

# NOTICE

Notice is hereby given that the Twenty Sixth (26th) Annual General Meeting (AGM) of the members of Lux Industries Limited will be held on Tuesday, September 28, 2021 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## 1. To consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of Board of Directors and the Auditors thereon, and;
  - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Auditors thereon.
2. To appoint Mr. Ashok Kumar Todi (DIN 00053599), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

## SPECIAL BUSINESS

3. Appointment of Mr. Navin Kumar Todi (DIN: 00054370) as Executive Director 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 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company and such other sanctions and approvals, as may be required, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Navin Kumar Todi (DIN: 00054370), as Executive Director of the Company, liable to retire by rotation, for a term of five years effective from May 25, 2021 till May 24, 2026 on such terms and conditions and remuneration, as set out in the explanatory statement annexed hereto."

**"RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during the aforesaid period or a period of three years, whichever is lower, the proposed terms of remuneration and perquisites will be admissible as the minimum remuneration payable to Mr. Navin Kumar Todi as Executive Director, subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** the Board of Directors of the company will have the power to revise the terms of remuneration subject to the limits specified in schedule V to the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the company from time to time."

**"RESOLVED FURTHER THAT** Mr. Ashok Kumar Todi, Chairman or Mr. Pradip Kumar Todi, Managing Director or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Mr. Rahul Kumar Todi (DIN: 00054279) as Executive Director 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 196, 197, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company and such other sanctions and approvals, as may be required, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Rahul Kumar Todi (DIN: 00054279), as Executive Director of the Company, liable to retire by rotation,

for a term of five years effective from May 25, 2021 till May 24, 2026 on such terms and conditions and remuneration, as set out in the explanatory statement annexed hereto.”

**“RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during the aforesaid period or a period of three years, whichever is lower, the proposed terms of remuneration and perquisites will be admissible as the minimum remuneration payable to Mr. Rahul Kumar Todi as Executive Director, subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors of the company will have the power to revise the terms of remuneration subject to the limits specified in schedule V to the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the company from time to time.”

**“RESOLVED FURTHER THAT** Mr. Ashok Kumar Todi, Chairman or Mr. Pradip Kumar Todi, Managing Director or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. Appointment of Mr. Saket Todi (DIN: 02821380) as Executive Director 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 196, 197, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company and such other sanctions and approvals, as may be required, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Saket Todi (DIN: 02821380), as Executive Director

of the Company, liable to retire by rotation, for a term of five years effective from May 25, 2021 till May 24, 2026 on such terms and conditions and remuneration, as set out in the explanatory statement annexed hereto.”

**“RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during the aforesaid period or a period of three years, whichever is lower, the proposed terms of remuneration and perquisites will be admissible as the minimum remuneration payable to Mr. Saket Todi as Executive Director, subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors of the company will have the power to revise the terms of remuneration subject to the limits specified in schedule V to the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the company from time to time.”

**“RESOLVED FURTHER THAT** Mr. Ashok Kumar Todi, Chairman or Mr. Pradip Kumar Todi, Managing Director or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. Appointment of Mr. Udit Todi (DIN: 02017579) as Executive Director 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 196, 197, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company and such other sanctions and approvals, as may be required, the consent of the members of the Company be and is hereby accorded for the appointment of Mr.

Udit Todi (DIN: 02017579), as Executive Director of the Company, liable to retire by rotation, for a term of five years effective from May 25, 2021 till May 24, 2026 on such terms and conditions and remuneration, as set out in the explanatory statement annexed hereto.”

**“RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during the aforesaid period or a period of three years, whichever is lower, the proposed terms of remuneration and perquisites will be admissible as the minimum remuneration payable to Mr. Udit Todi as Executive Director, subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board of Directors of the company will have the power to revise the terms of remuneration subject to the limits specified in schedule V to the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the company from time to time.”

**“RESOLVED FURTHER THAT** Mr. Ashok Kumar Todi, Chairman or Mr. Pradip Kumar Todi, Managing Director or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. Appointment of Mr. Rajnish Rikhy (DIN: 08883324) as an Independent Director**

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

**“RESOLVED THAT** Mr. Rajnish Rikhy (DIN: 08883324) who was appointed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee as an Additional Director (Independent, Non-Executive) of the Company with effect from May 25, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature to the office of Directorship of the Company, be and is hereby appointed as an Independent Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and the Articles of Association of the company, the appointment of Mr. Rajnish Rikhy (DIN: 08883324) who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 25, 2021 upto May 24, 2026, be and is hereby approved.”

**“RESOLVED FURTHER THAT** Mr. Ashok Kumar Todi, Chairman or Mr. Pradip Kumar Todi, Managing Director or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**8. Appointment of Ms Ratnabali Kakkar (DIN: 09167547) as an Independent Director**

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

**“RESOLVED THAT** Ms Ratnabali Kakkar (DIN: 09167547) who was appointed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee as an Additional Director (Independent, Non-Executive) of the Company with effect from May 25, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature to the office of Directorship of the Company, be and is hereby appointed as an Independent Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and the Articles of Association of the company, the appointment of Ms Ratnabali Kakkar (DIN: 09167547) who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and

Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 25, 2021 upto May 24, 2026, be and is hereby approved.”

**“RESOLVED FURTHER THAT** Mr. Ashok Kumar Todi, Chairman or Mr. Pradip Kumar Todi, Managing Director or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Registered Office:**

39, Kali Krishna Tagore Street  
Kolkata-700007.

