

NOTICE

Dear Members,

NOTICE is hereby given that the **30th (Thirtieth) Annual General Meeting (“AGM”)** of the members of **Lux Industries Limited** (“the Company”) will be held on **Monday, the 22nd day of September, 2025 at 11.00 a.m. (IST) through Video Conferencing / Other Audio-Visual Means (“VC / OAVM”)**, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

2. To declare a final dividend of ₹2.00 per Equity Share (i.e., 100% of the face value of ₹2 each), for the financial year ended March 31, 2025.
3. To appoint Mr. Pradip Kumar Todi (DIN: 00246268), who retires by rotation in accordance with Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment as a director.
4. To appoint Mr. Navin Kumar Todi (DIN: 00054370), who retires by rotation in accordance with Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment as a director.

SPECIAL BUSINESS

5. Re-appointment of Mr. Navin Kumar Todi (DIN: 00054370) as an 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 Sections 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the 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 Regulation 17(6)(e) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended from time to time, and in accordance with applicable clauses of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Navin Kumar Todi (DIN: 00054370) as a Whole-time Director, designated as an Executive Director, liable to retire by rotation, for a further term of 5(five) consecutive years from the expiry of his present term of office i.e. with effect from May 25, 2026 till May 24, 2031 (both days inclusive), on a monthly remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs only), and on the terms and conditions as set out in the Explanatory Statement annexed to this Notice for convening the 30th Annual General Meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors (‘the Board’, which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and as may be acceptable to Mr. Navin Kumar Todi, subject to the same being in accordance with applicable laws;

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 are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Re-appointment of Mr. Rahul Kumar Todi (DIN: 00054279) as an 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 Sections 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the 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 Regulation 17(6)(e) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to

time, and in accordance with applicable clauses of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rahul Kumar Todi (DIN: 00054279) as a Whole-time Director, designated as an Executive Director, liable to retire by rotation, for a further term of 5(five) consecutive years from the expiry of his present term of office i.e. with effect from May 25, 2026 till May 24, 2031 (both days inclusive), on a monthly remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs only), and on the terms and conditions as set out in the Explanatory Statement annexed to this Notice for convening the 30th Annual General Meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors ('the Board', which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and as may be acceptable to Mr. Rahul Kumar Todi, subject to the same being in accordance with applicable laws;

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 are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Re-appointment of Mr. Saket Todi (DIN: 02821380) as an 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 Sections 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the 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 Regulation 17(6)(e) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with applicable clauses of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Saket Todi (DIN: 02821380) as a Whole-time Director, designated as an Executive Director, liable to retire by rotation, for a further term of 5(five) consecutive years

from the expiry of his present term of office i.e. with effect from May 25, 2026 till May 24, 2031 (both days inclusive), on a monthly remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs only) and on the terms and conditions as set out in the Explanatory Statement annexed to this Notice for convening the 30th Annual General Meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors ('the Board', which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and as may be acceptable to Mr. Saket Todi, subject to the same being in accordance with applicable laws;

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 are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Re-appointment of Mr. Udit Todi (DIN: 02017579) as an 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 Sections 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the 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 Regulation 17(6)(e) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with applicable clauses of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Udit Todi (DIN: 02017579) as a Whole-time Director, designated as an Executive Director, liable to retire by rotation, for a further term of 5(five) consecutive years from the expiry of his present term of office i.e. with effect from May 25, 2026 till May 24, 2031 (both days inclusive), on a monthly remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs only), and on the terms and conditions as set out in the Explanatory Statement annexed to this Notice for convening the 30th Annual General Meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with

liberty to the Board of Directors ('the Board', which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and as may be acceptable to Mr. Udit Todi, subject to the same being in accordance with applicable laws;

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 are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Re-appointment of Mrs. Ratnabali Kakkar (DIN: 09167547) as an Independent Director of the Company for the second term of five consecutive years

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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17, 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mrs. Ratnabali Kakkar (DIN: 09167547), who meets the criteria of Independence as prescribed under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5(five) consecutive years with effect from May 25, 2026 till May 24, 2031 (both days inclusive);

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 are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. Re-appointment of Mr. Rajnish Rikhy (DIN: 08883324) as an Independent Director of the Company for the second term of five consecutive years

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 Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17, 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Rajnish Rikhy (DIN: 08883324), who meets the criteria of Independence as prescribed under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5(five) consecutive years with effect from May 25, 2026 till May 24, 2031 (both days inclusive);

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 are hereby severally authorised to do all such acts, deeds, matters and things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. Appointment of M/s. MR & Associates, Practicing Company Secretaries (Firm Registration No.: P2003WB008000) as the Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 204, and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws/statutory provisions, if any, as amended from time to time (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of M/s MR & Associates, Practicing Company Secretaries (Firm Registration No.: P2003WB008000) as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from financial year 2025-26 till 2029-30, on such remuneration and such terms and conditions as may be determined by the Board of Directors (including its committees thereof), to conduct the Secretarial Audit of the Company and to issue the Secretarial Audit Report;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors;

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 are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution.”

By order of the Board of Directors
Lux Industries Limited

Registered Office:

39, Kali Krishna Tagore Street
Kolkata -700007

Place: Kolkata

Date: August 12, 2025

Sd/-

Smita Mishra

Company Secretary & Compliance Officer

M. No.: ACS 26489

Notes

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020 and 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing or Other Audio Visual Means (VC/OAVM)”, (collectively referred to as “MCA Circulars”) and SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 07, 2023 and October 03, 2024 (collectively referred to as “SEBI Circulars”) and other applicable circulars issued in this regards have permitted holding the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of members at a common venue to be held on or before September 30, 2025 in accordance with the requirements laid down in General Circular No. 20/ 2020 dated May 05, 2020. Hence, in compliance with the applicable provisions of the Companies Act, 2013 (‘the Act’) and the above-mentioned MCA and SEBI Circulars, the 30th AGM of the Company is being held through VC/OAVM on Monday, the 22nd day of September 2025 at 11 A.M. (IST). The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 39, Kali Krishna Tagore Street, Kolkata - 700007.
2. **PURSUANT TO THE PROVISIONS OF SECTION 105 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 SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE, THE AGM IS BEING HELD THROUGH VC/OAVM PURSUANT TO THE MCA AND SEBI CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of the business under Item nos. 5 to 11 to be transacted at this AGM, is annexed herewith. The brief details of the directors, who are being re-

appointed, are annexed to the Notice as per the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and revised Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”). Requisite declarations have been received from the Directors seeking re-appointment.

