

Ref No.: LIL/SE/CS/AGM/2020-21

Date: August 05, 2020

BSE Limited Listing & Compliance Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	The National Stock Exchange of India Limited Listing & Compliance Department Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
Security Code: 517206	Symbol: LUMAXIND

Subject: Notice of 39th Annual General Meeting ('AGM') of Lumax Industries Limited

Dear Sir/Ma'am,

Please find enclosed herewith the Notice of the 39th Annual General Meeting ('AGM') of Lumax Industries Limited scheduled to be held on Friday, August 28, 2020 at 10:30 A.M. (IST) via two-way Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). The said Notice also forms part of the 39th Annual Report of the Company for the Financial Year 2019-20.

The Notice of the AGM is also available on the website of the Company at <https://www.lumaxworld.in/lumaxindustries/pdf/notice-of-agm-for-fy2019-2020.pdf>

This is for your information and records.

Thanking you,

Yours faithfully,

For **LUMAX INDUSTRIES LIMITED**



PANKAJ MAHENDRU
COMPANY SECRETARY
M.NO. A-28161



Encl: As above

NOTICE

LUMAX INDUSTRIES LIMITED

(CIN: L74899DL1981PLC012804)

Registered Office: 2nd Floor, Harbans Bhawan-II, Commercial Complex, Nangal Raya, New Delhi- 110046

Website: www.lumaxworld.in/lumaxindustries, Tel: 011 49857832, E-mail: lumaxshare@lumaxmail.com

Notice is hereby given that the **Thirty-Ninth (39th)** Annual General Meeting (“AGM”) of the Members of Lumax Industries Limited (“Company”) will be held as per below mentioned schedule:

Day : **Friday**
Date : **28 August 2020**
Time : **10:30 A.M.**

via two-way Video Conferencing (“VC”) or Other Audio - Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2020, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2020 and the Report of Auditors thereon.
2. To declare final dividend of ₹ 6/- per equity share as recommended by the Board of Directors and to confirm an interim dividend of ₹ 17.50 per equity share, already declared and paid for the financial year ended 31 March 2020.
3. To appoint a Director in place of Mr. Anmol Jain (DIN: 00004993), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration of Cost Auditor for the Financial Year 2020-2021

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

“**Resolved that** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force), the consent of members of the Company be and is hereby accorded to the ratification of the remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) excluding taxes and reimbursement of out of pocket expenses at actuals payable to M/s Jitender Navneet &

Co., Cost Accountants (Firm Registration No. 000119), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2020-2021. .

Resolved further that the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution”.

5. Regularization of Mr. Kenjiro Nakazono (DIN: 08753913) as a Director

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

“**RESOLVED THAT** Mr. Kenjiro Nakazono (DIN: 08753913), a nominee of Stanley Electric Co. Ltd., Japan, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18 June 2020, in terms of the provisions of Section 161 (1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.

6. Appointment of Mr. Kenjiro Nakazono (DIN: 08753913) as an Executive Director, Whole Time Director (Key Managerial Personnel) 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** in accordance with the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company and subject to the approval

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of Central Government and such other approvals as may be required under the Act, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Kenjiro Nakazono as an Executive Director, Whole Time Director of the Company, for a period of three (3) Years with effect from June 18 2020 on the terms and conditions including remuneration as set out in the Explanatory Statement as annexed to the Notice convening this meeting, with liberty and authority to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions including as to remuneration, subject to the provisions of applicable laws and approvals and/ or as may be directed by the Central Government, and agreed to by the said Executive Director.

Resolved further that since the period of office of Mr. Kenjiro Nakazono as Director is liable to determination by retirement of directors by rotation, he shall continue to hold office of Executive Director, Whole Time Director as soon as he is reappointed as a director immediately on retirement by rotation and such reappointment as director shall not be deemed to constitute a break in his appointment as Executive Director.

Resolved further that in the event of absence of or inadequacy of net profits in any financial year during the tenure of Mr. Kenjiro Nakazono, the remuneration to the

Executive Director shall be further restricted within the ceiling specified in Section II Part II of Schedule V of the Companies Act, 2013.

