

Notice

Dear Members,

Notice is hereby given that the 27th (Twenty-Seventh) Annual General Meeting (AGM) of the members of Lux Industries Limited ("The Company") will be held on Tuesday, 20th day of September 2022 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, and the Reports of the Auditors thereon.

2. Retire by Rotation:

- a. To appoint Mr. Pradip Kumar Todi (DIN: 00246268), who retires by rotation and being eligible, offers himself for re-appointment as a director.
- b. To appoint Mr. Navin Kumar Todi (DIN: 00054370), who retires by rotation and being eligible, offers himself for re-appointment as a director.

3. To re-appoint M/s S K Agrawal and Co Chartered Accountants LLP as Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and on the recommendation of Audit Committee and Board of Directors of the Company ("the Board"), M/s S K Agrawal and Co Chartered Accountants LLP, having Firm Registration No. 306033E/ E300272, are hereby appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years commencing from the conclusion of this 27th AGM till the conclusion of the 32nd AGM to be held in the year 2027, at a remuneration of ₹ 30,00,000/- (Rupees Thirty Lakhs only) plus applicable taxes and reimbursement of out of the pocket expenses for the year 2022-23, and for subsequent years, as may be mutually agreed between the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS

4. To re-appoint Mr. Ashok Kumar Todi as Whole Time Director & Chairman of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152, 196, 197 and 203 read with Schedule V of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and all other applicable provisions, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and on the basis of the recommendations of Nomination and Remuneration Committee, and approval of the Audit Committee and Board of Directors ("the Board") Mr. Ashok Kumar Todi (DIN: 00053599) is hereby re-appointed as a Director of the Company, who is liable to retire by rotation, and as Whole Time Director & Chairman of the Company, for a period of 5 (five) years with effect from September 30, 2022, on a monthly remuneration of ₹ 37,50,000/- (Rupees Thirty-seven lakhs and fifty thousand), and on such terms and conditions as set out in the statement annexed to the Notice of the 27th Annual General Meeting, with liberty to the Board, to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ashok Kumar Todi, subject to the compliance of the applicable statutes, rules, regulation or guidelines as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may

be considered desirable or expedient by the Board in the best interest of the Company."

5. To approve request received from Mrs. Neha Poddar, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category.

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

"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other relevant provisions and subject to the approval of Stock Exchanges viz NSE and BSE, and/or any other approval, if any, as may be required, approval of the Members of the Company be and is hereby accorded for reclassification of Mrs. Neha Poddar who is holding Nil shares in the Company, as on the date of passing this resolution, from 'Promoter & Promoter Group' Category to 'Public' Category.

RESOLVED FURTHER THAT Mr. Ashok Kumar Todi, Chairman (DIN: 00053599) or Mr. Pradip Kumar Todi, Managing Director (DIN: 00246268) or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/ filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, Stock Exchanges, and/or any other approval, if any, as may be required and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

6. To approve request received from Mrs. Shilpa Agarwal Samriya, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category.

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

"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other relevant provisions and subject to the approval of Stock Exchanges viz NSE and BSE, and/or any other

approval, if any, as may be required, approval of the Members of the Company be and is hereby accorded for reclassification of Mrs. Shilpa Agarwal Samriya who is holding Nil shares in the Company, as on the date of passing this resolution, from "Promoter & Promoter Group" Category to "Public" Category.

RESOLVED FURTHER THAT Mr. Ashok Kumar Todi, Chairman (DIN: 00053599) or Mr. Pradip Kumar Todi, Managing Director (DIN: 00246268) or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/ filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, Stock Exchanges, and/or any other approval, if any, as may be required and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

7. To approve request received from Mr. Rohit Poddar, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category.

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

"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other relevant provisions and subject to the approval of Stock Exchanges viz NSE and BSE, and/or any other approval, if any, as may be required, approval of the Members of the Company be and is hereby accorded for reclassification of Mr. Rohit Poddar who is holding 51,425 shares in the Company (amounting to 0.17% of the total Paid-up Share Capital of the Company), as on the date of passing this resolution, from "Promoter & Promoter Group" Category to "Public" Category.