4. 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.
5. 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, Telangana - 500032. Mail id: einward.ris@kfintech.com.
6. In compliance with the requisite MCA and SEBI Circulars, the requirement of sending physical copy of the Annual Report has been dispensed with. Accordingly, the Annual Report of the Company including the Notice of the 30th Annual General Meeting, inter alia indicating the process and manner of e-voting is being sent only through electronic mode to those members whose email IDs are registered with the Company/ National Securities Depository Limited (‘NSDL’) and Central Depositories Services (India) Limited (‘CDSL’), (collectively ‘Depositories’)/ Registrar & Transfer Agent (‘RTA’) for communication purposes.
7. However, as per Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link with the exact path to access the complete Annual Report has been dispatched to those shareholders who have not registered their email addresses with the Company, Depositories or RTA for communication purposes. Further, as per Regulation 36(1) (c) of the SEBI Listing Regulations, the Company will send the hard copy of full Annual Report to those shareholders who request for the same at investors@luxinnerwear.com mentioning their Folio No./DP ID and Client ID.

Members may note that Notice and Annual Report for the 30th AGM for the financial year 2024-25 will also be available on the Company’s website www.luxinnerwear.com, website of the Stock Exchanges i.e., 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 names will appear in the register of members/ list of beneficiaries received from the depositories, as on August 22, 2025.

9. In compliance with the MCA and SEBI Circulars, the Company published a public notice on August 20, 2025 by way of a newspaper advertisement before the date of circulation of Annual Report along with AGM Notice to shareholders of Company, in English Newspaper (Business Standard) having a nationwide circulation and also one in Regional Newspaper (Ei Samay).
10. In order to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/ HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, read together with the SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated 14th December 2021 and Master circular dated 23rd June 2025 (hereinafter, collectively referred as the “SEBI KYC Circulars”) mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed Form ISR-1 to the RTA of the Company. The said forms can be downloaded from the website of the Company or from the website of our RTA.

The Register of Members and the Share Transfer book of the Company will remain closed from **Tuesday, September 16, 2025 to Monday, September 22, 2025** (both days inclusive) for annual closing and determining the entitlement of the shareholders for the payment of dividend for the financial year 2024-2025.

11. Dividend related information:

- a. The final dividend of ₹2.00/- per equity share (i.e. 100% of the face value of ₹2.00 each), as recommended by the Board of Directors, if approved at the AGM, will be paid within 30 days of declaration to those members in public category (excluding those public shareholders whose request for waiver of their right to receive the dividend for FY 2024-25 has been duly accepted by the Company) whose names appear on the Register of members/ beneficial owners as provided by the Depositories **as on the Record Date, being September 15, 2025** subject to applicable deduction of tax at source.

The Promoters and Promoter Group shareholders have waived their right to receive the final dividend for FY 2024-25 in order to conserve resources for future expansion, while rewarding public shareholders.

- b. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) read with has mandated that with

effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Hence kindly ensure the following details such as furnishing the PAN, KYC details (including Postal address with PIN, Email address, mobile number and bank account details), choice of nomination, contact details including mobile number, bank account details and specimen signature are updated with Registrar to avail dividend credit in bank account as no dividend will be paid to physical shareholders by way of issuance of physical warrant with effect from April 1, 2024.

Kindly ensure these details are updated with Registrar to avail uninterrupted service request and dividend credit in bank account.

- c. Shareholders may note that as per Income Tax Act, 1961, (the 'IT Act'), dividends paid or distributed by a Company shall be taxable in the hands of shareholders. Accordingly, the Company would be required to deduct applicable Tax at Source ('TDS') in respect of payment of approved dividend to its shareholders (resident as well as non-resident).
- d. To enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company/Registrars and Transfer Agents by sending documents through e-mail on or before **September 15, 2025** to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. A separate communication in this regard has been sent to the registered email address of the members by the Company.

i. For Resident Shareholders:

Tax shall be deducted at source under section 194 of the IT Act, at the rate of 10% on the amount of final dividend for the financial year 2024-25 declared and paid by the Company during financial year 2025-26, subject to PAN details registered/updated by the Member. However, in the following cases, TDS at the rate of 20% would be applicable as per the IT Act:

- Section 206AA of the IT Act- In case where, PAN is not available/ submitted, or PAN submitted is invalid or PAN is not linked with Aadhar; or

No tax shall be deducted at source on the dividend payable to a resident individual if the aggregate dividend to be received by the said resident

individual member from the Company during a financial year does not exceed ₹10,000 (Rupees Ten Thousand Only); or if an eligible resident shareholder provides a valid declaration in Form 15G/Form 15H or other documents as may be applicable to different categories of shareholders.

Further, if a shareholder has obtained a lower or Nil withholding tax certificate from the tax authorities and provides a copy of the same to the Company, tax shall be deducted on the dividend payable to such shareholder at the rate specified in the said certificate.

ii. Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of Section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted at the rate of 20% or applicable rate plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders.

For Foreign Institutional Investors ('FII')/ Foreign Portfolio Investors ('FPI') shareholders, TDS will be deducted under section 196D.

However, as per section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') read with applicable Multilateral Instrument ('MLI') provisions, if they are more beneficial to them.

- e. A list of documents/ declarations required to be provided by the resident shareholders and list of documents/ declarations required to claim the benefit of DTAA by the non-resident shareholders are being made available on the Company's website at <https://www.luxinnerwear.com/investors/company-announcement>. Kindly note that the documents should be uploaded with KFin, the Registrar and Share Transfer Agent of the Company at <https://ris.kfintech.com/form15> or email at einward_ris@kfintech.com
- f. **No communication on the tax determination/ deduction shall be entertained after September 15, 2025.**
- g. The documents submitted by the members will be verified and the Company will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the IT Act. A detailed communication from the

Company has been mailed to the shareholders, on August 22, 2025, regarding the TDS communication. It is also available on the website of the Company at <https://www.luxinnerwear.com/investors/company-announcement>

- h. If the dividend income is assessable to tax in the hands of a person other than the registered shareholder as on the record date, the registered shareholder is required to furnish a declaration to the Company containing the name, address, permanent account number of the person to whom TDS credit is to be given and reasons for giving credit to such person on or before September 15, 2025.
- i. In addition to the above, please note the following:
- In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
 - In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the required details/ documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted.