Resolved further that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised on behalf of the Company, to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

By Order of the Board
For **Lumax Industries Limited**

Pankaj Mahendru
Company Secretary
M. No. A 28161

Place: New Delhi
Date: 18 June 2020

Registered Office:

2nd Floor, Harbans Bhawan-II,
Commercial Complex, Nangal Raya, New Delhi– 110046
Website: <https://www.lumaxworld.in/lumaxindustries>
Email id: lumaxshare@lumaxmail.com
CIN: L74899DL1981PLC012804

Notes for AGM Notice:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through video conferencing (VC) or other audio visual means (OAVM). Further, Securities and Exchange Board of India ('SEBI') vide its Circular dated May 12, 2020 ('SEBI Circular') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Friday, August 28, 2020 at 10.30 a.m. (IST). Hence, the Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars, the Annual General Meeting of the company is being conducted through Video Conferencing/Other Audio Visual Means (VC/OAVM) herein after called as AGM.
3. **AGM:** Company has appointed National Securities Depository Limited (NSDL), to provide Video Conferencing facility/Other Audio Visual Means (VC/OAVM) for conducting the AGM.
4. Pursuant to the provisions of the Circular No. 14/2020 dated 8 April 2020, issued by the Ministry of Corporate Affairs (MCA) on the VC/OAVM (AGM)
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Facility for appointment of proxy to attend and cast vote on behalf of the members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
6. Institutional Investors, who are Members of the Company, are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Corporate Members intending **to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to** KFin Technologies Private Limited, Registrar and Share Transfer Agent of the Company, by e-mail at einward_ris@kfintech.com with a copy marked to the Company at lumaxshare@lumaxmail.com.
7. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special business to be transacted at the AGM is furnished hereunder. The relevant details of the Directors seeking appointment/re-appointment at the Annual General Meeting as required by Regulation 36(3) of the Listing Regulations and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed as **Annexure - I**.
9. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system (prior to AGM) and e-voting (during the AGM) will be provided by NSDL.

Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are

Notes for AGM Notice: (Contd.)

otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

10. In line with the MCA Circular No. 17/2020 dated 13 April 2020, MCA Circular dated 05 May 2020 and SEBI Circular dated 12 May 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Further, the Notice of the AGM has been uploaded on the website of the Company at www.lumaxworld.in/lumaxindustries. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories/RTA as on Friday, 24 July 2020.
12. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 22 August 2020 to Friday, the 28 August 2020 (both days inclusive) for annual closing and determining the entitlement of shareholders to the Final Dividend for the Financial Year 2019-20, as may be approved by the members at the annual general meeting (AGM).
13. **Dividend Entitlement:** Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM will be payable to those Members whose names appear on the Register of Members of the Company, in the case of beneficial owners as at the close of **August 21, 2020 (the Cut-off Date/Record Date)**, as per the beneficial ownership data to be furnished by NSDL/CDSL/RTA for the purpose and in respect of shares held in physical form after giving effect to all valid shares transfers/transmission(s), which are lodged with the Company / RTA before August 21, 2020.

The Board of Directors had recommended a dividend of ₹ 6/- per equity share of the face value of ₹ 10 each (@60%), payable to those Shareholders whose names appear in the Register of Members as on the Cut-off Date/Record Date (subject to the approval of the same by the Shareholders in the ensuing AGM).

Further, the Board of Directors in their meeting held on 16 March 2020 considered, approved and declared an interim dividend of ₹ 17.50 per equity share of the face

value of ₹ 10 each (@ 175 %) for the financial year 2019-2020.

Cumulatively, the Board of Directors has declared / recommended a total Dividend of ₹ 23.50 per equity share of the face value of ₹ 10/- each (@ 235 %) for the Financial year 2019-2020.

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1 April 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates as per Income Tax Act, 1961 ('the IT Act'). In general, 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 ('DPs') or in case shares are held in physical form, with the Company by sending documents through e-mail by Friday, 14 August 2020.

The note for '**Communication on Tax Deduction on Dividend**' is annexed with this notice.