Date: July 27, 2021  
Place: Kolkata

Sd/-

**Smita Mishra**

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

## Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, August 17, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and Securities Exchange Board of India ("SEBI") vide its circular dated May 12, 2020 read with further relaxation vide circular dated January 15, 2021 ("SEBI Circulars") has permitted the holding of the AGMs through Video Conferencing ("VC")/ Other Audio-Visual means ("OAVM"), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 read with the relevant Rules made thereunder ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the 26th AGM of the Company is being held through VC/OAVM on Tuesday, September 28, 2021 at 11:00 a.m. (IST). The venue of the AGM, for the purpose of technical compliance as per Section 96(2) of the Companies Act, 2013, shall be the Registered Office of the Company at 39, Kali Krishna Tagore Street, Kolkata- 700007.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE AGM IS BEING HELD PURSUANT TO THE MCA/ SEBI CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY THE FACILITIES FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED WITH THE NOTICE OF THE AGM.**
3. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at goenkamohan@gmail.com and 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.".
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the special business under Item Nos. 3 to 8 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 3 to 8 as given above, as Special Business in the forthcoming AGM. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. The Register of Members and the Share Transfer book of the Company will remain closed from September 22, 2021 to September 28, 2021 (both days inclusive) for annual closing.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.
8. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020 and January 15, 2021, Notice of the 26th Annual General Meeting, Annual Report of the Company inter alia indicating the process and manner of e-voting along is being sent only through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. Members may note that Notice and Annual Report for the financial year 2020-21 will also be available on the Company's website [www.luxinnerwear.com](http://www.luxinnerwear.com), website of the Stock Exchanges [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of KFin Technologies Private Limited, the Registrar

& Share Transfer Agent of the Company  
<https://evoting.kfintech.com>.

9. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and/or for off market/private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company/Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the Legal heir(s)/ Nominee(s).

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

10. As per Regulation 40 of SEBI Listing Regulations, as amended by SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

The shareholders may approach the nearest Depository Participant for further clarification in this regard. Shareholders are requested to contact the Company's Registrar & Share Transfer Agent, KFin Technologies Pvt. Ltd for any queries in regard to the aforesaid or contact Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company at the Corporate Office of the Company (Phone:033-4040-2121; Email:cs@luxinnerwear.com).

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

**12. Process for registering e-mail addresses to receive this notice along with credentials for remote e-voting:-**

**Guidelines to register email address:**

- i) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- ii) Select the company name i.e. Lux Industries Limited
- iii) Enter DPID-CLID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- vi) Enter the email address and Mobile No.
- vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
- viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- ix) The Company through KFIN will send the Notice, Integrated Report, and the e-voting instructions along with the User ID and Password to the email address given by you.
- x) Alternatively, Members may send an e-mail request addressed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy (in case shares are held in electronic form) or copy of the share certificate (in case shares are held in physical form) to enable KFIN to register their e-mail address and to provide them the Notice, Integrated Report and the e-voting instructions along with the User ID and Password.



- xi) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice, Integrated Report and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- xii) In case of queries, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll-free number 1800 309 4001.
13. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent ('RTA') for consolidation into single folio.
  14. The Notice along with Annual Report will be sent through e-mail to those members/ beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on August 20, 2021.
  15. The Notice and the Annual Report have also been uploaded on the website of the Company ([www.luxinnerwear.com](http://www.luxinnerwear.com)), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)), in compliance with the MCA Circulars.
  16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.luxinnerwear.com](http://www.luxinnerwear.com). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to KFin Private Technologies Private Limited, Company's Registrar & Share Transfer Agent in case the shares are held in physical form.
  17. 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 in electronic mode from the date of circulation of this Notice up to date of the AGM, i.e. September 28, 2021. Members can inspect the same by sending an email to [investors@luxinnerwear.com](mailto:investors@luxinnerwear.com)
  18. In case you have any query relating to the Annual Accounts you are requested to send to the same to the Company Secretary at [investors@luxinnerwear.com](mailto:investors@luxinnerwear.com) at least 10 days before the AGM so as to enable the management to keep the information ready for replying at the meeting.
  19. Members are requested to address all correspondence, including dividend related matters, to the RTA, KFin Technologies Private Limited, Unit : Lux Industries Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad 500 032. Mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  20. In compliance with the 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 26th Annual General Meeting (AGM) by electronic means through e-voting services provided by KFin Technologies 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 August 20, 2021.

## 21. Transfer to Investor Education and Protection Fund:

### (i) Transfer of unclaimed dividend

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended March 31, 2014 and onwards, which remains unpaid or unclaimed for a period of seven(7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to Investor Education and Protection Fund (IEPF). Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claims to the Company's Registrar and Transfer Agents at their address given herein below immediately, quoting their folio number/DP ID and Client ID.

During the financial year under review, the Company has transferred unpaid/unclaimed dividend, amounting to ₹ 34,808/- for financial year 2012-13 to the Investor Education and Protection Fund (IEPF) of the Central Government of India.

#### (ii) Transfer of shares to IEPF

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

The details of those Members who have not claimed dividend for consecutive period of seven years or more and the relevant details of shares due to be transferred to the IEPF Authority, is available on Company's website at [www.luxinnerwear.com](http://www.luxinnerwear.com). The Company has given a public notice on July 17, 2021 published in English Newspaper (Business Standard) and also one in Bengali Newspaper (Ei Samay), as well as individual notice was given to the concerned Members informing them that their shares are liable to be transferred to IEPF Authority.

#### (iii) Claim from IEPF Authority

The shareholders who have not claimed/encashed the dividend in the last 7 consecutive years from FY 2013-14 are requested to claim the same to avoid transfer of shares to IEPF.

Shareholders may note that both the unclaimed dividend amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF Authority by making an online application in Form IEPF - 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with the fee prescribed to the IEPF authority with a copy to the Company.