- j. The Company shall arrange to e-mail the soft copy of the TDS certificate, if applicable, to shareholders at the e-mail ID registered with KFin within the prescribed time as per the IT Act. The amount of TDS can also be viewed in Form 26AS on the website of the Income Tax Department of India <https://www.incometax.gov.in/iec/foportal/>
- k. In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible for indemnifying the Company, and also provide the Company with all information/ documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.
12. As per Section 113(1)(a) of the Act, 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."

13. Regulation 40 of the SEBI Listing Regulations mandates that the transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in dematerialised mode. Further, SEBI, vide its Circular dated January 25, 2022, read with Master circular dated June 23, 2025, has clarified that listed companies, with immediate effect, shall issue the securities only in dematerialised mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc.

The shareholders may approach the Depository Participant for further clarification in this regard. Shareholders are requested to contact the Company's RTA, KFin Technologies Ltd for any queries in regard 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) for further assistance.

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 electronically for inspection by the Members from the date of circulation of this Notice up to date of the AGM. Members seeking to inspect such documents can send an email to investors@luxinnerwear.com.
15. Relevant documents referred to in the Notice will be available for inspection by the Members in electronic mode from the date of circulation of this Notice up to **date of the AGM, i.e. September 22, 2025**, Members can inspect the same by sending an email to investors@luxinnerwear.com or 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 the same 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 Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, dividend for the financial year ended March 31, 2018 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. The detailed dividend history and due dates for transfer of Unclaimed Dividend to IEPF are provided in the Report on Corporate Governance annexure to Directors' Report of Annual Report and is also available on the website of the Company at www.luxinnerwear.com.

During the financial year under review, the Company has transferred unpaid/unclaimed dividend, amounting to ₹ 83,661.2/- for Financial Year 2016-17 to the Investor Education and Protection Fund (IEPF).

(ii) Transfer of shares to IEPF

Further pursuant to the provisions of Section 124(6) of the Act, the IEPF Rules, (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 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 01, 2025, published in Business Standard (English Newspaper) and Ei Samay (Bengali

Newspaper). Individual notice was sent 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 seven consecutive years from Financial Year 2017-18 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 and they may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/or shares via www.iepf.gov.in.

E-voting

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, and Regulation 44 of the SEBI 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 30th AGM by electronic means through e-voting services provided by KFin Technologies Limited. The instructions for e-voting have been enclosed and sent along with the notice and the cut-off date for sending e-voting password to shareholders is fixed on August 22, 2025.

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

For shareholders holding securities in physical mode:

Shareholders holding shares in physical form are hereby notified that based on the SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile numbers. Moreover, to avail of online services, the security holders can register e-mail ID. They can also register/update their contact details, bank details through submitting the requisite **Form ISR-1** along with the supporting documents. ISR-1 Form can be obtained by following the link: <https://ris.kfintech.com/client/services/isc/default.aspx>. The detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

Members holding shares in dematerialized mode:

Members are requested to register/ update their email address or KYC details with their relevant Depository Participant.

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 18, 2025 (Thursday)
End of remote e-voting: Upto 5:00 p.m. (IST) on September 21, 2025 (Sunday).

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.

22. The voting rights of Members for remote e-voting and 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 recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, **as on cut-off date i.e., September 15, 2025** 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. Any person who becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date, 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. Sankara Gokavarapu, an official of KFIN, at the toll-free number 1800-309-4001 or at email: evoting@kfintech.com.
25. 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 2024-25 in electronic mode.

Additionally we wish to inform that our RTA had taken necessary steps at their end to process unclaimed dividends to the respective demat account holders through the simplified systematic approach such as they had search for the updated bank account details across other ISINs and also with Depositories where successful dividend payments have been made, based on the same, they shall process unpaid dividends, for beneficial owners with no holdings at present in any of the ISIN being serviced by the RTA, the old dividends shall be paid by RTA after seeking bank details from Depositories, for beneficial owners where old dividends are unpaid, but the subsequent dividends are being paid after dematerialization, RTA shall get updated bank account details from latest BENPOS from Depositories and process such unpaid dividends, thereafter taking these necessary steps, RTA

shall prepare list of beneficial owners where no bank accounts details could be found and unpaid dividends hence could not be processed. Such beneficial owners would be targeted for sending appropriate communication for updating their bank account details with RTA/Depository Participants in order to prevent transfer of shares/dividends to IEPF.

26. The Board of Directors in their meeting held on August 12, 2025 have 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 fairly and transparently and they have communicated their willingness to be appointed and will be available for the same purpose.

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





Type of holder	The 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, Telangana – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/updates 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 Debentures) 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, register your email address, and bank account details in your demat account, as per the process advised by your DP.	

29. **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 to access e-Voting facility.

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

NSDL	CDSL
<p>1. User already registered for IDEAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDEAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting.”</p> <p>IV. 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.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasitoken/home/login</p> <p>or</p> <p>URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>

NSDL	CDSL
<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select “Register Online for IDeAS” III. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. <p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. 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. <p>4. NSDL Speede</p> <p>Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>	<p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.

- b. 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.

- c. Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:**

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.

d. Login method for e-Voting for shareholders other than Individual 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:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/> in the address bar.
- 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) 9113**, 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 account.
- 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 clicking 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."

30. 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 the 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 the AGM and will continue till the conclusion of the AGM. The facility will be available to the 1,000 (one thousand) Members on a 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 16, 2025 (9:00 A.M. IST) and will end on, September 19, 2025 (5:00 P.M. IST)**. 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 authorizing 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).
31. **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 15, 2025**, and who has 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.
32. 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 depositories **as on the cut-off date of September 15, 2025**.
33. The Scrutinizer shall, after the conclusion of the voting at AGM, first count the votes cast at the 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.
34. The Scrutinizer’s decision on the validity of the vote shall be final and binding.
35. The result declared along with the Scrutinizer’s report shall be placed on the website of the Company (www.luxinnerwear.com) and KFin’s website (<https://evoting.kfintech.com>).

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.

36. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website www.luxinnerwear.com.
37. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, and SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with other relevant circulars issued in this regards (as amended from time to time), has established a common

Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.sebi.gov.in/> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

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

Registered Office:

39, Kali Krishna Tagore Street
Kolkata -700007

Place: Kolkata

Date: August 12, 2025

Sd/-

Smita Mishra

Company Secretary & Compliance Officer

M. No.: ACS 26489

EXPLANATORY STATEMENT TO THE NOTICE OF 30TH AGM

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with the rules made thereunder, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards -2 on General Meetings (SS-2) sets out all material facts relating to the business mentioned under Item Nos. 5 to 11 of the accompanying Notice:

Item 5: Re-appointment of Mr. Navin Kumar Todi (DIN: 00054370) as an Executive Director of the Company

Mr. Navin Kumar Todi (DIN: 00054370) was appointed as the Executive Director of the Company for a term of 5 years effective from May 25, 2021 till May 24, 2026 and the said appointment was approved by the shareholders at the 26th Annual General Meeting of the Company.

