



June 10, 2016

To, The Secretary, BSE Limited, P.J. Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 539542	To, The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandera (E), Mumbai – 400 051 Symbol: LUXIND	To, The Secretary, The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata- 700 001 Scrip Code: 022124	To, The Secretary, The Ahmedabad Stock Exchange Limited, 1st Floor, Kamdhenu Complex, Opp. Sahajanand College, Panjara Pole, Ahmedabad: 380 015 Scrip Code: 32985/LUX HOSIN
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Dear Sir,

Sub: Minutes of the 3rd Extra Ordinary General Meeting.

Kindly find enclose herewith the copy of the Minutes of the 3rd Extra Ordinary General Meeting of the Company held on Wednesday, the 25th May, 2016.

This is for your information and record.

Thanking You

Yours faithfully,
for LUX INDUSTRIES LIMITED

***Pankaj Kumar Kedia
(Vice President & Company Secretary)***

Enclosed: as above

LUX INDUSTRIES LTD

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MINUTES OF THE 3RD EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF M/S LUX INDUSTRIES LIMITED HELD ON WEDNESDAY, THE 25TH DAY OF MAY, 2016 AT INDIA POWER CONVERGENCE CENTRE (FORMERLY DPSC AUDITORIUM, PLOT NO. X-1, 2 & 3, BLOCK- EP, SECTOR-V, SALT LAKE CITY, KOLKATA – 700 091 AT 11:00 A.M.

PRESENCE AT THE MEETING

DIRECTOR	
Sri Ashok Kumar Todi	Chairman
Sri Pradip Kumar Todi	Managing director
Sri Nandanandan Mishra	Director (Non- Executive Independent) Chairman of Audit Committee
Sri Snehasish Ganguly	Director (Non- Executive Independent)
Sri Kamal Kishore Agrawal	Director (Non- Executive Independent)
IN ATTENDANCE	
Mr. Pankaj Kumar Kedia	Company Secretary
Mr. Ajay Kumar Patodia	Chief Financial Officer
Mr. Mohan Ram Goenka	Practising Company Secretary, Scrutnizer of the Company.

273 (Two Hundred Seventy Three) members (inclusive of members from above names as per attendance slips in person or through proxies) were present at the meeting

Mr. Pankaj Kumar Kedia Company Secretary of the company welcomed the Directors present and requested the Chairman of the board, Mr Ashok Kumar Todi to take the Chair.

Mr Ashok Kumar Todi welcomed all the members and announced that 263 members were present in person representing 22,39,958 Equity Shares. 10 members were present in proxy representing 12,51,520 Equity Shares. He called the meeting to order and read the Chairman's Speech.

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BUSINESS OF THE MEETING

The notice dated 12th April, 2016 convening the 3rd EGM together with explanatory statement annexed thereto taken as read with the consent of members present.

The Chairman informed that in terms of section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) rules 2014 and such other applicable provisions, the Company had extended the e-voting facility to the members of the Company from 21st May 2016 (9.00A.M) till 24th May 2016 (5.00.P.M) in respect of Ordinary and Special Resolution to be transacted at the Meeting. He drew attention of the members to the fact that at the end of discussion on the resolutions on which voting is to be held, members and proxies, who are present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote by use of Ballot Paper, which were distributed to the members and proxies present at the meeting. He further stated that after discussion on the agenda items as set out in the Notice of 3rd Extra Ordinary General Meeting the scrutinizer will conduct the Ballot Paper voting process and consequently, normal practice of voting of show of hands was not applicable.

M/s MR & Associates, Practising Company Secretary, was appointed as scrutinizer for conducting remote e-voting and voting by ballot process in a fair and transparent manner. He further informed shareholders who had already casted their vote electronically, to refrain from casting vote again at the meeting. Ballot box used for the ballot process were locked/sealed under the supervision of the scrutinizer in the presence of shareholders.

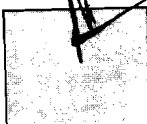
The secretary thereafter proceeded with the Agenda as per Notice of 3rd Extra Ordinary General Meeting, which had two items i.e. sub-division of equity shares from the face value of Rs. 10/- per share to Rs. 2/- per share. and alteration of the capital clause of Memorandum of Association.

The secretary requested the members present to express their views and ask questions, if any on the resolutions placed before the meeting.