### 22. Procedure For Remote E-Voting And E-Voting At The AGM:

- i) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the

Act, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

- ii) The Members attending the AGM who have not cast their vote by remote e-voting shall be entitled to vote at AGM through e-voting system. Facility to cast vote at the AGM will be made available on the Video Conferencing screen and will remain active throughout the Meeting.
- iii) The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. The Members who have cast their vote by remote e-voting may also attend the AGM.
- iv) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- v) The remote e-voting facility will be available during the following period:

*Commencement of remote e-voting: From 9:00 a.m. (IST) on September 24, 2021 (Friday)*  
*End of remote e-voting: Upto 5:00 p.m. (IST) on September 27, 2021 (Monday).*

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of the aforesaid period.

- vi) The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on cut-off date i.e., September 21, 2021.
- vii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date September 21, 2021 shall only be entitled to avail the facility of remote e-voting / e-voting at AGM. The person who is not a member/ beneficial owner as on the cut-off date should treat this Notice for information purpose only.

23. Any person who becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. September 21, 2021 may obtain the User ID and password in the manner as mentioned below:



- i. If the mobile number of the member is registered against Folio No./ DPID Client ID, the Member may send SMS: MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399

**Example for NSDL:**

MYEPWD<SPACE>IN12345612345678

**Example for CDSL:**

MYEPWD<SPACE>1402345612345678

**Example for Physical:**

MYEPWD<SPACE>XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
  - iii. Member may Call KFin's Toll free number 1800 3094 001
  - iv. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com)
24. If the member is already registered with KFin for e-voting, he can use his existing User ID and Password for casting the vote through remote e-voting.
  25. In case of any query pertaining to e-voting, please visit Help & FAQs section available at KFIN website (<https://evoting.kfintech.com>). In case of any other queries/ grievances connected to remote e-voting or shares, you may contact Mr. Ravuri Vijay, an official of KFIN, at telephone number: 040-67162222 or the toll-free number 1800 309 4001 or at email: [evoting@kfintech.com](mailto:evoting@kfintech.com).
  26. The Board of Directors has appointed Mr. Mohan Ram Goenka, Partner, of M/s. MR & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to

be appointed and will be available for the same purpose.

27. The Scrutinizer, after scrutinizing the voting through e-voting at AGM and through remote e-voting shall, within Forty-Eight (48) Hours from conclusion of the AGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The Chairman shall declare the results. The results declared shall be available on the website of the Company ([www.luxinnerwear.com](http://www.luxinnerwear.com)) and on the website of KFIN (<https://evoting.kfintech.com>) and shall also be displayed on the notice board at the registered office and the corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
28. In compliance with the MCA and SEBI Circulars, the Company has published a public notice on August 18, 2021 by way of an advertisement before the date of circulation of Annual Report alongwith AGM Notice by email, in English Newspaper (Business Standard) and also one in Bengali Newspaper (Ei Samay), both having a nationwide circulation, inter alia, advising members whose e-mail ids are not registered with the Company, its RTA or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

**Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat mode**

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

NSDL	CDSL
<b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol>	<b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>URL: <a href="https://web.cdslindia.com/myeasi/home">https://web.cdslindia.com/myeasi/home</a> login or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with user id and password.</li> <li>Option will be made available to reach e-Voting page without any further authentication.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol>
<b>2. User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select “Register Online for IDeAS”</li> <li>Proceed with completing the required fields.</li> </ol>	<b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> </ol>
<b>3. By visiting the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>	<b>3. By visiting the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</li> </ol>

**Individual Shareholders (holding securities in demat mode) login through their depository participants.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach 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.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Lux Industries Limited- AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number

in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_EVENT No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be

served, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## 29. Procedure For Joining AGM Through VC/ OAVM

The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members are requested to follow the procedure given below to attend the AGM through VC / OAVM or view the live webcast:

- i) Launch internet browser (latest version of Chrome/ Firefox/Safari/ Internet Explorer 11 or MS Edge) by typing the URL: <https://emeetings.kfintech.com>.
- ii) Enter the login credentials (i.e., User ID and password for e-voting).
- iii) After logging in, click on "Video Conference" option.
- iv) Then click on camera icon appearing against AGM event of Lux Industries Limited to attend the AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions.

The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM. The facility will be available to the 1,000 (one thousand) Members on first-come-first-served basis. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are allowed to attend the AGM without restriction on first-come-first-served basis.

To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. **The facility of 'Speaker Registration' will open from, September 23, 2021 (9:00 A.M.) and will end on, September 25, 2021 (5:00 P.M.).** Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conducting of AGM.

In case you have any query relating to the Annual Accounts you are requested to send to the same to the Company Secretary at [investors@luxinnerwear.com](mailto:investors@luxinnerwear.com) at least 10 days before the AGM so as to enable the management to keep the information ready for replying at the meeting.

In case of any query relating to the procedure for attending AGM through VC/OAVM or for any technical assistance, the members may call on toll free no.: 1800 3094 001 or send an e-mail at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body corporate through its registered e-mail id to the

Scrutinizer at goenkamohan@gmail.com with a copy marked to einward.ris@kfintech.com (KFIN's id).

Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Institutional shareholders are encouraged to attend and vote at the AGM.

### 30. E-voting (insta poll) at the Meeting:

After the items of Notice have been discussed, e-voting through insta poll will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of September 21, 2021 and who have not cast their vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

31. The voting rights of the members shall be in proportion to the paid up value of their shares in

the equity capital of the Company as on cut-off date being September 21, 2021.

32. The Scrutinizer shall after the conclusion of the voting at AGM, first count the votes cast at their meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of total votes cast in favour or against, if any, forthwith to the Chairman of the Company who shall declare the Result.
33. The Scrutinizer's decision on the validity of the vote shall be final and binding.
34. The result declared along with the Scrutinizer's report shall be placed on the website of the Company ([www.luxinnerwear.com](http://www.luxinnerwear.com)) and on KFin's website (<https://evoting.kfintech.com>) immediately after the result is declared and shall simultaneously be forwarded to the NSE and BSE, the Stock Exchanges where the Company's shares are listed.
35. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website [www.luxinnerwear.com](http://www.luxinnerwear.com).
36. The resolutions will be deemed to be passed on the AGM date subject to the receipt of the requisite number of votes in favour of the resolutions.