RESOLVED FURTHER THAT Mr. Ashok Kumar Todi, Chairman (DIN: 00053599) or Mr. Pradip Kumar Todi, Managing Director (DIN: 00246268) or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/ filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, Stock

Exchanges, and/or any other approval, if any, as may be required and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

8. To approve request received from Mr. Upendra Samriya, Person belonging to the Promoter Group, for reclassification from "Promoter & Promoter Group" category to "Public" category.

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

"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other relevant provisions and subject to the approval of Stock Exchanges viz NSE and BSE, and/or any other approval, if any, as may be required, approval of the

Members of the Company be and is hereby accorded for reclassification of Mr. Upendra Samriya who is holding 50,000 shares in the Company (amounting to 0.17% of the total Paid-up Share Capital of the Company), as on the date of passing this resolution, from "Promoter & Promoter Group" Category to "Public" Category.

RESOLVED FURTHER THAT Mr. Ashok Kumar Todi, Chairman (DIN: 00053599) or Mr. Pradip Kumar Todi, Managing Director (DIN: 00246268) or Mrs. Smita Mishra, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/ filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, Stock Exchanges, and/or any other approval, if any, as may be required and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

With regards,

Registered Office:

39, Kali Krishna Tagore Street
Kolkata-700007.

Date: August 09, 2022

Place: Kolkata

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

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

Notes:

1. Pursuant to the Circulars issued by the Ministry of Corporate Affairs ("MCA") on May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8 & 14, 2021 and May 5, 2022 (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 read with May 13, 2022 ("SEBI Circulars") the 27th AGM of the Company is being held through Video Conferencing ("VC")/ Other Audio-Visual means ("OAVM"), without the physical presence of the members at a common venue.

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 SECTION 105 OF COMPANIES ACT, 2013 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. As per Section 113(1)(a) Companies Act, 2013 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 or 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. As per the requirement of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), disclosures for item no. 3 for appointment of the Auditor and pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts concerning the special business under Item Nos. 4 to 8 of the Notice is annexed hereto.

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. Members are requested to address all correspondence, to the Company's Registrar and Share Transfer Agent ('RTA'), KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), **Unit: Lux Industries Limited**, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda Serilingampally, Mandal, Hyderabad 500032. Mail id: einward.ris@kfintech.com.
7. In compliance with the MCA Circular dated May 5, 2022, and SEBI Circular dated May 13, 2022, the requirement of sending physical copy of Annual Report is dispensed with. Accordingly, the Annual Report of the Company including the Notice of the 27th Annual General Meeting, 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 Participant(s) for communication purposes. Members may note that Notice and Annual Report for the financial year 2021-22 will also be available on the Company's website www.luxinnerwear.com, website of the Stock Exchanges viz BSE and NSE at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Limited, <https://evoting.kfintech.com>.
8. 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 12, 2022.
9. In compliance with the MCA and SEBI Circulars, the Company has published a public notice on August 12, 2022 by way of an advertisement before the date of circulation of Annual Report along with AGM Notice by email, in English Newspaper (Business Standard) having a nationwide circulation and also one in Bengali Newspaper (Ei Samay), 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.
10. The Register of Members and the Share Transfer book of the Company will remain closed from September 14, 2022, to September 20, 2022 (both days inclusive) for annual closing.
11. 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). 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, the Company wants to inform you that pursuant to the SEBI' 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 shareholder along with the specified format for furnishing the PAN and bank details and list of other documents required for this process.

12. As per Regulation 40 of SEBI Listing Regulations, as amended by SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 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 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 at P.S. Srijan Tech Park, DN -52, Sector-V, 10th Floor, Salt Lake City, Kolkata – 700 091 (Phone: 033-4040-2121; Email: cs@luxinnerwear.com).

