OXFORD INDUSTRIES LTD.

Regd Office : G.No.4, Roxana Building, Ground Floor, 109, M.Karve Road, Mumbai-400020
Email : oxford_industries@yahoo.in CIN: L17112MH1980PLC023572

Dt.03/08/2022

To,
The Dy.General Manager,
The Corporate Relationship Deptt,
Bombay Stock Exchange Ltd,
P.J.Towers, Dalal Street,
Mumbai- 400001.

Ref: Security Code No. 514414.
Sub: Notice for 41st Annual General Meeting.

Dear Sir,

We are submiting herewith Notice for 41st Annual General Meeting of the company to be held on 30th August, 2022.

Kindly take the same on your records.
Thanking You,

For Oxford Industries Ltd.

(Mazher N. Laila)
Managing Director &
Compliance Officer

NOTICE TO THE MEMBERS

Notice is hereby given that 41st Annual General Meeting of the Members of **OXFORD INDUSTRIES LIMITED** will be held on Tuesday, the 30th day of August 2022, 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, 2022, 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.
3. To appoint M/S R A N K & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105589W) as the Statutory Auditors of the company in place of M/S SPARK & Associates Chartered Accountants LLP(Firm Registration No. 005313C/C400311), the retiring Statutory Auditors and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions if any, of the Companies Act,2013 and the Companies (Audit and Auditors) Rules2014, M/S R A N K & Associates (Firm Registration No. 105589W), Chartered Accountants,Mumbai, be and is hereby appointed as the Statutory Auditors of the company, in place of M/S SPARK & Associates (Firm Registration No. 005313C/C400311), Chartered Accountants, Indore, the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting till the conclusion of 46th Annual General Meeting of the company at such remuneration as may be mutually agreed between the Board of Directors of the company and the Statutory Auditors".

Special Business:

4. Approval of Related Party Transactions:

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

   "**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act,2013 read with Companies (Meeting of Board and its Powers) Rules,2014 and in terms of applicable provisions of the SEBI (Listing Obligation and Disclosure requirements) Regulations,2015 and pursuant to the consent of Audit Committee vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to enter into Related Party Transaction(s) with the following related Party on arm's length basis for the maximum amount of Rs. 10 crores (Rs.Ten Crores Only) per annum as mentioned here below:

   1. Blossom Texfab LLP (Group Entity)

      Purchases: Rs. 5 crores (Per Annum), Sales: Rs. 5 crores (Per Annum),

      Period of Transaction: 1st September, 2022 to 31st March, 2025.

   RESOLVED FURTHER THAT the Board of Directors of the company, be and are hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.

   RESOLVED FURTHER THAT Mr. Mazher N. Laila, Managing Director, be and is hereby authorised to sign and/or submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the company for the purpose of giving effect to aforesaid resolution."

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: 20th June, 2022
CIN: L17112MH1980PLC023572
E-mail: oxford_industries@yahoo.in

Mazher N. Laila
Managing Director
& Compliance Officer

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 2022 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) 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 for the financial year ended 31st March, 2022 is being sent in the permitted mode.
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 Wednesday, 24th August 2022 to Tuesday, 30th August 2022 (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) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN 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 41st 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 Saturday, 27/08/2022 (9:00AM IST) and ends on Monday, 29/08/2022 (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 23/08/2022, 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.

(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 23rd August, 2022.

    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: 74 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 50 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: 5(Five), Terms and Condition of appointment: Executive (Non-Independent), liable to retire by rotation.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act,2013

In conformity with the Provisions of Section 102 of the Companies Act,2013 the following Explanatory Statement sets out all the material facts relating to the item of Special business at Item No. 4 of the Notice dated 20th June, 2022 and the same should be taken as forming part of the notice.

Item No. 4:

The Companies Act,2013 aims to ensure transparency in the transactions and dealings between the related parties of the company. The provisions of Section 188(1) of the Companies Act,2013 and provisions of Regulation 23 of SEBI(LODR) Regulations,2015 that govern the Related Party Transactions, require that for Related Party Transactions, company must obtain prior approval of the Shareholders by way of a Resolution, in case the threshold limits are exceeded.

In the light of provisions of Section 188 of the companies Act,2013 read with Rules made there under and Regulation 23 of SEBI (LODR) Regulations, 2015, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your company may enter into with the related party.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies(Meetings of Board and its Powers) Rules,2014 are as under:

1. Blossom Texfab LLP (Group Entity)

   Purchases: Rs. 5 crores (Per Annum), Sales: Rs. 5 crores (Per Annum),

   Period of Transaction: 1st September, 2022 to 31st March, 2025.