With regards,

### Registered Office:

39, Kali Krishna Tagore Street  
Kolkata-700007.

Date: July 27, 2021

Place: Kolkata

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

Sd/-

**Smita Mishra**

*Company Secretary & Compliance Officer*

M.No. - ACS 26489



## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

[Pursuant to the provisions of Section 102 of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and approved by the Central Government]

### Item No.: 3

The Board of Directors appointed Mr. Navin Kumar Todi as an Additional Director of the Company with effect from May 25, 2021, subject to approval of the Members. Pursuant to the Provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 164 of the Articles of Association of the Company, Mr. Navin Kumar Todi shall hold office upto the date of this AGM and is eligible to be appointed as a Director.

The Company has received the following from Mr. Navin Kumar Todi (a) Consent in writing to act as director (b) disclosure of interest under Section 184 of the Act and (c) declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Further, the Company has also received the notice under section 160 (1) of the Act from a member proposing his candidature for being appointed as a director.

Mr. Navin Kumar Todi (Aged 41 years) is a Commerce Graduate and has more than 20 years of rich experience in the hosiery line of business. In addition to looking after operations of Tiruppur unit, Mr. Navin Kumar Todi focuses on product premiumisation, new brands and product categories.

Based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors at their meeting held on May 25, 2021 and subject to the approval of the Members, Mr. Navin Kumar Todi was also appointed as "Executive Director" of the Company, liable to retire by rotation, for a period of 5 (five) consecutive years commencing from May 25, 2021 to May 24, 2026, in accordance with the relevant provisions of the Companies Act, 2013 and as per the terms and conditions set out below:-

1. Tenure: 5 years (May 25, 2021 till May 24, 2026)  
(Retire by rotation)
2. Salary : ₹ 1.80 crores per annum

#### (a) Perquisites and allowances per annum:

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 Mr. Navin 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 as prescribed under Companies Act, 2013.

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of appointment, subject to the terms of such policy in force from time to time.

#### (b) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including their respective spouses and attendant(s) during business trips, any medical assistance provided including 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) Commission:**

Such remuneration by way of commission, in addition to the salary and benefits, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Financial Statements have been adopted by the Board.

**(d) General:**

- (i) The Executive 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 Executive 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 Companies Act, 2013 with regard to duties of directors.
- (iii) The Executive Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iv) The office of the Executive 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 Executive Director is liable to retire by rotation. Mr. Navin Kumar Todi satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Further, Mr. Navin Kumar Todi has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to relevant circulars issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The resolution seeks the approval of the members in terms of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Navin Kumar Todi as "Executive Director" for a period of five years commencing May 25, 2021. The Board of Directors recommends the resolution to the Members for their consideration and approval, by way of a Special Resolution. The details provided in the resolution and explanatory statement may be treated as written memorandum setting out the terms of the appointment of Mr Navin Kumar Todi under section 190 of the Companies Act 2013.

Mr Navin Kumar Todi, Mr. Rahul Kumar Todi, Mr. Ashok Kumar Todi, Mr. Pradip Kumar Todi, Mr. Saket Todi and Mr. Udit Todi may be deemed to be concerned or interested, financially or otherwise, to the extent of their remuneration as a Director and to the extent of their shareholding in the Company. Apart from the above, no other directors or KMP of the Company is deemed to be concerned or interested in the said agenda item in any manner whatsoever.

**Item No.: 4**

The Board of Directors appointed Mr. Rahul Kumar Todi as an Additional Director of the Company with effect from May 25, 2021, subject to approval of the Members. Pursuant to the Provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 164 of the Articles of Association of the Company, Mr. Rahul Kumar Todi shall hold office upto the date of this AGM and is eligible to be appointed as a Director.

The Company has received the following from Mr. Rahul Kumar Todi (a) Consent in writing to act as director (b) disclosure of interest under Section 184 of the Act and (c) declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Further, the Company has also received the notice under section 160 (1) of the Act from a member

proposing his candidature for being appointed as a director.

Mr. Rahul Kumar Todi (aged 39 years) has done post-graduation in Business Management from GRD College, Coimbatore and has 17 years of rich experience in the hosiery line of business. In addition to looking after production function of Tiruppur unit, Mr. Rahul Kumar Todi has handled wide range of responsibilities across businesses and overseeing several functions like finance, personnel and operations.

Based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors at their meeting held on May 25, 2021 and subject to the approval of the Members, Mr. Rahul Kumar Todi was also appointed as "Executive Director" of the Company, liable to retire by rotation, for a period of 5 (five) consecutive years commencing from May 25, 2021 to May 24, 2026, in accordance with the relevant provisions of the Companies Act, 2013 and as per the terms and conditions set out below:-

1. Tenure: 5 years (May 25, 2021 till May 24, 2026)  
(Retire by rotation)
2. Salary : ₹ 1.80 crores per annum

**(a) Perquisites and allowances per annum:**

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 Mr. Rahul 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 as prescribed under Companies Act, 2013.

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of appointment, subject to the terms of such policy in force from time to time.

**(b) Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging including their respective spouses and attendant(s) during business trips, any medical assistance provided including 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) Commission:**

Such remuneration by way of commission, in addition to the salary and benefits, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Financial Statements have been adopted by the Board.

**(d) General:**

- (i) The Executive 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 Executive 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 Companies Act, 2013 with regard to duties of directors.