Dividend amount for Members holding shares in Electronic Form and to those Members holding in Physical Form, who have given their Bank details, will be credited to their respective Bank Account through Electronic Clearing Service (ECS), wherever such facilities are available, soon after the declaration of the Dividend in the AGM, subject to deduction of income-tax at source ('TDS'). For others, Dividend Demand Drafts (DD's) will be posted at the earliest depending upon the resumption of the Postal Services. In order to avoid any fraudulent encashment, such Members are requested to furnish their Bank Account Number and Bank's name so as to incorporate the same in the Dividend DD, immediately, if not submitted earlier. If there is any change in the Bank Account of Demat Members, they are requested to intimate the same to their respective Depository Participants for their further action.

Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending the below mentioned documents to the RTA of the Company viz Kind Attn: Mr. Rajeev Kumar, KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), Unit: Lumax Industries Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032

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- a. a signed request letter mentioning name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code;
- b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested scanned copy of the PAN Card; and
- d. self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest possible.

14. **Transfer of Unclaimed/Unpaid dividend amounts to the Investor Education and Protection Fund (IEPF):**

Members are requested to note that pursuant to the provisions of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), the amount of dividend which remains unclaimed or unpaid for a period of 7 (Seven) years from the date of transfer of the amount to Unpaid dividend account, shall be transferred to the Investor Education & Protection Fund set up by Government of India and no claim shall lie against the Company after the transfer of Unpaid or Unclaimed dividend amount to IEPF.

Accordingly, the amount lying in the Unpaid Dividend Account for the year 2011-12 has been transferred to the IEPF on 5 October 2019. The unpaid dividend amount for the Financial year 2012-13 is due for transfer to the IEPF by September 04, 2020. Members who have not yet encashed their dividend for the year 2012-2013 and onwards are therefore, requested in their own interest

to make their claims to the Company immediately for outstanding dividends.

The Members are also requested to note that all shares on which dividend remains unclaimed for seven consecutive years or more shall be transferred to the IEPF account in compliance with Section 124 of the Companies Act, 2013 and the applicable IEPF Rules. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline as mentioned above. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. Members are requested to contact with the Registrar and Share Transfer Agent of the Company, M/s Kfin Technologies Private Limited (KFintech) for aforesaid purpose.

The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application in Form no. IEPF-5 to the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

15. Members are requested to support our Green Initiative by choosing to receive the Company's communication through e-mail and are requested to update their email addresses with their depository participants / KFintech.
16. **Change of Address:** The Members holding shares in physical mode are requested to intimate to the Registrar and Share Transfer Agent i.e. M/s Kfin Technologies Private Limited (KFintech) immediately, if there is any change in their registered address. Members holding shares in Demat Mode should inform the change of address to their respective Depository Participants.
17. Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, which provides that with effect from **December 05, 2018**, no request for transfer of securities shall be processed by the Company or RTA, as the case may be, until and unless the securities are held in the dematerialized form with a depository.

In view of above, the Members holding shares in physical form are requested to consider the same and convert their holding into dematerialized form to eliminate all risk associated with the physical shares. Members can contact the Company or RTA for any further assistance in this regard.

18. As per the provision of Section 89 read with Section 90 of the Companies Act, 2013, the combined effect of both the sections is that every person who is holding a beneficial

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interest in the shares of the Company shall submit his/her declaration to the Company in the prescribed form and thereafter the Company shall intimate to the Registrar in the prescribed form along with such declaration.

Every member(s) of the Company is requested to provide the declaration(s) regarding their beneficial interest, if any in the shares of the Company under the aforesaid provisions of the Act. The shareholders are further advised to refer Companies (Significant Beneficial Owners) Amendment Rules, 2019 before making declaration in respect of Beneficial Owner and Significant Beneficial Owner.

19. 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.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their 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//Depository/KFintech. Members are requested to refer to the important instructions given in **Annexure – II** of this Notice.

Electronic copy of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.lumaxworld.in/lumaxindustries.