Based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and considering his experience, expertise, contributions, and performance evaluation report, the Board of Directors, at its meeting held on August 12, 2025, subject to approval of the members of the Company, approved the re-appointment of Mr. Navin Kumar Todi (DIN: 00054370) as a Whole-time Director, designated as Executive Director, liable to retire by rotation for a further term of 5 (five) consecutive years with effect from May 25, 2026 till May 24, 2031 on a monthly remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs only) and on such terms and conditions as set out herein.

Mr. Navin Kumar Todi is a Commerce Graduate and has more than 24 years of rich experience in the hosiery line of business. He is responsible for operations of the Tiruppur unit of the Company. During his tenure, he has worked across various areas, building a multi-dimensional experience, especially in marketing, operations, etc. His dynamic leadership and passion for the business are recognized and acknowledged by his peers.

The Company has received the following declarations from Mr. Navin Kumar Todi:

- (a) Consent in writing to act as a director;
- (b) Disclosure of Interest under Section 184 of the Act; and
- (c) Declaration confirming that he is not disqualified under Section 164(2) of the Act.

Further, the Company has also received a notice under Section 160(1) of the Act from a member proposing his candidature for his re-appointment as a director. The profile and specific areas

of expertise of Mr. Navin Kumar Todi are provided as Annexure to this Notice.

The terms of re-appointment and remuneration payable to Mr. Navin Kumar Todi are as follows:

1. Remuneration:

a. Salary: Rs. 15,00,000/- (Rupees Fifteen Lakhs only) 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 utilization 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 computation of the overall ceiling of remuneration.

The Executive Director shall not be entitled to any sitting fees for attending meetings of the Board and/or Committee thereof, in addition to the salary and perquisites mentioned above.

c. Minimum remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of appointment Mr. Navin Kumar Todi as an Executive Director, in the event of loss or inadequacy of profits in any financial year, the Company will continue to pay the salary, perquisites and other allowances as fixed above as the minimum remuneration.

d. Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging including for himself and his spouse and attendant(s) during business trips, any medical assistance/expenses incurred for himself and his

respective family members including spouse at actuals; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and such expense not to be 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 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 approved by the Board.

2. Other Key Terms:

a. Duties:

- (i) The Executive Director shall perform his respective duties while executing the work of the Company and he shall 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 Executive Director shall act as per 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 Executive Director shall adhere to the Company's Code of Conduct and the Insider Trading Code of the Company.
- (iv) The office of the Executive Director may be terminated by the Company or the concerned Director himself 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 and Section 196(3) 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 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 the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

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

- 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 debarred from acting as a director or Whole-Time director of the Company, under the applicable laws including the Companies Act, 2013 and the SEBI Listing Regulations.

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 Act, from a member, intending to nominate Mr. Navin Kumar Todi, as Executive Director of the Company.

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

The disclosure pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings (SS-2) is annexed to this Notice.

Disclosure of Interest: Mr. Ashok Kumar Todi, Mr Pradip Kumar Todi, Mr. Rahul Kumar Todi, Mr. Saket Todi and Mr. Udit Todi, being relatives of Mr. Navin 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 are deemed to be concerned or interested in the said agenda item in any manner whatsoever.

The Board recommends the resolution set out in Item No. 5 of this Notice for approval of the Members by way of a Special Resolution.

Item 6: Re-appointment of Mr. Rahul Kumar Todi (DIN: 00054279) as an Executive Director of the Company

Mr. Rahul Kumar Todi (DIN: 00054279) was appointed as the Executive Director of the Company for a term of 5 years effective from May 25, 2021 till May 24, 2026 and the said appointment was approved by the shareholders at the 26th Annual General Meeting of the Company.

Based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and considering his experience, expertise, contributions, and performance evaluation report, the Board of Directors at its meeting held on August 12, 2025, subject to approval of the members of the Company, approved the reappointment of Mr. Rahul Kumar Todi (DIN: 00054279) as a Whole-time Director, designated as Executive Director, liable to retire by rotation for a further term of 5 (five) consecutive years with effect from May 25, 2026 till May 24, 2031 on a monthly remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs only) and on such terms and conditions as set out herein.

Mr. Rahul Kumar Todi has done his post graduation in Business Management from GRD College, Coimbatore and has 20+ years of rich experience in the hosiery line of business. He has handled a wide range of responsibilities across businesses and his leadership tenure is enriched by the extensive experience gained in overseeing several functions including finance, personnel, operations, among many others. Currently, he heads Vertical C of the Company consisting of Company's significant brand GENX, Lux Classic, Lux Karishma and Lux Amore acting as a key member of the executive leadership team, aligning vertical goals with the Company's broader mission and long-term vision.

The Company has received the following declarations from Mr. Rahul Kumar Todi

- (a) Consent in writing to act as a director;
- (b) Disclosure of Interest under Section 184 of the Act; and
- (c) Declaration confirming that he is not disqualified under Section 164(2) of the Act.

Further, the Company has also received a notice under Section 160(1) of the Act from a member proposing his candidature for his re-appointment as a director. The profile and specific areas of expertise of Mr. Rahul Kumar Todi are provided as Annexure to this Notice.

The terms of re-appointment and remuneration payable to Mr. Rahul Kumar Todi are as follows -

1. Remuneration:

- a. **Salary:** Rs. 15,00,000/- (Rupees Fifteen Lakhs only) 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 utilization 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 computation of the overall ceiling of remuneration.

The Executive Director shall not be entitled to any sitting fees for attending meetings of the Board and/or Committee thereof, in addition to the salary and perquisites mentioned above.

- c. **Minimum remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of appointment Mr. Rahul Kumar Todi as an Executive Director, in the event of loss or inadequacy of profits in any financial year, the Company will continue to pay the salary, perquisites and other allowances as fixed above as the minimum remuneration.
- d. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging including for himself and his spouse and attendant(s) during business trips, any medical assistance/expenses incurred for himself and his respective family members including spouse at actuals; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and such expense not to be 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 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 approved by the Board.