- (iii) The Executive Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iv) The office of the Executive 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 Executive Director is liable to retire by rotation. Mr. Rahul Kumar Todi satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Further, Mr. Rahul Kumar Todi has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to relevant circulars issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The resolution seeks the approval of the members in terms of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Rahul Kumar Todi as "Executive Director" for a period of five years commencing May 25, 2021. The Board of Directors recommends the resolution to the Members for their consideration and approval, by way of a Special Resolution. The details provided in the resolution and explanatory statement may be treated as written memorandum setting out the terms of the appointment of Mr. Rahul Kumar Todi under section 190 of the Companies Act 2013.

Mr. Rahul Kumar Todi, Mr. Navin Kumar Todi, Mr. Ashok Kumar Todi, Mr. Pradip Kumar Todi, Mr. Saket Todi and Mr. Udit Todi may be deemed to be concerned or interested, financially or otherwise, to the extent of their remuneration as a Director and to the extent

of their shareholding in the Company. Apart from the above, no other directors or KMP of the Company is deemed to be concerned or interested in the said agenda item in any manner whatsoever.

#### Item No.: 5

The Board of Directors appointed Mr. Saket Todi as an Additional Director of the Company with effect from May 25, 2021, subject to approval of the Members. Pursuant to the Provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 164 of the Articles of Association of the Company, Mr. Saket Todi shall hold office upto the date of this AGM and is eligible to be appointed as a Director.

The Company has received the following from Mr. Saket Todi (a) Consent in writing to act as director (b) disclosure of interest under Section 184 of the Act and (c) declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Further, the Company has also received the notice under section 160 (1) of the Act from a member proposing his candidature for being appointed as a director.

Mr. Saket Todi (aged 32 years) has done post-graduation in Brand Management from Mudra Institute of Communications (MICA). His eminent knowledge in marketing has significantly contributed towards strengthening the premium brands in the retail channel - the ONN brand and its export market. He has been associated with the Company since 2014. His in-depth knowledge of marketing has helped the company to achieve greater success and increase profitability. He expanded the brand presence by 24+ countries by focusing on quality and thereby created a loyal customer base.

Based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors at their meeting held on May 25, 2021 and subject to the approval of the Members, Mr. Saket Todi was also appointed as "Executive Director" of the Company, liable to retire by rotation, for a period of 5 (five) consecutive years commencing from May 25, 2021 to May 24, 2026, in accordance with the relevant provisions of the Companies Act, 2013 and as per the terms and conditions set out below:-

1. Tenure: 5 years (May 25, 2021 till May 24, 2026)  
(Retire by rotation)
2. Salary : ₹ 1.80 crores per annum

#### (a) Perquisites and allowances per annum:

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 Mr. Saket 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 as prescribed under Companies Act, 2013.

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of appointment, subject to the terms of such policy in force from time to time.

**(b) Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging including their respective spouses and attendant(s) during business trips, any medical assistance provided including 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.

**(e) Commission:**

Such remuneration by way of commission, in addition to the salary and benefits, perquisites

and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Financial Statements have been adopted by the Board.

**(d) General:**

- (i) The Executive 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 Executive 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 Companies Act, 2013 with regard to duties of directors.
- (iii) The Executive Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iv) The office of the Executive 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 Executive Director is liable to retire by rotation. Mr. Saket Todi satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Further, Mr. Saket Todi has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to relevant circulars issued by BSE Limited and the National Stock Exchange of India



Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The resolution seeks the approval of the members in terms of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Saket Todi as “Executive Director” for a period of five years commencing May 25, 2021. The Board of Directors recommends the resolution to the Members for their consideration and approval, by way of a Special Resolution. The details provided in the resolution and explanatory statement may be treated as written memorandum setting out the terms of the appointment of Mr Saket Todi under section 190 of the Companies Act 2013.

Mr. Saket Todi, Mr Navin Kumar Todi, Mr. Rahul Kumar Todi, Mr. Ashok Kumar Todi, Mr. Pradip Kumar Todi, and Mr, Udit Todi may be deemed to be concerned or interested, financially or otherwise, to the extent of their remuneration as a Director and to the extent of their shareholding in the Company. Apart from the above, no other directors or KMP of the Company is deemed to be concerned or interested in the said agenda item in any manner whatsoever.

#### Item No.: 6

The Board of Directors appointed Mr. Udit Todi as an Additional Director of the Company with effect from May 25, 2021, subject to approval of the Members. Pursuant to the Provisions of Section 161(1) of the Companies Act, 2013 (‘the Act’) and Article 164 of the Articles of Association of the Company, Mr. Udit Todi shall hold office upto the date of this AGM and is eligible to be appointed as a Director.

The Company has received the following from Mr. Udit Todi (a) Consent in writing to act as director (b) disclosure of interest under Section 184 of the Act and (c) declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Further, the Company has also received the notice under section 160 (1) of the Act from a member proposing his candidature for being appointed as a director.

Mr. Udit Todi has done MSC in Finance from The London School of Economics and Political Science (LSE), and Economics (Hons.) from St. Stephens College, Delhi. He has been associated with the Company since 2014. He has launched the brand Lyra

making it the market leader within 5 years. He has been instrumental in setting up the Dankuni facility with cost optimization and has also helped in setting up new facilities for further growth plans. He has helped in expanding women’s wear segment into a complete range including inner wear and athleisure.

Based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors at their meeting held on May 25, 2021 and subject to the approval of the Members, Mr. Udit Todi was also appointed as “Executive Director” of the Company, liable to retire by rotation, for a period of 5 (five) consecutive years commencing from May 25, 2021 to May 24, 2026, in accordance with the relevant provisions of the Companies Act, 2013 and as per the terms and conditions set out below:-

1. Tenure: 5 years (May 25, 2021 till May 24, 2026)

(Retire by rotation)

2. Salary : ₹ 1.80 crores per annum

#### (a) Perquisites and allowances per annum:

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 Mr. Udit 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 as prescribed under Companies Act, 2013.

The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of appointment, subject to the terms of such policy in force from time to time.

