



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF LUMAX AUTO TECHNOLOGIES LIMITED AT ITS MEETING HELD ON MONDAY, MAY 27, 2024 AT LUMAX CORPORATE OFFICE, BOARD ROOM, PLOT NO. 878, UDYOG VIHAR, PHASE V, GURUGRAM - 122016, HARYANA**

**To consider and approve the proposal for amalgamation between the Company and Lumax Ancillary Limited, Wholly Owned Subsidiary of the Company along with approval for the draft Scheme of Arrangement for Amalgamation.**

**“Resolved that** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be and subject to the requisite approvals of the Shareholders, and Creditors of the Company and sanction of the Hon’ble National Company Law Tribunal (‘NCLT’) of appropriate Jurisdiction and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, upon recommendation of the Audit Committee, the consent of the Board be and is hereby accorded to the draft Scheme of Arrangement for Amalgamation (‘the Scheme’) of Lumax Ancillary Limited (‘Transferor Company’) with Lumax Auto Technologies Limited (‘Transferee Company’) and their respective shareholders and creditors.

**Resolved further that** since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no shares be issued by the Transferee Company as a consideration of the Scheme.

**Resolved further that** the Company being the shareholder of the Transferor Company for this Scheme, consent be and is hereby accorded to seek approval of the Hon’ble NCLT for the dispensation of the meeting of shareholders of the Transferor Company for considering and approving the Scheme.

**Resolved further that** Mr. Anmol Jain, Managing Director, Mr. Deepak Jain, Director, Mr. Sanjay Mehta, Director, Mr. Vikas Marwah, Chief Executive Officer, Mr. Ashish Dubey, Chief Financial Officer, Mr. Raajesh Kumar Gupta, Authorised Signatory, and Mr. Pankaj Mahendru, Company Secretary of the Company be and are hereby severally authorized on behalf of the Company, inter-alia to:

- a. To do all such acts as may be required to be complied with under Section 230 to 232 of the Act;
- b. Filing of applications with the NCLT and/ or such other competent authority as may be necessary and holding meetings of the shareholders/ creditors of the Company as may be directed by the NCLT to give effect to the Scheme;
- c. Make such alteration and changes therein as may be suggested by NCLT or Regional Director or Registrar of Companies or such other competent authority and Official Liquidator having jurisdiction over the Company provided that prior approval of the Board shall be obtained for making any material changes in the said Scheme as approved in this meeting;
- d. To evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board may suo-moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;

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- e. Filing of petitions for confirmation of the Scheme with the NCLT and/ or such other competent authority as may be necessary;
- f. For the above purposes, to engage advocates/ external consultants/ authorized representative/ and if considered necessary, declare and file all pleadings, reports, sign and issue public advertisements and notices;
- g. To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- h. To sign and execute the request letters for obtaining the necessary No-Objection/sanction letters for the dispensation of the meetings of the shareholders/ creditors of the Company for approving the Scheme and thereafter submit the same on receipt thereof to the NCLT or any other appropriate authority;
- i. To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from; and
- j. To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned herein before with respective authorities including but not limited to the NCLT, Registrar of Companies, Regional Director, Official Liquidator and Income Tax authorities.
- k. To obtain the certified copy of order passed by the NCLT, and file the same with the concerned Registrar of Companies, offices of Collector of Stamps for adjudication of stamp duty at applicable rates in force, and other statutory authorities;
- l. To authorize officers of the Company and to do all such acts, deeds, matters and things as may be necessary, proper and expedient for effectuating and implementing the Scheme, including any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to the resolution or any other document that may then be deemed fit and to authorize/ sub-delegate any of the aforementioned authorities in connection with Scheme to another person / lawyer / consultant.