During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

21. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address lumaxshare@lumaxmail.com at least 7 days in advance before the start of the AGM i.e. by August 21, 2020 by 05:00 P.M. IST. Those Members who have registered themselves

as a speaker shall be allowed to ask questions during the AGM, depending upon the availability of time. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

22. **Voting through electronic means:** In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to Members holding shares as on August 21, 2020, being the Cut-off date for the purpose of Rule 20(4)(vii) of the Rules fixed for determining voting rights of Members, entitled to participate in the remote e-voting process, through the e-voting platform provided by National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> or to vote at the Annual General Meeting.
23. The e-voting period shall commence on Tuesday, the August 25, 2020 (9:00 a.m. IST) and ends on Thursday, the August 27, 2020 (5:00 p.m. IST). During this period Members holding shares either in physical or dematerialized form, as on cut-off date i.e. August 21, 2020 may cast votes electronically. A person, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, shall be entitled to avail the facility of remote e-voting.

The remote e-voting module will be disabled by NSDL for voting thereafter. A shareholder shall not be allowed to vote again on any resolution on which vote has already been cast.
24. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote(s) through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, who have cast their votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
25. The recorded transcript of the forthcoming AGM on August 28, 2020, shall also be made available on the website of

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the Company www.lumaxworld.in/lumaxindustries in the Investor Section, as soon as possible after the Meeting is over.

26. The Board of Directors has appointed Mr. Maneesh Gupta, Practicing Company Secretary, New Delhi as the scrutinizer to the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
27. The Scrutiniser shall, after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unlock the votes cast through remote e-voting, and shall submit a consolidated Scrutiniser's report, of the total votes cast in favour or against, invalid votes, if any, to the Chairman of the Company or any authorised person who shall countersign the same, within 48 hours of the conclusion of the meeting.

The Scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the Scrutiniser's report shall be placed on the Company's website www.lumaxworld.in/lumaxindustries and National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> and shall also be communicated to the Stock Exchanges.
28. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e. 28 August 2020.
29. Notice of this AGM, Audited Financial Statements for Financial Year 2019-20 together with Directors' Report and Auditors' Report are also available on the website of the Company www.lumaxworld.in/lumaxindustries. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
30. Instructions for attending the AGM through VC/OAVM and remote e-voting are given below:

A. Instructions for Members for attending the AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at

<https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the 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 mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.

B. The instructions for remote e-voting are as under:

The remote e-voting period shall begin on Tuesday, the 25 August 2020 at 09:00 a.m. and ends on Thursday, the 27 August 2020 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

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Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Digit DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if EVEN is 101456 and your folio number is 001*** then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Notes for AGM Notice: (Contd.)

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company i.e. Lumax Industries Limited, to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to guptamaneeshcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories, for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self -attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by sending a request to KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), Registrar and Share Transfer Agent at einward.ris@kfintech.com and also to lumax-share@lumaxmail.com.

In case shares are held in demat mode, Please contact your DP and register your e-mail address in your demat account, as per the process advised by your DP.

C. The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:
 - Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number :+91-22-24994360.
 - Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in, pallavid@nsdl.co.in or at telephone number +91 22 2499 4545.

By Order of the Board
For Lumax Industries Limited

Pankaj Mahendru
Company Secretary
M. No. A 28161

Place: New Delhi
Date: 18 June 2020

Registered Office:

2nd Floor, Harbans Bhawan-II,
Commercial Complex, Nangal Raya, New Delhi– 110046
Website: <https://www.lumaxworld.in/lumaxindustries>
Email id: lumaxshare@lumaxmail.com
CIN: L74899DL1981PLC012804

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013)

Item No. 4

The Board on the recommendation of the Audit Committee, in its Meeting held on 18 June, 2020 have approved the appointment of M/s Jitender Navneet & Co., Cost Accountants (Firm Regn. No. 000119) as the Cost Auditor of the Company for audit of cost accounting records of the Company for the Financial Year 2020-2021 and fixed their fee at ₹ 1.75 Lakhs (Rupees One Lakh Seventy-Five Thousand) excluding taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

M/s. Jitender Navneet & Co., Cost Accountants (Firm Regn. No.000119) have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31 March 2021.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested,

financial or otherwise, in the agenda as set out at Item No.4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for approval of the Members as an Ordinary Resolution.