**(b) Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging including their respective spouses and attendant(s) during business trips, any medical assistance provided including 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) Commission:**

Such remuneration by way of commission, in addition to the salary and benefits, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Financial Statements have been adopted by the Board.

**(d) General:**

- (i) The Executive 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 Executive 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 Companies Act, 2013 with regard to duties of directors.

- (iii) The Executive Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

- (iv) The office of the Executive 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 Executive Director is liable to retire by rotation. Mr. Udit Todi satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Further, Mr. Udit Todi has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to relevant circulars issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The resolution seeks the approval of the members in terms of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Udit Todi as "Executive Director" for a period of five years commencing May 25, 2021. The Board of Directors recommends the resolution to the Members for their consideration and approval, by way of a Special Resolution. The details provided in the resolution and explanatory statement may be treated as written memorandum setting out the terms of the appointment of Mr Udit Todi under section 190 of the Companies Act 2013.

Mr, Udit Todi, Mr Navin Kumar Todi, Mr. Rahul Kumar Todi, Mr. Ashok Kumar Todi, Mr. Pradip Kumar Todi and Mr. Saket Todi may be deemed to be concerned or interested, financially or otherwise, to the extent of their remuneration as a Director and to the extent of their shareholding in the Company. Apart from the above, no other directors or KMP of the Company is deemed to be concerned or interested in the said agenda item in any manner whatsoever.

**Item No.: 7**

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), appointed Mr. Rajnish Rikhy (DIN: 08883324) as an Additional Director of the Company with effect from May 25, 2021. In terms of Section 161(1) of the Act, Mr. Rajnish Rikhy holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members, Mr. Rajnish Rikhy was also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from May 25, 2021 to May 24, 2026, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

Mr. Rajnish Rikhy has consented to act as Director of the Company, subject to appointment by the Members and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Rajnish Rikhy has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Order or any such Authority. Further, Mr. Rajnish Rikhy is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Rajnish Rikhy has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Further, Mr. Rajnish Rikhy has qualified the online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Rajnish Rikhy fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. The terms and conditions of the appointment of Independent Directors would be made available for inspection to the Members by sending

a request along with their DP/Client ID or Folio No. from their registered email address to the Company at [investors@luxinnerwear.com](mailto:investors@luxinnerwear.com).

Mr. Rajnish Rikhy (aged 61 years) is a law graduate and holds a Master's degree in Business Administration from Faculty of Management Studies, Delhi University. He also holds a Management Development Diploma from IIM Ahmedabad. He has over 30 years of industry experience in sales, marketing, strategy, corporate, HR, operations and PL functions. Mr. Rikhy has worked and advised clients across Pharma, FMCG, Education, Auto, Media and SME Sectors. He has served as the Chief Revenue Officer at TV Today Network Ltd (India Today Group); and was also associated with BCCL (The Times Group) as Director- Response. He has also served as the Group CEO & Business Director at Kantipur Media Group (KMG), the largest media conglomerate in Nepal, where he was responsible for the PL of all the four companies of the group.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Mr. Rajnish Rikhy as an Independent Director for 5 (five) consecutive years commencing from May 25, 2021, is now placed for the approval of the Members by an Ordinary Resolution.

Based on the qualifications, experience and knowledge, the Board considers that Mr. Rajnish Rikhy's association would be of immense benefit to the Company and accordingly, the Board recommends the Ordinary Resolution set out in Item No. 7 of the accompanying Notice for approval of the Members.

Except Mr. Rajnish Rikhy and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the company.

**Item No.: 8**

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), appointed Mrs. Ratnabali Kakkar (DIN: 09167547) as an Additional Director of the Company with effect from May 25, 2021. In terms of Section 161(1) of the Act, Mrs. Ratnabali Kakkar holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Based on the recommendations of the NRC and

subject to the approval of the Members, Mrs. Ratnabali Kakkar was also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from May 25, 2021 to May 24, 2026, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

Mrs. Ratnabali Kakkar has consented to act as Director of the Company, subject to appointment by the Members and has given her declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Ratnabali Kakkar has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI Order or any such Authority. Further, Mrs. Ratnabali Kakkar is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mrs. Ratnabali Kakkar has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Ratnabali Kakkar fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management. The terms and conditions of the appointment of Independent Directors would be made available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at

[investors@luxinnerwear.com](mailto:investors@luxinnerwear.com).

Mrs. Ratnabali Kakkar (aged 64 years) is a graduate in BA (Hons) from University of Calcutta and holds a Master's degree in Business Administration (Finance & Marketing) from Indian Institute of Management IIM, Calcutta. She has over 40 years of rich experience in Banking, Financial Services and Wealth Management Industry. Her areas of expertise are Revenue Growth, Strategic Planning & Execution, Team Leadership & Development, Governance and Risk, Client Acquisition Management, etc. Mrs. Kakkar has served various Private Banks based in London as Director & Senior Relationship Manager. She has founded and developed Magellan Wealth Management, Private Boutique Multi Family Office, a successful multiple family office based in London providing ultra-high net worth South Asian, African and Western European families a platform for wealth planning, inter-generational wealth transfer and philanthropy.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Mrs. Ratnabali Kakkar as an Independent Director for 5 (five) consecutive years commencing from May 25, 2021, is now placed for the approval of the Members by an Ordinary Resolution.

Based on the qualifications, experience and knowledge, the Board considers that Mrs. Ratnabali Kakkar's association would be of immense benefit to the Company and accordingly, the Board recommends the Ordinary Resolution set out in Item No. 8 of the accompanying Notice for approval of the Members.

Except Mrs. Ratnabali Kakkar and her relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

## Annexure to the Notice Dated July 27, 2021

Details of Directors retiring by rotation seeking appointment/re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard- 2 on General Meeting].