Members are hereby informed that no members of the company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The directors recommend the Item No. 4 of the notice for consent and approval by the Members.

None of the Directors or Key Managerial Personnel of the company or their relatives except Mr. Mazher N. Laila (and their relatives) is in any way concerned or interested, financially or otherwise, in the proposed Ordinary resolution except to the extent of their shareholding in the company, if any.

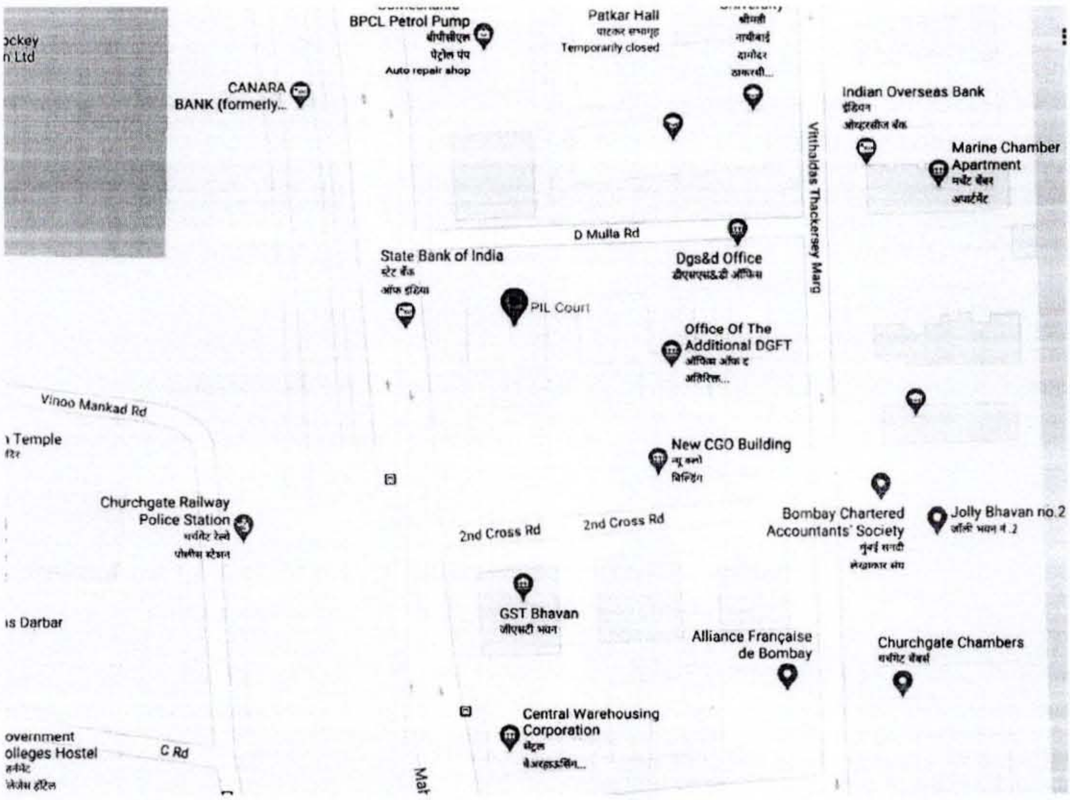
REGISTERED OFFICE
G. No 4, Roxana Building, Ground Floor,
109, M. Karve Road, Mumbai – 400 020

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

Place: Mumbai
Dated: 20th June, 2022
CIN: L17112MH1980PLC023572
E-mail: oxford_industries@yahoo.in

Mazher N. Laila
Managing Director
& Compliance Officer

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.

CIN: L17112MH1980PLC023572; Regd. Office: G. No. 4, Roxana Building, Ground Floor, 109, M. Karve Road, Mumbai - 400 020.
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 First Annual General Meeting of the Company to be held on Tuesday, the 30th day of August 2022, 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 Resolution	No. of Shares held	Vote for	Vote against
	Ordinary Business:				
1.	Adoption of Audited Financial Statements, together with report of Director's and Auditor's thereon for the financial year ended 31st March 2022.	Ordinary			
2.	Re-Appointment of Mr Mazher N. Laila as Director.	Ordinary			
3.	Appointment of M/S R A N K & Associates, Chartered Accountants as Statutory Auditors of the company	Ordinary			
	Special Business:				
4.	Approval of Related Party Transactions	Ordinary			

Signed this ....day of 2022

Affix Revenue Stamp

....
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.