**Resolved further that** Mr. Anmol Jain, Managing Director, Mr. Deepak Jain, Director, Mr. Sanjay Mehta, Director, and Mr. Pankaj Mahendru, Company Secretary, be and are hereby severally and individually authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

Certified to be true  
For **Lumax Auto Technologies Limited**



**Pankaj Mahendru**  
Company Secretary  
ICSI Membership No.: A28161



**Dated:** 07.06.2024  
**Place:** Gurugram

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF LUMAX ANCILLARY LIMITED HELD ON FRIDAY, MAY 24, 2024 AT 07:00 P.M. AT LUMAX CORPORATE OFFICE, BOARD ROOM, PLOT NO. 878, UDYOG VIHAR PHASE-V, GURUGRAM-122016 HARYANA, INDIA.**

**TO CONSIDER AND APPROVE THE PROPOSAL FOR AMALGAMATION BETWEEN THE COMPANY AND LUMAX AUTO TECHNOLOGIES LIMITED ALONG WITH APPROVAL FOR THE DRAFT SCHEME OF ARRANGEMENT FOR AMALGAMATION.**

**Resolved that** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be and subject to the requisite approvals of the Shareholders, and Creditors of the Company and sanction of the Hon'ble National Company Law Tribunal ('NCLT') of appropriate Jurisdiction and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the consent of the Board be and is hereby accorded to the draft Scheme of Arrangement for Amalgamation ('the Scheme') of Lumax Ancillary Limited ('Transferor Company') with Lumax Auto Technologies Limited ('Transferee Company') and their respective shareholders and creditors.

**Resolved further that** since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no shares be issued by the Transferee Company as a consideration of the Scheme.

**Resolved further that** the Transferee Company being the Shareholder of the Transferor Company for this Scheme, consent of the Board be and is hereby accorded to seek approval of the Hon'ble NCLT for the dispensation of the meeting of shareholders of the Transferor Company for considering and approving the Scheme.

**Resolved further that** Mr. Naval Khanna, Sanjay Mehta and Mr. Raajesh Kumar Gupta, Directors of the Company, be and are hereby severally authorized on behalf of the Company, inter-alia to:

- a. To do all such acts as may be required to be complied with under Section 230 to 232 of the Act;
- b. Filing of applications with the NCLT and/ or such other competent authority as may be necessary and holding meetings of the shareholders/ creditors of the Company as may be directed by the NCLT to give effect to the Scheme;
- c. Make such alteration and changes therein as may be suggested by NCLT or Regional Director or Registrar of Companies or such other competent authority and Official Liquidator having jurisdiction over the Company provided that prior

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approval of the Board shall be obtained for making any material changes in the said Scheme as approved in this meeting;

- d. To evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board may suo-moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- e. Filing of petitions for confirmation of the Scheme with the NCLT and/ or such other competent authority as may be necessary;
- f. For the above purposes, to engage advocates/ external consultants/ authorized representative/ and if considered necessary, declare and file all pleadings, reports, sign and issue public advertisements and notices;
- g. To settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- h. To sign and execute the request letters for obtaining the necessary No-Objection/sanction letters for the dispensation of the meetings of the shareholders/ creditors of the Company for approving the Scheme and thereafter submit the same on receipt thereof to the NCLT or any other appropriate authority;
- i. To produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from; and
- j. To sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned herein before with respective authorities including but not limited to the NCLT, Registrar of Companies, Regional Director, Official Liquidator and Income Tax authorities.
- k. To obtain the certified copy of order passed by the NCLT, and file the same with the concerned Registrar of Companies, offices of Collector of Stamps for adjudication of stamp duty at applicable rates in force, and other statutory authorities;
- l. To authorize officers of the Company and to do all such acts, deeds, matters and things as may be necessary, proper and expedient for effectuating and implementing the Scheme, including any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to the resolution or any other document that may then be deemed fit and to authorize/ sub-delegate

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any of the aforementioned authorities in connection with Scheme to another person / lawyer / consultant.

**Resolved further that** Mr. Naval Khanna, Sanjay Mehta and Mr. Raajesh Kumar Gupta, Directors, be and are hereby severally and individually authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

For **Lumax Ancillary Limited**

  
**Raajesh Kumar Gupta**  
Director  
DIN: 00988790



Date: 05.06.2024

Place: Gurugram