

NOTICE TO THE MEMBERS

Notice is hereby given that 42nd Annual General Meeting of the Members of **OXFORD INDUSTRIES LIMITED** will be held on Friday, the 8th day of September, 2023 at 11:00 a.m. at 4-B, PIL Court, 111, Maharshi Karve Road, Churchgate, Mumbai 400 020 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the company including the Audited Balance Sheet as at 31st March, 2023, the statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mazher Nuruddin Laila (DIN: 00037046) who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. To consider appointment of Ms. Misbah Huned Hararwala (DIN No. 10204545) as an Independent Director for a term of 5 (Five) years and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Misbah Huned Hararwala (DIN No. 10204545) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature of the office of a Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 (Five) years effective from June 17, 2023 till June 16, 2028”.

4. To re-appoint Mr. Mazher Nuruddin Laila (DIN No. 00037046) as Managing Director for a period of 5 (Five) years and in this regard to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, Consent of the Company be and is hereby accorded for the re-appointment of Mr. Mazher Nuruddin Laila (DIN: 00037046) as Managing Director of the Company for a further period of five years with effect from September 01, 2023 to August 31, 2028, without any remuneration and he shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Mazher Nuruddin Laila shall have right to exercise such powers of management of the Company as may be delegated to him by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.”

REGISTERED OFFICE

G. No 4, Roxana Building, Ground Floor,
109, M. Karve Road, Mumbai – 400 020

Place: Mumbai

Dated: 10th July, 2023

CIN: L17112MH1980PLC023572

E-mail: oxford_industries@yahoo.in

By Order of the Board of Directors
For **OXFORD INDUSTRIES LTD.**

Mazher N. Laila
Managing Director
& Compliance Officer
(DIN No. 00037046)

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.**
2. Electronic copy of the Annual Report and notice for AGM 2023 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report can be obtained by sending a request letter to the company. The notice of 42nd AGM and Annual Report are being uploaded on the website of the company www.oxfordfabrics.in also.
3. Members holding shares in physical form are requested to submit their e-mail address to the Company/RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest, so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA.
4. 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.
5. Members who hold shares in Dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. The Company has notified regarding closure of Register of Members and Transfer Books thereof from Saturday, 2nd September, 2023 to Friday, 8th September, 2023 (both days inclusive).
7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
9. Members are requested to bring their Annual Report and the Attendance Slip with them at the Annual General Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and KYC details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and KYC details to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN and KYC details to the Company's Registrar and Share Transfer Agents.
11. All the documents referred in the notice are open for inspection at the Registered Office of the company between 11 a.m. to 1 p.m. on all working days up to the date of Annual General Meeting.
12. Voting through electronic means: In compliance of provisions of Section 108 of the companies Act, 2013 and rules made thereunder, the company is providing e-voting facility to members holding shares either in physical form or in DEMAT form, at the 42nd Annual General Meeting and the business may be transacted through e-voting service provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:-

- (i) The voting period begins on Tuesday, 05/09/2023 (9:00AM IST) and ends on Thursday, 07/09/2023 (5 PM IST). During the period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date (record date) of 01/09/2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in DEMAT Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your DEMAT account or in the company records for the said DEMAT account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your DEMAT account or in the company records for the said DEMAT account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID/ folio no in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote i.e. OXFORD INDUSTRIES LTD.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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(xvii) If a DEMAT account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from the app store and Windows Phone Store respectively. Please follow the instruction as prompted by the mobile app while voting on mobile.

(xix) Note for Non-Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Ask Questions ("FAQ"s) and e-voting manual available at www.evotingindia.com, under help section or write and email to helpdesk.evoting@cdslindia.com.

13. Shri Dinesh Kumar Deora, Practicing Company Secretary (Membership No. 5683 & CP No. 4119) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 1st September, 2023.

The scrutinizer shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and thereafter, unblock the votes cast through e-voting in the presence of at least two(2) witnesses not in employment of the company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the chairman & thereafter the Chairman shall declare the Results of the voting forthwith. The results declared along with Scrutinizer's report shall be placed on the website of CDSL, communicated to BSE immediately.

14. The route map of the venue of the Annual General Meeting is appended to this notice.

15. Pursuant to the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the following information is furnished in respect of Director seeking re-appointment:

Name of Director: Mr. Mazher Nuruddin Laila, DIN: 00037046, Age: 75 Years, Date of first appointment on the Board: 12/11/1980, Brief Resume: He holds a B. Tech. (Textiles) degree from IIT Delhi since 1971 and actively involved in Textile field for nearly 51 years. Inter-se relationship between the Board Members: Not related to any Board Member, Directorship/Membership in other listed Entities / Public companies: NIL, No. of shares held in the company: 276480, No. of Board meeting attended during last Financial Year: 8(Eight), Terms and Condition of appointment: Executive (Non-Independent), liable to retire by rotation.

REGISTERED OFFICE

G. No 4, Roxana Building, Ground Floor,
109, M. Karve Road, Mumbai – 400 020

Place: Mumbai

Dated: 10th July, 2023

CIN: L17112MH1980PLC023572

E-mail: oxford_industries@yahoo.in

By Order of the Board of Directors
For **OXFORD INDUSTRIES LTD.**

Mazher N. Laila
Managing Director
& Compliance Officer
(DIN No. 00037046)

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS OF THE ACCOMPANYING NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013.