2. Other Key Terms:

a. Duties:

- (i) The Executive Director shall perform his respective duties while executing the work of the Company and he shall 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 Executive Director shall act as per 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 Executive Director shall adhere to the Company's Code of Conduct and Insider Trading Code of the Company.
- (iv) The office of the Executive Director may be terminated by the Company or the concerned Director himself 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 and Section 196(3) 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 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 the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

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

- 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 debarred from acting as a director or Whole-Time director of the Company, under the applicable laws including the Companies Act, 2013 and the SEBI Listing Regulations.

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 Act, from a member, intending to nominate Mr. Rahul Kumar Todi, as Executive Director of the Company.

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

The disclosure pursuant to Regulation 36 of the SEBI Listing Regulations Secretarial Standard -2 on General Meetings (SS-2) is annexed to this Notice.

Disclosure of Interest: Mr. Ashok Kumar Todi, Mr Pradip Kumar Todi, Mr. Navin Kumar Todi, Mr. Saket Todi and Mr. Udit Todi, being relatives of Mr. Rahul 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 are deemed to be concerned or interested in the said agenda item in any manner whatsoever.

The Board recommends the resolution set out in Item No. 6 of this Notice for approval of the Members by way of a Special Resolution.

Item 7: Re-appointment of Mr. Saket Todi (DIN: 02821380) as an Executive Director of the Company

Mr. Saket Todi (DIN: 02821380) was appointed as the Executive Director of the Company for a term of 5 years effective from May 25, 2021 till May 24, 2026 and the said appointment was approved by the shareholders at the 26th Annual General Meeting of the Company.

Based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and considering his experience, expertise, contributions, and the performance evaluation report, the Board of Directors, at its meeting held on August 12, 2025, subject to approval of the members of the

Company, approved the reappointment of Mr. Saket Todi (DIN: 02821380) as a Whole-time Director, designated as Executive Director, liable to retire by rotation for a further term of 5 (five) years with effect from May 25, 2026 till May 24, 2031 on a monthly remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs only) and on such terms and conditions as set out herein.

Mr. Saket Todi has done postgraduation 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. Currently, he heads Vertical A of the Company consisting of Company's eminent brands and sub-brands including Lux Cozi, ONN, Lux Cott's Wool, Lux Parker, Lux Cozi Boys, Lux Cozi Her and PYNK. He works with a focus on scalable solutions, cross-functional collaboration, and customer-centric strategies and plays a pivotal role in executive decision-making, translating vertical priorities into enterprise-wide impact aligned with long-term corporate vision.

The Company has received the following declarations from Mr. Saket Todi

- (a) Consent in writing to act as a director
- (b) Disclosure of interest under Section 184 of the Act; and
- (c) Declaration confirming that he is not disqualified under Section 164(2) of the Act.

Further, the Company has also received a notice under section 160(1) of the Act from a member proposing his candidature for his re-appointment as a director. The profile and specific areas of expertise of Mr. Saket Todi are provided as Annexure to this Notice.

The terms of re-appointment and remuneration payable to Mr. Saket Todi are as follows:

1. Remuneration:

a. Salary: Rs. 15,00,000/- (Rupees Fifteen Lakhs only) 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 utilization 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 computation of the overall ceiling of remuneration.

The Executive Director shall not be entitled to any sitting fees for attending meetings of the Board and/or Committee thereof, in addition to the salary and perquisites mentioned above.

- c. Minimum remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of appointment Mr. Saket Todi as an Executive Director, in the event of loss or inadequacy of profits in any financial year, the Company will continue to pay the salary, perquisites and other allowances as fixed above as the minimum remuneration.
- d. Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging including for himself and his spouse and attendant(s) during business trips, any medical assistance/expenses incurred for himself and his respective family members including spouse at actuals; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and such expense not to be 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 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 approved by the Board.

2. Other Key Terms:

a. Duties:

- (i) The Executive Director shall perform his respective duties while executing the work of the Company and he shall 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 Executive Director shall act as per 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 Executive Director shall adhere to the Company's Code of Conduct and Insider Trading Code of the Company.
- (iv) The office of the Executive Director may be terminated by the Company or the concerned Director himself 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 and Section 196(3) 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 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 the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

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

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 debarred from acting as a director or Whole-Time director of the Company, under applicable laws including the Companies Act, 2013; and the SEBI Listing Regulations.

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 Act, from a member, intending to nominate Mr. Saket Todi, as Executive Director of the Company.

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

The disclosure pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings (SS-2) is annexed to this Notice.

Disclosure of Interest: Mr. Ashok Kumar Todi, Mr Pradip Kumar Todi, Mr. Navin Kumar Todi, Mr. Rahul Kumar Todi and Mr. Udit Todi, being relatives of Mr. Saket 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 are deemed to be concerned or interested in the said agenda item in any manner whatsoever.

The Board recommends the resolution set out in Item No. 7 of this Notice for approval of the Members by way of a Special Resolution.

Item 8: Re-appointment of Mr. Udit Todi (DIN: 02017579) as an Executive Director of the Company

Mr. Udit Todi (DIN: 02017579) was appointed as the Executive Director of the Company for a term of 5 years effective from May 25, 2021 till May 24, 2026 and the said appointment was approved by the shareholders at the 26th Annual General Meeting of the Company.

Based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and considering his experience, expertise, contributions, and performance evaluation report, the Board of Directors, at its meeting held on August 12, 2025, subject to approval of the members of the Company, approved the reappointment of Mr. Udit Todi (DIN: 02017579) as a Whole-time Director, designated as Executive Director, liable to retire by rotation for a further term of 5 (five) consecutive years with effect from May 25, 2026 till May 24, 2031 on a monthly remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs only) and on such terms and conditions herein.

Mr. Udit Todi, an accomplished professional with an MSc in Finance from The London School of Economics and Political Science (LSE) and an Economics (Hons.) from St. Stephen's College, Delhi, He has been associated with the Company since 2014. His exceptional financial acumen and strategic insight have been pivotal in driving the company's growth and success. Among his many achievements, Mr. Udit Todi played a central role in the creation

and launch of the iconic women's wear brand "Lyra," which, under his visionary leadership, skyrocketed to market dominance in an astonishingly short span of just five years. His contributions have significantly shaped the Company's trajectory, establishing him as a key architect of its ongoing success. Currently, he heads Vertical B of the Company consisting of Company's eminent brands and sub-brands including Lux Venus, Lux Nitro, Lux Nitro Neo, Lux Inferno, Lux Venus Rainwear, Lux Venus Her and Lyra.

