shall carry dividend of 0.25%.
- iv) The RPS - Series I shall not carry any voting rights except in accordance with the provisions of Section 47(2) of the Companies Act, 2013.
- v) The RPS - Series I shall be redeemed at a premium of Rs. 100 as per provisions of Companies Act, 2013, as may be applicable, within 20 years from the date of their allotment as may be decided by the Board of Directors of the Company.
- vi) Any Part redemption of RPS - Series I will be permissible as may be approved by the Board of Directors of the Company.
- vii) Any other condition to be added or modified, from time to time, as may be approved by the Board of Directors of the Company for compliance of all statutory guidelines and provisions or as may be deemed fit in the interest of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Ashok Kumar Todi Chairman or Mr. Pradip Kumar Todi Managing Director be and is hereby authorized to take such actions and to give all such directions or to do all such acts, deeds, matters and things as may be necessary or desirable and to settle any questions or difficulty that may arise ill regard to the issue of redeemable non-convertible preference shares on preferential basis and further to do all such acts, deeds, matters or otherwise consider it to be in the best interest of the Company.”

Place : Kolkata
Date : 19th January, 2015

By order of the Board of Directors
Vinod Agrawal
(Vice President & Company Secretary)

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

Corporate Office :
DN-52, Sector – V, 10th Floor,
Salt Lake City, Kolkata – 700 091

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

The Board of Directors has proposed to reclassify the shares into Equity and Non-Convertible Redeemable Preference Shares and consequent increase in the Authorised capital by virtue of reclassification of balance existing equity shares into Non Convertible Redeemable Preference Shares and creation of further new Non-Convertible Redeemable Preference Shares of Rs.100/- per share. The above have been proposed in order to meet the financial requirements of the Company.

The proposed Resolution requires your approval in General Meeting, hence the Board of Directors recommends the above matter to be passed through Special Resolution.

A copy of Memorandum of Association of the Company alongwith proposed changes will be made available for inspection for the members at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m. upto Thursday, the 05th day of March, 2015.

The Board recommends the resolution as set out at Item No. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

ITEM NO. 2

Considering the growth of the Company and it is proposed to alter the Memorandum of Association of the Company so that the Company could alter the Clause V with respect to reclassify and consequent increase in the Authorised capital by virtue of reclassification of balance existing equity shares into Non Convertible Redeemable Preference Shares and creation of further new Non-Convertible Redeemable Preference Shares of Rs.100/- per share. The above have been proposed in order to meet the financial requirements of the Company.

The proposed reclassification and increased thereof require the approvals of the member in the general meeting. Consequent to the increased in Authorised Share Capital it is proposed to make appropriate alteration in the Clause V of Memorandum of Association to reflect the changes in Authorised Share Capital of the Company.

The Board recommends the resolution as set out at Item No. 2 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

ITEM NO. 3

The Board of Directors of the Company on January 19, 2015 has approved the issue of 56,00,000 (Fifty Six Lacs) Redeemable Non-convertible preference shares of the Company of the face value of Rs. 100/- each fully paid up aggregating to Rs. 56,00,00,000/- by converting unsecured loan of promoter group companies on the terms and conditions as given in the resolution.

As per terms of sanction of financial assistance by State Bank of India following unsecured loans of promoters group companies namely - 1. Biswanath Hosiery Mills Limited, 2. Rotex Intertrade Pvt.Ltd. 3. Chitragupta Sales & Service Pvt.Ltd., 4. Hollyfield Traders Pvt.Ltd. need to be converted into share capital and board has accordingly proposed to issue Non-Convertible Redeemable Preference Shares.

1. Biswanath Hosiery Mills Limited, 2. Rotex Intertrade Pvt.Ltd. 3. Chitragupta Sales & Service Pvt.Ltd., 4. Hollyfield Traders Pvt.Ltd. have agreed to convert their Loan Amount, as mentioned hereinbelow, into redeemable non-convertible preference shares.

S.No.	Name of Promoter Group Companies	Amount (₹)
1	Biswanath Hosiery Mills Limited	15,00,00,000.00
2	Rotex Intertrade Pvt.Ltd.	15,00,00,000.00
3	Chitragupta Sales & Service Pvt.Ltd	15,00,00,000.00
4	Hollyfield Traders Pvt.Ltd.	11,00,00,000.00

Pursuant to the provisions of Section 55 and 62 of Companies Act, 2013 and as per relevant provisions of the Articles of Association of the Company, any increase, in the issued capital of the Company by allotment of further securities requires approval of members in General Meeting by way of Special Resolution.

As the securities proposed to be issued by this resolution are "Redeemable Non-convertible preference shares, the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), are not applicable. Further, as a result of proposed allotment of Redeemable Non-convertible preference shares, there will not be any change in management control of the Company.

Place : Kolkata
Date : 19th January, 2015

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

Corporate Office :
DN-52, Sector – V, 10th Floor,
Salt Lake City, Kolkata – 700 091

By order of the Board of Directors
Vinod Agrawal
(Vice President & Company Secretary)



INSTRUCTIONS FOR E-VOTING

1. 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 provide Members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting services provided by Karvy Computershare Private Limited.

The instructions for e-voting are as under:

- A. In case a Member receives an email from Karvy Computershare Private Limited [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Lux Industries Limited.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.karvy.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Lux Industries Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to investors@luxinnerwear.com with a copy marked to www.evoting.karvy.com
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

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- (i) Initial password is provided in the Postal Ballot Form.
 - (ii) Please follow steps as mentioned at Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of www.evoting.karvy.com
 3. If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
 4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 5. The e-voting period commences on Wednesday, the 04th day of February, 2015 (9:00 a.m.) and ends on Thursday, the 05th day of March, 2015 (6:00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, the 30th day of January, 2015, may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, the 30th day of January, 2015.
 7. CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 8. Members, who do not have any access to e-voting, can seek a physical Postal Ballot Form from the Registrar & Share Transfer Agent of the Company Karvy Computershare Private Limited, "Karvy House", 46, avenue 4, Street No.1, Banjara Hills, Hyderabad - 500034 fill in the details and send the same to the Scrutinizer.

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INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on cut-off date i.e. Friday, the 30th day of January, 2015.
2. A member need not use all his/her votes in the same manner.
3. The Scrutinizer's decision on the validity of Postal Ballot will be final and binding.
4. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member, will also be accepted. The self-addressed Business Reply envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
5. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/ Depository Participant) by the first named Member and in his/her absence, by the next named Member.
6. Voting through Postal ballot cannot be exercised by proxies.
7. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holder(s).
10. In respect of shares held by corporate and institutional members (companies, trusts, societies etc.) the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution /appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
11. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member in the respective column.
12. Members are requested not to send any other paper along with the Postal Ballot Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Thursday, the 05th day of March, 2015 (6:00 p.m.). Postal Ballot Form received after this time and date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.

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