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 RTA for consolidation into single folio.
14. 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 with 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 20, 2022. Members can inspect the same by sending an email to investors@luxinnerwear.com
15. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days from 2.00 P.M. to 5.00 P.M. up to the date of AGM.

16. 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 at least 10 days before the AGM so as to enable the management to keep the information ready for replying at the meeting.
17. 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.

18. 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, 2015 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 ₹ 80,850/- for Financial Year 2013-14 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. The

Company has given a public notice on August 03, 2022, 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 2014-15 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) along with the fee prescribed to the IEPF authority with a copy to the Company.

19. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations 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 27th Annual General Meeting (AGM) by electronic means through e-voting services provided by KFin Technologies Limited. The instruction for e-voting has been enclosed and sent alongwith the notice and the cut-off date for sending e-voting password to shareholders is fixed on August 12, 2022.

20. 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, Annual 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 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, Annual 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, Annual 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.

In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800 309 4001.

21. 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 16, 2022 (Friday)

End of remote e-voting: Upto 5:00 p.m. (IST) on September 19, 2022 (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 13, 2022
- 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 13, 2022, 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.

22. 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 13, 2022, 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 1-800-3094-001
 - iv. Member may send an e-mail request to evoting@kfintech.com
23. 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.
24. 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 .
25. The Board of Directors in their meeting held on August 9, 2022 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.
26. 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 declared results shall be available on the website of the Company (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.
27. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com, to receive copies of the Annual Report 2021-22 in electronic mode.

28. Members may follow the process detailed below for availing various investor services.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Unit: Lux Industries Limited ,Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc. held in physical form	ISR 4
	The forms for updating the above details are available at https://www.luxinnerwear.com/download-forms	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

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
1. User already registered for IDeAS facility: <ol style="list-style-type: none"> URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. 	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with user id and password. Option will be made available to reach e-Voting page without any further authentication. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" Proceed with completing the required fields. 	2. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields.

NSDL	CDSL
3. By visiting the e-Voting website of NSDL <ol style="list-style-type: none"> URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. 	3. By visiting the e-Voting website of CDSL <ol style="list-style-type: none"> URL: www.cdslindia.com Provide demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 Participants (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:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- 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.

- After entering these details appropriately, click on "LOGIN".
- 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.
- 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 with a copy marked to 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 serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/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.
 - ii. Alternatively, member may send an e-mail request at the email id 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 15, 2022 (9:00 A.M.) and will end on, September 17, 2022 (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 conduct of AGM.

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 number: 1800 3094 001 or send an e-mail at 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 email-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 13, 2022, 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 13, 2022.
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 two working days from 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) and on KFIn's website (<https://evoting.kfintech.com>) immediately after the result is declared and shall simultaneously be forwarded to the Stock Exchanges viz NSE and BSE, 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.
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: August 09, 2022

Place: Kolkata

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

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

Annexure to the Notice

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: To re-appoint M/s S K Agrawal and Co Chartered Accountants LLP as Statutory Auditors of the Company.

In terms of the provisions of Section 139 of the Companies Act, 2013 (the Act) read with Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, M/s S.K Agrawal And Co Chartered Accountants LLP, ('Firm') is eligible for reappointment for a further period of five years. Based on the recommendations of the Audit Committee the Board of Directors ('The Board'), at its meeting held on May 30, 2022, approved the reappointment of M/s S K Agrawal and Co Chartered Accountants LLP as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the 27th AGM until the conclusion of the 32nd AGM to be held in the year 2027. The reappointment is subject to approval of the shareholders of the Company.

The proposed remuneration to be paid for conducting the audit for the financial year ending in March 2023 is ₹ 30,00,000 (Rupees Thirty-Lakhs), excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals, and for the subsequent years as may be mutually agreed between the Company and the auditors from time to time. The Board in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

Brief Profile: M/s S.K Agrawal and Co Chartered Accountants LLP having Registration No. 306033E/ E300272, has been servicing across India from its Kolkata and Mumbai office for more than 50 years. The Firm has about 225 Qualified and Semi Qualified Staff. It is managed by professionals with

experiences spanning various industries. The firm provides service related to auditing assurance and accounting, domestic and international GAAP services, risk advisory services and other financial services.