<b>Name of the Director</b>	Mr. Ashok Kumar Todi (Re- Appointment)	Mr. Navin Kumar Todi (Appointment)
<b>DIN</b>	00053599	00054370
<b>Date of Birth&amp; Age</b>	September 17, 1958 - 63 years	October 3, 1980- 41 years
<b>Date of appointment</b>	July 21, 1995	May 25, 2021
<b>Qualification</b>	Bachelor in Commerce	Bachelor in Commerce
<b>Expertise in functional area</b>	Mr. Ashok Kumar Todi is presently looking after the marketing and exports of the Company. He has been associated with the Company since incorporation with his dynamic marketing ability and good export vision, helped the Company to achieve new height. He has formulated various schemes for distributors, retailers and consumers from time to time. He is also involved in various philanthropic activities through organisation across the nation.	Mr. Navin Kumar Todi has more than 20 years of rich experience in the hosiery line of business and looks after 'GenX' and 'Lux Cozi Her' brands. In addition to looking after operations of Tiruppur unit, Mr. Navin Kumar Todi focuses in product premiumisation, new brands and product categories.
<b>Terms of Appointment</b>	N.A.	As provided in explanatory statement.
<b>No. of equity shares held in the Company</b>	36,58,654*	4,60,363*
<b>Directorship in other Companies</b>	<ul style="list-style-type: none"> <li>♦ Biswanath Hosiery Mills Limited</li> <li>♦ Bharat Chamber of Commerce</li> <li>♦ Artimas Fashions Private Limited</li> <li>♦ Altai Industries Private Limited</li> <li>♦ Biswanath Real Estate Private Limited</li> <li>♦ P.G. Real Estate Private Limited</li> <li>♦ P.G. Buildtech Private Limited</li> <li>♦ Rotex Intertrade Private Limited</li> <li>♦ Chitragupta Sales &amp; Services Private Limited</li> <li>♦ Hollyfield Traders Private Limited</li> <li>♦ Damask Textiles Private Limited</li> </ul>	NIL
<b>Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2021 # (C= Chairman) (M= Member)</b>	NIL	NIL



<b>Membership/ Chairmanship in the Committee of the Board of directors of the Company #</b>	Member of Stake Holder Relationship Committee	NIL
<b>Relationship with other Directors</b>	Elder brother of Mr. Pradip Kumar Todi, Father of Mr. Saket Todi, Uncle of Mr. Udit Todi, Mr. Navin Kumar Todi and Mr. Rahul Kumar Todi	Nephew of Mr. Ashok Kumar Todi and Mr. Pradip Kumar Todi and Elder brother of Mr. Rahul Kumar Todi and Cousin Brother of Mr. Saket Todi and Udit Todi
<b>Number of Board meetings attended during the year</b>	5	N.A.
<b>Remuneration paid during the year 2020- 21</b>	₹ 2.85 Crores	N.A.
<b>Remuneration sought to be paid</b>	₹ 4.5 Crores	₹ 1.80 crores

## Annexure to the Notice Dated July 27, 2021

Details of Directors retiring by rotation seeking appointment/re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard- 2 on General Meeting].

<b>Name of the Director</b>	Mr. Rahul Kumar Todi (Appointment)	Mr. Saket Todi (Appointment)
<b>DIN</b>	00054279	02821380
<b>Date of Birth&amp; Age</b>	February 3, 1982- 39 years	September 28, 1989- 32 years
<b>Date of appointment</b>	May 25, 2021	May 25, 2021
<b>Qualification</b>	Post-graduation in Business Management from GRD College, Coimbatore, Tamil Nadu	Post-graduation in Brand Management from Mudra Institute of Communications (MICA)
<b>Expertise in functional area</b>	Mr. Rahul Kumar Todi has 17 years of rich experience in hosiery line of business. In addition to looking after production function of Tiruppur unit, he has also handled wide range of responsibilities across businesses and overseeing several functions like finance, personnel and operations.	Mr. Saket Todi has eminent knowledge in marketing has significantly contributed towards strengthening the premium brands in the retail channel - the 'ONN' brand and its export market. He has been associated with the Company since 2014. His in-depth knowledge of marketing has helped the company to achieve greater success and increase profitability. He expanded the brand presence by 24+ countries by focusing on quality and thereby created a loyal customer base.
<b>Terms of Appointment</b>	As provided in explanatory statement.	As provided in explanatory statement.
<b>No. of equity shares held in the Company</b>	4,60,653*	7,94,876*
<b>Directorship in other Companies</b>	NIL	<ul style="list-style-type: none"> <li>♦ Biswanath Real Estate Private Limited</li> <li>♦ Rotex Intertrade Private Limited</li> <li>♦ Chitragupta Sales &amp; Services Private Limited</li> <li>♦ P.G. Infometic Private Limited</li> </ul>
<b>Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2021# (C= Chairman) (M= Member)</b>	NIL	NIL
<b>Membership/ Chairmanship in the Committee of the Board of directors of the Company#</b>	NIL	NIL

<b>Relationship with other Directors</b>	Nephew of Mr. Ashok Kumar Todi and Mr. Pradip Kumar Todi and Younger brother of Mr. Navin Kumar Todi and Cousin Brother of Mr. Saket Todi and Udit Todi	Son of Mr. Ashok Kumar Todi, Nephew of Mr. Pradip Kumar Todi and Cousin brother of Mr. Navin Kumar Todi, Mr. Rahul Kumar Todi and Mr. Udit Todi
<b>Number of Board meetings attended during the year</b>	N.A.	N.A.
<b>Remuneration paid during the year 2020-21</b>	N.A.	N.A.
<b>Remuneration sought to be paid</b>	₹ 1.80 crores	₹ 1.80 crores

## Annexure to the Notice Dated July 27, 2021

Details of Directors retiring by rotation seeking appointment/re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard- 2 on General Meeting].