The Company has received the following declarations from Mr. Udit Todi:

- (a) Consent in writing to act as a director
- (b) Disclosure of interest under Section 184 of the Act; and
- (c) Declaration confirming that he is not disqualified under Section 164(2) of the Act.

Further, the Company has also received a notice under Section 160(1) of the Act from a member proposing his candidature for his re-appointment as a director. The profile and specific areas of expertise of Mr. Udit Todi are provided as Annexure to this Notice.

The terms of re-appointment and remuneration payable to Mr. Udit Todi are as follows:

1. Remuneration:

a. Salary: Rs. 15,00,000/- (Rupees Fifteen Lakhs only) 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 utilization 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 computation of the overall ceiling of remuneration.

The Executive Director shall not be entitled to any sitting fees for attending meetings of the Board and/

or Committee thereof, in addition to the salary and perquisites mentioned above.

- c. Minimum remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of appointment Mr. Udit Todi as an Executive Director, in the event of loss or inadequacy of profits in any financial year, the Company will continue to pay the salary, perquisites and other allowances as fixed above as the minimum remuneration.
- d. Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging including for himself and his spouse and attendant(s) during business trips, any medical assistance/expenses incurred for himself and his respective family members including spouse at actuals; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and such expense not to be 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 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 approved by the Board.

2. Other Key Terms:

a. Duties:

- (i) The Executive Director shall perform his respective duties 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 Executive Director shall act as per 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 Executive Director shall adhere to the Company's Code of Conduct and Insider Trading Code of the Company.
- (iv) The office of the Executive Director may be terminated by the Company or the concerned Director himself 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 and Section 196(3) 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 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 the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

- b. Variation:** Any increment in salary and perquisites and remuneration by way of incentive / bonus / performance linked incentive, if any, payable to Mr. Udit Todi, as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in accordance with the provisions of section 197 read with Schedule V of the Act, and Regulation 17(6) (e) of the SEBI Listing Regulations or any statutory modification(s) or re-enactment thereof.
- 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 debarred from acting as a director or Whole-Time director of the Company, under applicable laws including the Companies Act, 2013 and the SEBI Listing Regulations.

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 Act, from a member, intending to nominate Mr. Udit Todi, as Executive Director of the Company.

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

The disclosure pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings (SS-2) is annexed to this Notice.

Disclosure of Interest: Mr. Ashok Kumar Todi, Mr Pradip Kumar Todi, Mr. Navin Kumar Todi, Mr. Rahul Kumar Todi and Mr. Saket Todi, being relatives of Mr. Udit 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 are deemed to be concerned or interested in the said agenda item in any manner whatsoever.

The Board recommends the resolution set out in Item No. 8 of this Notice for approval of the Members by way of a Special Resolution.

Item 9: Re-appointment of Mrs. Ratnabali Kakkar (DIN: 09167547) as an Independent Director of the Company

Mrs. Ratnabali Kakkar (DIN: 09167547) was appointed as an Independent Director of the Company, in terms of Section 149 and other applicable provisions of Act, and rules made thereunder, for a period of five years with effect from May 25, 2021 to May 24, 2026, and the said appointment was approved by the shareholders at the 26th Annual General Meeting.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a Special Resolution by the shareholders. In terms of Section 149 read with Section 152 and Schedule IV of the Act, Mrs. Ratnabali Kakkar is eligible for re-appointment for the second term as an Independent Director of the Company. The Company has received from Mrs. Ratnabali Kakkar, requisite consent, intimation and a declaration in connection with her appointment as an Independent Director. The Company has, in terms of Section 160 of the Companies Act, 2013, received in writing a notice from a member, proposing her candidature for the office of director.

On the basis of performance evaluation, her rich experience and the contributions made by Mrs. Kakkar during her tenure, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, at their respective meetings held on August 12, 2025, re-appointed Mrs. Ratnabali Kakkar as an Independent Director for a second term of 5 (five) consecutive years with effect from May 25, 2026 till May 24, 2031, subject to approval of the Members at the ensuing AGM. Brief profile of Mrs. Ratnabali Kakkar and other details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings (SS-2) is annexed to this Notice.

Mrs. Ratnabali Kakkar 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 44 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. Mrs. Kakkar serves as an Independent Director on the Board of Century Plyboards (India) Ltd. Her expertise in finance and governance contributes significantly to the company's strategic oversight. She is also appointed as an Independent Director in Vikram Solar Limited and is designated as Chairperson of Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company. She plays a key role in ensuring transparency and ethical standards in board practices.

She possesses the skills, experience, and capabilities required for the role of an Independent Director of the Company. The proposed re-appointment is on the basis of report of performance evaluation. The terms and conditions of her re-appointment as independent director shall be open for inspection at the registered office of the Company by any member during normal business hours.

Except Mrs. Ratnabali Kakkar, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 9 of this Notice.

The Board considered that the continued association of Mrs. Ratnabali Kakkar would be beneficial to the Company and recommends the resolution set out in Item no. 9 of this Notice for approval of the members by way of a Special Resolution.

Item 10: Re-appointment of Mr. Rajnish Rikhy (DIN: 08883324) as an Independent Director of the Company

Mr. Rajnish Rikhy (DIN: 08883324) was appointed as an Independent Director of the Company, in terms of Section 149 and other applicable provisions of the Act, and rules made thereunder, and the said appointment was approved for a period of five years with effect from May 25, 2021 to May 24, 2026, by the shareholders at the 26th Annual General Meeting.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a Special Resolution by the shareholders. In terms of Section 149 read with Section 152 and Schedule IV of the Act, Mr. Rajnish Rikhy is eligible for re-appointment for the second term as an Independent Director of the Company. The Company has received from Mr. Rajnish Rikhy,

requisite consent, intimation and a declaration in connection with his appointment as an Independent Director. The Company has, in terms of Section 160 of the Companies Act, 2013, received in writing a notice from a member, proposing his candidature for the office of director.

On the basis of performance evaluation, his rich experience and the contributions made by Mr. Rikhy during her tenure, the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, at their respective meetings held on August 12, 2025 re-appointed Mr. Rajnish Rikhy as an Independent Director for a second term of 5 (five) consecutive years with effect from May 25, 2026 till May 24, 2031, subject to approval of the Members at the ensuing AGM. Brief profile of Mr. Rajnish Rikhy and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard -2 on General Meetings (SS-2) is annexed to this Notice.