ITEM NO. 3

The Board of Directors in its meeting held on June 17, 2023, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Misbah Huned Hararwala, as Independent Director of the Company for a term of 5 (Five) years with the effect from June 17, 2023 till June 16, 2028 based on her professional qualifications, skills, experience knowledge and report of their performance evaluation. Her appointment is subject to the approval of the shareholders as this Annual General Meeting by way of Ordinary Resolution.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

The Board considers that her association would be of immense benefit to the Company and accordingly, the Board recommends the resolution(s) in relation to appointment of Ms. Misbah Huned Hararwala as Independent Director for the approval by the shareholders of the Company.

The Company has received from Ms. Misbah Huned Hararwala (i) consent in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of the Companies (appointment & qualifications of directors) Rules 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the said Rules to the effect that she is not disqualified in accordance with sub-section 2 of Section 164 of the Act; (iii) certificate of Independence.

Ms. Misbah Huned Hararwala, aged 33 years, was appointed as Independent Additional Director (Non-Executive) on 17th June, 2023 and is a Bachelor of Architecture having more than 6 years of professional experience in the field of Architecture. She will only be paid sitting fee. She is not Director in any other Companies and she is related to Mr. Huned M. Hararwala, Independent Director of the Company as daughter. She is member of Audit Committee and Nomination and Remuneration Committee. She is chairperson of stakeholders relationship Committee and CSR Committee. She does not hold any shares in the Company.

In the opinion of the Board, she fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the proposed appointment as an Independent Director of the Company and is independent of the management.

ITEM NO. 4

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at Item Nos. 4 of the accompanying Notice.

The Board of Directors of the Company in its Meeting held on July 10, 2023 extended the term of appointment of Mr. Mazher Nuruddin Laila as Managing Director of the Company without remuneration for a period of 5 years from September 01, 2023 to August 31, 2028 as recommended by the Nomination and Remuneration Committee.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Mazher Nuruddin Laila are as under:

- (a) Remuneration: Nil
- (b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company
- (c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (d) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (e) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (f) Mr. Mazher Nuruddin Laila satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Mazher Nuruddin Laila under Section 190 of the Act.

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Brief resume of Mr. Mazher Nuruddin Laila is given below:

Mr. Mazher Nuruddin Laila aged about 75 years is the Chairman & Managing Director of Oxford Industries Limited. He holds a B. Tech. (Textiles) degree from IIT Delhi since 1971 and actively involved in Textile field for nearly 51 years. He is the founder Managing Director of the company.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Mr. Mazher Nuruddin Laila is interested in the Resolution mentioned at Item No. 4 of the Notice with regard to his appointment. Other than Mr. Mazher Nuruddin Laila, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested, financial or otherwise in the Resolution mentioned at Item No. 4 of the Notice.

REGISTERED OFFICE

G. No 4, Roxana Building, Ground Floor,
109, M. Karve Road, Mumbai – 400 020

By Order of the Board of Directors
For **OXFORD INDUSTRIES LTD.**

Place: Mumbai

Dated: 10th July, 2023

CIN: L17112MH1980PLC023572

E-mail: oxford_industries@yahoo.in

Mazher N. Laila
Managing Director
& Compliance Officer
(DIN No. 00037046)

Route Map to venue of AGM



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

OXFORD INDUSTRIES LTD.

Regd. Office: G. No. 4, Roxana Building, Ground Floor, 109, M. Karve Road, Mumbai - 400 020.
CIN: L17112MH1980PLC023572 E-mail: oxford_industries@yahoo.in

Name of the Member(s) :	
Registered address :	
E-mail ID :	
Folio No./Clent ID & DP ID :	No. of Shares held:

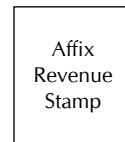
I/We, being the members(s) of Oxford Industries Ltd., hereby appoint:

- 1) Name : Address
- e-mail ID Signature.....or failing him/her;
- 2) Name : Address
- e-mail ID Signature.....or failing him/her;
- 3) Name : Address
- e-mail ID Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty Second Annual General Meeting of the Company to be held on Friday, the 8th day of September 2023, at 11:00 a.m. at 4-B, PIL COURT, 111, M. Karve Road, Churchgate, Mumbai -400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Nature of Resolu- tion	No. of Shares held	Vote for	Vote against
	<u>Ordinary Business:</u>				
1.	Adoption of Audited Financial Statements, together with report of Director's and Auditor's thereon for the financial year ended 31st March 2023.	Ordinary			
2.	Re-Appointment of Mr Mazher N. Laila as Director.	Ordinary			
	<u>Special Business:</u>				
3.	Appointment of Ms. Misbah H. Hararwala as Independent Director.	Ordinary			
4.	Re-Appointment of Mr Mazher N. Laila as Managing Director.	Special			

Signed thisday of2023



.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not later than 48 hours before the commencement of the Meeting. The proxy need not be a member of the company.