Item No. 4: Re-appointment of Mr. Ashok Kumar Todi as Whole Time Director and Chairman of the Company.

The Board of Directors of the Company ("the Board") at its meeting held on August 9, 2022, on the recommendation of Nomination and Remuneration Committee (the 'NR Committee') and basis the approval of the Audit Committee at their meeting held on August 9, 2022, recommended for the approval of the Members, the re-appointment of Mr. Ashok Kumar Todi (DIN: 00053599) as a Director, liable to retire by rotation, and as the Whole time Director and Chairman of the Company, for a further period of 5 (five) years commencing from September 30, 2022 till September 29, 2027.

The broad particulars of the terms of re-appointment of Mr. Ashok Kumar Todi are as under:

1. Remuneration:

- a. **Basic Salary:** ₹ 37,50,000/- per month.
- b. **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 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.

c. Minimum remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of services of the whole-time director, the payment of salary, perquisites and other allowances shall be governed by the provisions under Part II of Schedule V of the Companies Act, 2013.

d. Reimbursement of Expenses:

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

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 Act') read with Schedule V of the Act. 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.

2. Other Key Terms:

a. Duties:

- (i) The Whole Time Director will perform his respective duty while executing the work of the Company and he will manage and address such business and carry out the orders and directions given by the Board from time to time in all respects.
- (ii) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole Time Director shall adhere to the Company's Code of Conduct and Insider Trading Code of the Company.
- (iv) The office of the Whole Time Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (v) The office of the Whole Time Director is liable to retire by rotation. Mr. Ashok Kumar Todi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under

subsection (3) of Section 196 of the Act for being eligible for his re-appointment. and is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

b. Variation: Any increment in salary and perquisites and remuneration by way of incentive / bonus / performance linked incentive, if any, payable to Mr. Ashok Kumar Todi, as may be determined by the Board and / or the NR Committee of the Board, shall be in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and Regulation 17(6) (e) of the Listing Regulations.

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

d. Qualification: He is not disqualified or prevented from acting as a director or Whole-Time director and Chairman of the Company, under applicable laws including the Companies Act, 2013; SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received all statutory disclosures / declarations from him, including

- (i) consent in writing, to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Mr. Ashok Kumar Todi, as Chairman and Whole Time Director.

The Company is entering into an agreement with Mr. Ashok Kumar Todi that sets out the terms and conditions of reappointment.

The disclosure pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice.

Disclosure of Interest: Mr. Pradip Kumar Todi, Mr. Navin Kumar Todi, Mr. Rahul Kumar Todi, Mr. Saket Todi and Mr. Udit Todi, being relatives of Mr. Ashok Kumar Todi, are deemed to be concerned or interested, financially and otherwise 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.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of a Special Resolution.

Item No. 5, 6, 7 & 8: Reclassification category Promoter & Promoter Group to Public

The Company has received requests under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") from Mrs. Neha Poddar, Mrs. Shilpa Agarwal Samriya, Mr. Rohit Poddar and Mr. Upendra Samriya belonging to the Promoter & Promoter Group, for reclassification of their category from 'Promoter & Promoter Group' to 'Public'. The following are the details regarding their respective shareholding in the Company:

Name of the Shareholder	No. of Equity shares held (Face Value of ₹ 2/- each)	Percentage of shareholding (%)
Mrs. Neha Poddar	Nil	-
Mrs. Shilpa Agarwal Samriya	Nil	-
Mr. Rohit Poddar	51,425	0.17%
Mr. Upendra Samriya	50,000	0.17%

Pursuant to the provisions of Regulation 31A(3)(b) of the ('Listing Regulations), the aforesaid shareholders seeking reclassification have confirmed that: -

- They together do not hold more than ten per cent of the total Voting Rights in the Company.
- They do not exercise control over the affairs of the Company directly or indirectly.
- They do not have any special rights with respect to the Company through formal or informal arrangements

including through any shareholder agreements.