Mr. Rajnish Rikhy 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 34 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. Mr. Rajnish Rikhy serves as an Independent Director on the Board of Linc Limited, a leading writing instruments company and holds membership in Audit Committee and Nomination and remuneration Committee of the Company. His strategic insight and leadership experience enhance the company's governance framework.

He possesses the skills, experience, and capabilities required for the role of an Independent Director of the Company. The proposed re-appointment is on the basis of report of performance evaluation. The terms and conditions of his re-appointment as independent director shall be open for inspection at the registered office of the company by any member during normal business hours.

Except Mr. Rajnish Rikhy, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 10 of this Notice.

The Board considered that the continued association of Mr. Rajnish Rikhy would be beneficial to the Company and recommends the resolution set out in Item no. 10 of this Notice for approval of the members by way of a Special Resolution.

Item No. 11: Appointment of M/s. MR & Associates, Practising Company Secretaries (Firm Registration No.: P2003WB008000) as the Secretarial Auditors of the Company

In accordance with the provisions of Section 204 and other applicable provisions of the Act read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Director's Report, prepared under Section 134(3) of the Act.

The appointment of Secretarial Auditors shall be in terms of Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, as amended from time to time, and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s MR & Associates is a well-known firm of Practising Company Secretaries founded in 1996 and based in Kolkata. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The Firm focused on providing comprehensive professional, services in corporate law, SEBI regulations, regular appearance before NCLT, RD, ROC, Stock Exchanges and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides

its services to various prominent companies and their expertise has earned the trust of industry leaders across manufacturing sectors.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 23, 2025, has approved the appointment of M/s MR & Associates, Firm of Practising Company Secretaries, (Firm Registration No.: P2003WB008000) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from financial year 2025-26 till 2029-30. The consent letter along with the Peer review certificate and profile of the firm was presented to the Board of the Directors for their consideration in their meeting held on May 23, 2025.

The proposed fees in connection with the Secretarial Audit shall be Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s MR & Associates. In addition to the secretarial audit, M/s MR & Associates shall provide such other services in the nature of certifications and other professional work, as per the prescribed rules and regulations. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out in Item No. 11 of this Notice.

The Board recommends the resolution set out in Item No. 11 of this Notice for approval by the Members by way of an Ordinary Resolution.

Annexure to the Notice of AGM Dated August 12, 2025

Details of the Directors seeking appointment /re-appointment in the ensuing AGM

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

Name of the Director	Mr. Pradip Kumar Todi	Mr. Navin Kumar Todi	Mr. Rahul Kumar Todi
DIN	00246268	00054370	00054279
Date of Birth & Age	August 04, 1963 (62 years)	October 03, 1980 (44 years)	February 03, 1982 (43 years)
Designation and Category of Director	Managing Director	Executive Director & Whole time Director	Executive Director & Whole time Director
Date of first appointment	21.07.1995	25.05.2021	25.05.2021
Qualifications	Bachelor in Commerce	Bachelor in Commerce	Post-graduation in Business Management from GRD College, Coimbatore, Tamil Nadu.
Brief resume and expertise in functional area	<p>Mr. Pradip Kumar Todi hails from an illustrious family which is engaged in the Hosiery business since 5 decades. He joined the business at a very early age and has obtained vast experience in all the fields of business.</p> <p>He was instrumental in setting up the present Company which has emerged as a pioneer in the field of Hosiery Goods under his able guidance and grand vision.</p> <p>He looks after the production function from the last 25 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.</p>	<p>Mr. Navin Kumar Todi has more than 24 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.</p> <p>During his long tenure of 24+ years, he has worked across various areas, building multi-dimensional experience, especially in marketing, operations, etc. His dynamic leadership and passion for the business is recognized and acknowledged by his peers.</p>	<p>Mr. Rahul Kumar Todi has 20+ years of rich experience in hosiery line of business. In addition to looking after production function of Tiruppur unit, he has handled a wide range of responsibilities across businesses and his leadership tenure was enriched by the extensive experience gained in overseeing several functions including finance, personnel, operations, among many others.</p>
Terms of Appointment	As per the resolution at Item no. 3 of this Notice, Mr. Pradip Kumar Todi's office as director shall be subject to retirement by rotation.	As per the resolution at Item no. 4 & 5 of this Notice, Navin Kumar Todi's office as director shall be subject to retirement by rotation.	As per the resolution at Item no. 6 of this Notice, Rahul Kumar Todi's office as director shall be subject to retirement by rotation.
No. of equity shares held in the Company as on 31 st March 2025	44,15,290	3,25,363	4,60,653

Name of the Director	Mr. Pradip Kumar Todi	Mr. Navin Kumar Todi	Mr. Rahul Kumar Todi
Directorship in other Companies as on 31 st March 2025	<ul style="list-style-type: none"> ▪ Biswanath Real Estate Private Limited ▪ Chitragupta Sales & Service Private Limited ▪ Hollyfield Traders Private Limited ▪ Biswanath Hosiery Mills Limited ▪ P.G. Buildtech Private Limited ▪ Rotex Intertrade Private Limited ▪ P.G. Infraprojects Private Limited ▪ Altai Industries Private Limited ▪ Yourway Abode Estate Private Limited ▪ Seekers Realty Private Limited ▪ Starisland Estates Private Limited ▪ Climb Abode Realestates Private Limited ▪ Ultimatebode Builders Private Limited ▪ Squad Infrastructure Projects Private Limited ▪ Think Real Properties Private Limited 	<ul style="list-style-type: none"> • Apparel Made-Ups And Home Furnishing Sector Skill Council 	NIL
Listed Entities from which he has resigned as Director in past 3 years	NIL	NIL	NIL
Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2025 # (C= Chairman) (M= Member)	NIL	NIL	NIL
Membership/Chairmanship in the Committee of the Board of directors of the Company #	NIL	NIL	NIL

Name of the Director	Mr. Pradip Kumar Todi	Mr. Navin Kumar Todi	Mr. Rahul Kumar Todi
Relationship with other Directors	Younger brother of Mr. 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.	Nephew of Mr. Ashok Kumar Todi and Mr. Pradip Kumar Todi and Younger brother of Mr. Navin Kumar Todi and Cousin of Mr. Saket Todi and Udit Todi.
Number of Board meetings attended during the financial year 2024-25	4/5	2/5	4/5
Remuneration paid during the year 2024-25	Rs. 4.50 Crores	Rs. 1.80 Crores	Rs. 1.80 Crores
Remuneration sought to be paid	Rs. 4.50 Crores	Rs. 1.80 Crores	Rs. 1.80 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. Pradip Kumar Todi is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.	Mr. Navin Kumar Todi is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.	Mr. Rahul Kumar Todi is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

Chairmanship / Membership of Committee positions of only Audit Committee and Stakeholder Relationship Committee of Public Companies have been considered.