The members present then raised certain queries and sought clarification on matters relating to business transacted at meeting, which were duly replied by the Chairman to the satisfaction of members.

The following 2(two) resolutions were then proposed and seconded:-

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Item no.1

Sub-Division of Equity Shares from the face value of Rs.10/- per share to Rs. 2/- per share

As an Ordinary Resolution

“**RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), each of the existing Equity Shares of the Company having a face value of Rs.10/- each fully paid up, be sub-divided into 2,52,53,000 (Two Crores Fifty Two lacs Fifty Three thousand) equity shares of Rs. 2/- (Rupees Two) each fully paid up and consequently, the Authorized Share Capital of the Company of Rs. 65,00,00,000/- (Rupees Sixty Five Crores) would comprise of 4,50,00,000 (Four Crores Fifty Lacs) Equity Shares of Rs. 2/- (Rupee Two) each and 56,00,000/- (Fifty Six lacs) Preference Shares of Rs 100/- (Rupees Hundred) each with effect from the “Record Date” to be determined for this purpose by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up **Equity Share Capital** of face value of Rs.10/- (Rupees Ten) each, shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs.2/- (Rupees Two) each.

RESOLVED FURTHER THAT on sub-division, the 2,52,53,000 (Two Crores Fifty Two Lacs and Fifty Three Thousand) Equity Shares of the Face value of Rs. 2/- (Rupees Two) each be issued in lieu of one Equity Share of Rs. 10/- (Rupees Ten) each, in accordance with the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten) each of the Company.

RESOLVED FURTHER THAT on sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and will be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialized form, the sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

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RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and such other applicable provisions / enactments as amended from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto.

RESOLVED FURTHER THAT Sri Pankaj Kumar Kedia Company Secretary of the company be and is hereby authorized to do, such acts, or to sign such documents, letters and or papers in order to carry out the sub-division process and to intimate all authorities concerned."

Proposed by: Mr. Gattani (DPID/Client ID/Folio LUX003125)

Seconded by: Om Prakash Gupta (DPID/Client ID/Folio 1201910300161007)

Item No. 2:

Alteration of the Capital Clause of the Memorandum of Association

As Special Resolution

"RESOLVED THAT pursuant to provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company by the following new Clause V:

Clause V.

The Authorised Share Capital of the company is Rs 65,00,00,000/- (Rupees Sixty Five Crores) consisting Rs. 9,00,00,000/- (Rupees Nine Crore) divided into 4,50,00,000 (Four Crores Fifty Lacs) Equity Shares of Rs.2/- each and Rs.56,00,00,000/- (Rupees Fifty Six Crore) divided into 56,00,000 (Fifty Six Lacs) Preference Shares of Rs.100/- each with such rights, privileges & conditions attaching thereto as are provided by the regulations of the Articles of Association of the Company for the time being, with power to increase and decrease the capital to the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Companies Act

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2013, and other applicable laws or provided by the Articles of the company for the time being.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, Sri Ashok Kumar Todi, Chairman or Sri Pradip Kumar Todi, Managing Director or Sri Pankaj Kumar Kedia Company Secretary of the Company be and are hereby severally authorized to take necessary steps and actions as may be necessary and give such directions as may be necessary and execute all documents, deeds and writings, including but not limited to preparing, executing and filing necessary forms, applications, documents with Registrar of Companies, Stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose.”

Proposed by: Mr. Shaw (DPID/Client ID/Folio 1204320000004545)

Seconded by: Mr. Shyam Sunder Bhattacharya (DPID/Client ID/Folio LUX950004)

Since the above resolutions were proposed and seconded, the Chairman ordered the ballot to commence on all the resolutions forming part of the notice for those shareholders who are unable to cast their vote by remote e-voting and are present at the meeting. Thereafter the ballot process was handed over to the scrutinizer. He stated that the combined results of remote e-voting and ballot process would be announce on the website of the company, karvy and the stock exchanges. He also stated that the meeting would conclude on the last ballot being put in the ballot box.

The Company Secretary gave vote of thanks to the Chairman.

The meeting concluded at 12.00 p.m.