- They do not represent on the Board of Directors (including not having a Nominee Director) of the Company.
- They do not act as a Key Managerial Person in the Company.
- They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines.
- They are not fugitive economic offenders.

The Members are further informed that Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations and does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges where its Equity shares are listed ("Stock Exchanges") or the depositories. Further, trading in the Equity shares of the Company has not been suspended by the Stock Exchanges.

Further, the aforesaid shareholders have confirmed/undertaken that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of ('Listing Regulations).

The request received for reclassification from aforementioned Shareholders was placed before the Board of Directors (Board) for consideration in the meeting held on August 09, 2022. The Board considered the request, analyzed it, and approved their reclassification request subject to the approvals of the Members of the Company, Stock Exchanges (BSE and NSE) and/ or such other authorities as may be required.

In accordance with the Listing Regulations, and the persons related to them as defined under clause (b) of sub-regulation (1) of Regulation 31A of the Listing Regulations shall not vote on this resolution.

The Promoter & Promoter Group shareholding in the Company before and after considering the reclassification request under item 5, 6, 7 and 8 is as follows: -

Particulars	Promoter & Promoter Group Shareholding	Percentage (%)	Public Holding	Percentage (%)
Pre-Reclassification Shareholding*	223,51,272	74.33	77,20,409	25.67
Post -Reclassification Share holding	222,49,847	73.99	78,21,834	26.01

*The Pre-Reclassification Shareholding is as on June 30, 2022.

Disclosure of interest: Mrs. Neha Poddar and Mrs. Shilpa Agarwal Samriya, are the married daughters of Mr. Ashok Kumar Todi and sisters of Mr. Saket Todi. Mr. Rohit Poddar and Mr. Upendra Samriya are husband of Mrs. Neha Poddar and Mrs. Shilpa Agarwal Samriya respectively. In addition, Mr. Pradip Kumar Todi, Mr. Navin Kumar Todi Mr. Rahul Kumar Todi and Mr. Udit Todi are relatives of the Outgoing Promoters. Apart from this relation and to the extent of shareholding held by the Directors of the Company, none of the Directors or KMPs of the company are interested in the proposed resolution.

The Board recommends the resolution set out at Item No. 5 to 8 of the Notice for approval by the Members by way of Ordinary Resolutions.

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

[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 on General Meeting].

Name of the Director	Mr. Pradip Kumar Todi (Item No. 2- Re-appointment)	Mr. Navin Kumar Todi (Item No. 2- Re-appointment)
DIN	00246268	00054370
Date of Birth & Age	August 4, 1963- 59 years	October 3, 1980- 42 years
Date of appointment	July 21, 1995	May 25, 2021
Qualification	Bachelors in commerce	Bachelors in commerce
Brief resume and expertise in functional area	Sri Pradip Kumar Todi hails from an illustrious family which is engaged in the Hosiery business for 5 decades. He joined the business at an early age and has obtained vast experience in all the fields of business. He was instrumental in setting up the present Company which has emerged as the pioneer in the field of Hosiery Goods under his able guidance and grand vision. He looks after the production function from the last 20 years and has detailed knowledge of product and its costing. His leadership and innovative skills paved way to the minefield increase in turnover of the Company over the years.	Mr. Navin Kumar Todi has more than 21 years of experience in the hosiery industry and under his leadership, the company successfully rose to the challenges of a competitive environment by enhancing product offerings. During his long tenure of 20+ years, he has worked across various areas, building multi-dimensional experience, especially in marketing, operations, etc. His dynamic leadership and passion for the business are recognized and acknowledged by his peers.
Terms of Appointment	As per the resolution at Item no. 2 of this Notice. Pradip Kumar Todi's office as director shall be subject to retirement by rotation.	As per the resolution at Item no. 2 of this Notice. Navin Kumar Todi's office as director shall be subject to retirement by rotation .
No. of equity shares held in the Company (as on 30.06.2022)	44,15,290	3,25,363
Directorship in other Companies	<ul style="list-style-type: none"> ▪ Artimas Fashions Private Limited ▪ Biswanath Hosiery Mills Limited ▪ Altai Industries Private Limited ▪ Biswanath Real Estate Private Limited ▪ P.G. Buildtech Private Limited ▪ Rotex Intertrade Pvt Ltd ▪ Hollyfield Traders Pvt Ltd ▪ Chitragupta Sales & Services Pvt Ltd ▪ Yourway Abode Estate Private Limited ▪ Seekers Realty Private Limited ▪ P. G. Infraprojects Private Limited ▪ Starisland Estates Private Limited ▪ Climb Abode Realestates Private Limited ▪ Ultimateabode Builders Private Limited ▪ Squad Infrastructure Projects Private Limited ▪ Think Real Properties Private Limited 	NIL