Name of the Director	Mr. Saket Todi	Mr. Udit Todi
DIN	02821380	02017579
Date of Birth & Age	September 28, 1989 (35 years)	October 17, 1989 (35 years)
Designation and Category of Director	Executive Director & Whole time Director	Executive Director & Whole time Director
Date of first appointment	25.05.2021	25.05.2021
Qualification	Post-graduation in Brand Management from Mudra Institute of Communications (MICA).	MSC in Finance from The London School of Economics and Political Science (LSE), and Economics (Hons.) from St. Stephens College, Delhi.
Brief resume and expertise in functional area	Mr. Saket Todi has extensive expertise 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 in 24+ countries by focusing on quality and thereby created a loyal customer base.	Mr. Udit Todi has been associated with the Company since 2014 and his expertise in the field of finance has aided new facilities for remarkable growth plans for the company. His exceptional financial acumen and strategic insight have been pivotal in driving the company's growth and success. Among his many achievements, Mr. Udit Todi played a central role in the creation and launch of the iconic women's wear brand "Lyra," which, under his visionary leadership, skyrocketed to market dominance in an astonishingly short span of just five years. His contributions have significantly shaped the company's trajectory, establishing him as a key architect of its ongoing success.
Terms of Appointment	As per the resolution at Item no. 7 of this Notice. Mr. Saket Todi's office as director shall be subject to retirement by rotation.	As per the resolution at Item no. 8 of this Notice. Udit Todi's office as director shall be subject to retirement by rotation.
No. of equity shares held in the Company as on 31 st March 2025	7,94,876	8,38,876

Name of the Director	Mr. Saket Todi	Mr. Udit Todi
Directorship in other Companies as on 31 st March 2025	<ul style="list-style-type: none"> ▪ Biswanath Real Estate Private Limited ▪ Chitragupta Sales & Service Private Limited ▪ Rotex Intertrade Private Limited ▪ P.G. Infometric Private Limited ▪ Ashla Brands Private Limited ▪ Ashla Industries Private Limited 	<ul style="list-style-type: none"> ▪ Homesphere Realtors Private Limited ▪ Squad Infrastructure Projects Private Limited ▪ Nestled Real Estate Private Limited ▪ Possession Realtors Private Limited ▪ P. G. Infometric Private Limited ▪ Seekers Realty Private Limited ▪ Yourway Abode Estate Private Limited ▪ Chitragupta Sales & Services Private Limited ▪ Rotex Intertrade Private Limited ▪ Biswanath Real Estate Private Limited ▪ Ultimateabode Builders Private Limited
Listed Entities from which he has resigned as Director in past 3 years	NIL	NIL
Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2025 # (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	Son of Mr. Ashok Kumar Todi, Nephew of Mr. Pradip Kumar Todi and Cousin of Mr. Navin Kumar Todi, Mr. Rahul Kumar Todi and Mr. Udit Todi.	Son of Mr. Pradip Kumar Todi, Nephew of Mr. Ashok Kumar Todi and Cousin of Mr. Navin Kumar Todi, Mr. Rahul Kumar Todi and Mr. Saket Todi.
Number of Board meetings attended during the financial year 2024-25	4/5	5/5
Remuneration paid during the year 2024-25	Rs. 1.80 Crores	Rs. 1.80 Crores
Remuneration sought to be paid	Rs. 1.80 Crores	Rs. 1.80 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. Saket Todi is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.	Mr. Udit Todi is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

Name of the Director	Mrs. Ratnabali Kakkar	Mr. Rajnish Rikhy
DIN	09167547	08883324
Date of Birth & Age	August 1, 1957 (68 years)	April 8, 1960 (65 years)
Designation and Category of Director	Independent Director – Non-executive Director	Independent Director – Non-executive Director
Date of first appointment	25.05.2021	25.05.2021

Name of the Director	Mrs. Ratnabali Kakkar	Mr. Rajnish Rikhy
Qualification	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.	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.
Brief resume and expertise in functional area	She has over 44 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.	He has over 34 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.
Terms of Appointment	Appointment as an Independent Director for a second term of 5 (five) consecutive years from May 25, 2026 to May 24, 2031.	Appointment as an Independent Director for a second term of 5 (five) consecutive years from May 25, 2026 to May 24, 2031.
No. of equity shares held in the Company as on 31 st March 2025	NIL	31,000
Directorship in other Companies as on 31 st March 2025	<ul style="list-style-type: none"> ▪ Vikram Solar Limited ▪ Century Plyboards (India) Ltd. 	<ul style="list-style-type: none"> ▪ Linc Limited
Listed Entities from which he has resigned as Director in past 3 years	NIL	NIL
Chairmanship / Membership of Committee in other Indian Public Limited Companies as on 31.03.2025 # (C= Chairman) (M= Member)	Chairperson of Stakeholder Relationship Committee in Vikram Solar Limited.	Member of Audit Committee in Linc Limited.
Membership/Chairmanship in the Committee of the Board of directors of the Company #	Member of Stakeholder Relationship Committee of Lux Industries Limited.	NIL
Relationship with other Directors	NIL	NIL
Number of Board meetings attended during the financial year 2024-25	5/5	5/5
Remuneration paid during the year 2024-25	Sitting Fees as approved by the Nomination and Remuneration Committee and Board of Directors	Sitting Fees as approved by the Nomination and Remuneration Committee and Board of Directors
Remuneration sought to be paid	Sitting Fees as approved by the Nomination and Remuneration Committee and Board of Directors.	Sitting Fees as approved by the Nomination and Remuneration Committee and Board of Directors.
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.	Mrs. Ratnabali Kakkar is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.	Mr. Rajnish Rikhy is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

Chairmanship / Membership of Committee positions of only Audit Committee and Stakeholder Relationship Committee of Public Companies have been considered.



Registered Office

39, Kali Krishna Tagore Street, Kolkata – 700007

Corporate Office

PS Srijan Tech Park, 10th Floor DN-52, Sector-V, Salt Lake City, Kolkata – 700091

Head office

Adventz Infinity@5, BN-5, 17th Floor, Sector V, Bidhannagar, Kolkata – 700091

Phone: +91 33-40402121, Fax: +91 33-4001 2001

Email: investors@luxinnerwear.com

Website: www.luxinnerwear.com