<b>Name of the Director</b>	Mr. Udit Todi (Appointment)	Mr. Rajnish Rikhy (Appointment)
<b>DIN</b>	02017579	08883324
<b>Date of Birth</b>	October 17, 1989- 32 years	April 8, 1960- 61 years
<b>Date of appointment</b>	May 25, 2021	May 25, 2021
<b>Qualification</b>	MSC in Finance from The London School of Economics and Political Science (LSE), and Economics (Hons.) from St. Stephens College, Delhi.	Law Graduate, Master's degree holder in Business Administration from Faculty of Management Studies, Delhi University and also holds a Management Development Diploma from IIM, Ahmedabad.
<b>Expertise in functional area</b>	Mr. Udit Todi has been associated with the Company since 2014. He has launched the brand 'Lyra' making it the market leader within 5 years. He has been instrumental in setting up the Dankuni facility with cost optimization and has also helped in setting up new facilities for further growth plans. He has helped in expanding women's wear segment into a complete range including inner wear and athleisure.	He has over 30 years of industry experience in sales, marketing, strategy, corporate, HR, operations and PL functions. Mr. Rikhy has worked and advised clients across Pharma, FMCG, Education, Auto, Media and SME Sectors. He has served as the Chief Revenue Officer at TV Today Network Ltd (India Today Group); and was also associated with BCCL (The Times Group) as Director- Response. He has also served as the Group CEO & Business Director at Kantipur Media Group (KMG), the largest media conglomerate in Nepal, where he was responsible for the PL of all the four companies of the group.
<b>Terms of Appointment</b>	As provided in explanatory statement.	Appointment as an Independent Director for a period of 5 (five) years from May 25, 2021 to May 24, 2026
<b>No. of equity shares held in the Company</b>	8,38,876*	31,000*
<b>Directorship in other Companies</b>	<ul style="list-style-type: none"> <li>♦ Biswanath Real Estate Private Limited</li> <li>♦ Rotex Intertrade Private Limited</li> <li>♦ Chitragupta Sales &amp; Services Private Limited</li> <li>♦ P.G. Infometic Private Limited</li> <li>♦ Yourway Abode Estate Private Limited</li> <li>♦ Seekers Realty Private Limited</li> <li>♦ Homesphere Realtors Private Limited</li> <li>♦ Ultimateabode Builders Private Limited</li> <li>♦ Squad Infrastructure Projects Private Limited</li> <li>♦ Nestled Real Estate Private Limited</li> <li>♦ Possession Realtors Private Limited</li> </ul>	NIL

<b>Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2021# (C= Chairman) (M= Member)</b>	NIL	NIL
<b>Membership/ Chairmanship in the Committee of the Board of directors of the Company#</b>	NIL	NIL
<b>Relationship with other Directors</b>	Son of Mr. Pradip Kumar Todi, Nephew of Mr. Ashok Kumar Todi and Cousin brother of Mr. Navin Kumar Todi, Mr. Rahul Kumar Todi and Mr. Saket Todi	NIL
<b>Number of Board meetings attended during the year</b>	N.A.	N.A.
<b>Remuneration paid during the year 2020-21</b>	N.A.	N.A.
<b>Remuneration sought to be paid</b>	₹ 1.80 crores	Sitting Fees as approved by the Nomination and Remuneration Committee and Board of Directors.



## Annexure to the Notice Dated July 27, 2021

Details of Directors retiring by rotation seeking appointment/re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard- 2 on General Meeting].

<b>Name of the Director</b>	Mrs. Ratnabali Kakkar (Appointment)
<b>DIN</b>	09167547
<b>Date of Birth</b>	August 1, 1957- 64 years
<b>Date of appointment</b>	May 25, 2021
<b>Qualification</b>	Graduate in BA (Hons) from University of Calcutta and holds a Master's degree in Business Administration (Finance & Marketing) from Indian Institute of Management IIM, Calcutta.
<b>Expertise in functional area</b>	She has over 40 years of rich experience in Banking, Financial Services and Wealth Management Industry. Her areas of expertise are Revenue Growth, Strategic Planning & Execution, Team Leadership & Development, Governance and Risk, Client Acquisition Management, etc. Mrs. Kakkar has served various Private Banks based in London as Director & Senior Relationship Manager. She has founded and developed Magellan Wealth Management, Private Boutique Multi Family Office, a successful multiple family office based in London providing ultra-high net worth South Asian, African and Western European families a platform for wealth planning, inter-generational wealth transfer and philanthropy.
<b>Terms of Appointment</b>	Appointment as an Independent Director for a period of 5 (five) years from May 25, 2021 to May 24, 2026
<b>No. of equity shares held in the Company</b>	-
<b>Directorship in other Indian Public Limited Companies as on 31.03.2021</b>	NIL
<b>Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2021# (C= Chairman) (M= Member)</b>	NIL
<b>Membership/Chairmanship in the Committee of the Board of directors of the Company#</b>	Member of Stakeholder Relationship Committee.
<b>Relationship with other Directors</b>	NIL
<b>Number of Board meetings attended during the year</b>	N.A.
<b>Remuneration paid during the year 2020-21</b>	N.A.
<b>Remuneration sought to be paid</b>	Sitting Fees as approved by the Nomination and Remuneration Committee and Board of Directors.

#Committee positions only of Audit Committee and Stakeholder Relationship Committee of Public Companies (including Lux Industries Limited) has been considered.

\*Shareholding of the Directors is provided as on 27.07.2021.





## **LUX INDUSTRIES LTD**

**Corporate office:** P.S. Srijan Tech Park, DN-52, Salt Lake City, Sector V, Kolkata, West Bengal 700091

**Phone:** +91 33 4040 2121 | **Fax:** +91 33 4040 2001

**Email:** [info@luxinnerwear.com](mailto:info@luxinnerwear.com)

**Website:** [luxinnerwear.com](http://luxinnerwear.com)