Name of the Director	Mr. Pradip Kumar Todi (Item No. 2- Re-appointment)	Mr. Navin Kumar Todi (Item No. 2- Re-appointment)
Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2022 # (C= Chairman) (M= Member)	NIL	NIL
Membership/Chairmanship in the Committee of the Board of directors of the Company #	NIL	NIL
Relationship with other Directors	Younger brother of Sri Ashok Kumar Todi, Father of Mr. Udit Todi and Uncle of Mr. Saket 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 of Mr. Saket Todi and Udit Todi
Number of Board meetings attended during the year	6/8	7/8
Remuneration paid during the year 2021-22	₹ 4.28 Crores	₹ 1.53 crores
Remuneration sought to be paid	₹ 4.50 Crores	₹ 1.80 crores

Name of the Director	Mr. Ashok Kumar Todi (Item No. 4- Re-appointment)
DIN	00053599
Date of Birth & Age	September 17, 1958 - 64 years
Date of appointment	July 21, 1995
Qualification	Bachelors in Commerce
Brief Resume and expertise in functional area	Mr. Ashok Kumar Todi is engaged in the hosiery business for around five decades, he had joined the business at an early age and his forte lies in marketing the products of the Company, formulating various policies for growth & expansion of the business throughout India. Presently he is looking after the marketing and exports of the Company. He has rejuvenated the exploration of new schemes for distributors, retailers and consumers. His dynamic marketing ability and good export vision helped the Company to achieve new height and bringing higher revenues.
Terms of Appointment	As provided in the Explanatory Statement.
No. of equity shares held in the Company (as on 30.06.2022)	36,58,654
Directorship in other Companies	<ul style="list-style-type: none"> ▪ Biswanath Hosiery Mills Limited ▪ Bharat Chamber of Commerce ▪ Artimas Fashions Private Limited ▪ Altai Industries Private Limited ▪ Biswanath Real Estate Private Limited ▪ P.G. Buildtech Private Limited ▪ Rotex Intertrade Private Limited ▪ Chitragupta Sales & Services Private Limited ▪ Hollyfield Traders Private Limited ▪ Bansal Vedic Village Private Limited

Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2022 # (C= Chairman) (M= Member)	NIL
Membership/Chairmanship in the Committee of the Board of directors of the Company #	Member of Stakeholder Relationship Committee
Relationship with other Directors	Elder brother of Sri Pradip Kumar Todi, Father of Mr. Saket Todi and Uncle of Mr. Udit Todi, Mr. Navin Kumar Todi and Mr. Rahul Kumar Todi
Number of Board meetings attended during the year	8/8
Remuneration paid during the year 2021-22	₹ 4.28 Crores
Remuneration sought to be paid	₹ 4.50 Crores
Information as required under circular No. LIST/COMP/14/2018-. 19 and NSE/CML/2018/24 dated June 20, 2018, issued by BSE and NSE respectively.	Mr. Ashok Kumar Todi is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority

#Committee positions only of Audit Committee and Stakeholder Relationship Committee of Public Companies has been considered.

Notes

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.