CHAIRMAN

Place : Kolkata

Date of entry in minute book: 09/06/2016

Date of signing: 09/06/2016

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ADDENDUM TO THE MINUTES OF THE 3RD EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS M/S LUX INDUSTRIES LIMITED HELD ON WEDNESDAY, THE 25TH DAY OF MAY, 2016 AT INDIA POWER CONVERGENCE CENTRE (FORMERLY DPSC AUDITORIUM, PLOT NO. X-1, 2 & 3, BLOCK- EP, SECTOR-V, SALT LAKE CITY, KOLKATA - 700 091 AT 11:00 A.M.

Mr. Mohan Ram Goenka of M/s MR & Associates had carried out the scrutinizing of all the electronic votes as well as votes received by ballot. Their report was submitted to the company.

The combined result of voting as per scrutinizer report dated 25th May, 2016 is as under:-

Item no.1

Sub-Division of Equity Shares from the face value of Rs.10/- per share to Rs. 2/- per share

Ordinary Resolution

"RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), each of the existing Equity Shares of the Company having a face value of Rs.10/- each fully paid up, be sub-divided into 2,52,53,000 (Two Crores Fifty Two lacs Fifty Three thousand) equity shares of Rs. 2/- (Rupees Two) each fully paid up and consequently, the Authorized Share Capital of the Company of Rs. 65,00,00,000/- (Rupees Sixty Five Crores) would comprise of 4,50,00,000 (Four Crores Fifty Lacs) Equity Shares of Rs. 2/- (Rupee Two) each and 56,00,000/- (Fifty Six lacs) Preference Shares of Rs 100/- (Rupees Hundred) each with effect from the "Record Date" to be determined for this purpose by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up **Equity Share Capital** of face value of Rs.10/- (Rupees Ten) each, shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs.2/- (Rupees Two) each.

RESOLVED FURTHER THAT on sub-division, the 2,52,53,000 (Two Crores Fifty Two Lacs and Fifty Three Thousand) Equity Shares of the Face value of Rs. 2/- (Rupees Two) each be issued in lieu of one Equity Share of Rs. 10/- (Rupees Ten) each, in accordance with the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten) each of the Company.

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RESOLVED FURTHER THAT on sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and will be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialized form, the sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and such other applicable provisions / enactments as amended from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto.

RESOLVED FURTHER THAT Sri Pankaj Kumar Kedia Company Secretary of the company be and is hereby authorized to do, such acts, or to sign such documents, letters and or papers in order to carry out the sub-division process and to intimate all authorities concerned."

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3723000	3648600	98.00	3648600	0	100.00	0.00
Public - Body Corporate	681754	596032	87.43	596032	0	100.00	0.00
Public - Others	645846	234	0.04	223	11	95.30	4.70
Total	5050600	4244866	84.01	4244855	11	99.99	0.00

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The above resolution was carried with requisite majority.

Item No. 2:

Alteration of the Capital Clause of the Memorandum of Association

*** Special Resolution**

“RESOLVED THAT pursuant to provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company by the following new Clause V:

Clause V.

The Authorised Share Capital of the company is Rs 65,00,00,000/- (Rupees Sixty Five Crores) consisting Rs. 9,00,00,000/- (Rupees Nine Crore) divided into 4,50,00,000 (Four Crores Fifty Lacs) Equity Shares of Rs.2/- each and Rs.56,00,00,000/- (Rupees Fifty Six Crore) divided into 56,00,000 (Fifty Six Lacs) Preference Shares of Rs.100/- each with such rights, privileges & conditions attaching thereto as are provided by the regulations of the Articles of Association of the Company for the time being, with power to increase and decrease the capital to the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Companies Act 2013, or other applicable laws or provided by the Articles of the company for the time being.

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, Sri Ashok Kumar Todi, Chairman or Sri Pradip Kumar Todi, Managing Director or Sri Pankaj Kumar Kedia Company Secretary of the Company be and are hereby severally authorized to take necessary steps and actions as may be necessary and give such directions as may be necessary and execute all documents, deeds and writings, including but not limited to preparing, executing and filing necessary forms, applications, documents with Registrar of Companies, Stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose.”

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Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3723000	3648600	98.00	3648600	0	100.00	0.00
Public - Body Corporate	681754	596032	87.43	596032	0	100.00	0.00
Public - Others	645846	234	0.04	223	11	95.30	4.70
Total	5050600	4244866	84.01	4244855	11	99.99	0.00

The above resolution was carried with requisite majority.



CHAIRMAN

Place : Kolkata

Date of entry in minute book: 09/06/2016

Date of signing: 09/06/2016

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