Item No. 5 & 6

The Board of Directors have at their Meeting held on 18 June 2020 approved the appointment of Mr. Kenjiro Nakazono, Nominee of Stanley Electric Co., Ltd., Japan, the Financial and Technical Collaborator, as Additional Director, on the Board of the Company w.e.f. June 18, 2020. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Nakazono, in his capacity as Additional Director shall hold office upto the date of this Annual General Meeting.

Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on June 18, 2020, have appointed Mr. Kenjiro Nakazono as Executive Director, Whole Time Director of the Company for a period of 3 (three) years with effect from June 18, 2020, on the remuneration and terms as set out herein, subject to the approval of the members in the Annual General meeting and such other approvals as may be required under the Companies Act, 2013.

Particulars of Remuneration and perquisites:

S. NO.	PARTICULARS	AMOUNT
1.	Basic Salary	₹ 24,000 per month
2.	House Rent Allowance	₹ 12,000 per month
3.	Special/Other Allowance	₹ 1,25,000 per month
4.	Perquisites & Allowances for Mr. Kenjiro Nakazono	
a.	Proceeding/Outfitting allowance to self and his family.	Mr. Kenjiro Nakazono shall be eligible for proceeding/ Outfit allowance at the rate of maximum of two month's basic salary. Further he will be paid all travelling expenses and incidentals incurred in India. His spouse and each of his children of above 12 years age are eligible for proceeding/Outfit allowance subject to maximum at the rate of 50% of 2 months basic salary and at the rate of 25% in case of children below 12 years.
b.	Medical Aid	Expenses in connection with the medical checkup twice a year, Air fare from India to Japan and return and other medical expenses etc.
c.	Other Benefits	<ol style="list-style-type: none"> The Company will provide a Chauffeur driven Car to him. The Company shall bear all the expenses in respect of car such as garaging charges, servicing, repairs, fuel, taxes, comprehensive insurance premium etc. including the salary for the Chauffeur. The Company will also provide the facilities of Telephone and Gas etc. The Company to pay to and fro traveling expenses of Mr. Kenjiro Nakazono and his family when he goes on special leave/holiday passage granted to him.

All the perquisites and benefits shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules perquisites shall be evaluated at actual cost. Provided further that the use of Company maintained cars, telephones, mobile phone, travelling and hotel expenses incurred for business purposes shall not be included in the computation of perquisites and allowances for the purpose of calculating ceiling of remuneration.

The aforesaid proposal including remuneration has been approved and recommended by Nomination and Remuneration Committee considering financial position of the Company, trend in the Industry, appointee qualification and experience among others and also by the Board of Directors at their meeting, subject to the approval of members in the Annual General Meeting.

Notice under Section 160 of the Companies Act, 2013, proposing his candidature as Director has been received from a member of the Company. The Board considers that the appointment of Mr. Kenjiro Nakazono as Director as well as Executive Director will be beneficial for the Company considering his educational background, experience in the Auto lighting Industry and also he will extend required technical know how support to the Company as Nominee of Stanley, which will be in the overall interest and growth of the Company. Therefore, the Board recommends his appointment.

This explanatory statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Kenjiro Nakazono as Executive Director of the Company.

Except Mr. Kenjiro Nakazono, Mr. Tadayoshi Aoki and Mr. Toru Tanabe, all being Nominee Directors of Stanley Electric Co., Ltd., none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 5 & 6 of the Notice.

Mr. Kenjiro Nakazono does not hold Directorship or Membership of the Committee of the Board in any other Public Limited Companies.

Your Directors recommend the resolutions set forth in Item No. 5 & 6 for approval of the members as Ordinary Resolutions.

By Order of the Board
For Lumax Industries Limited

Pankaj Mahendru
Company Secretary
M. No. A 28161

Place: New Delhi
Date: 18 June 2020

Registered Office:

2nd Floor, Harbans Bhawan-II,
Commercial Complex, Nangal Raya, New Delhi- 110046
Website: <https://www.lumaxworld.in/lumaxindustries>
Email id: lumaxshare@lumaxmail.com
CIN: L74899DL1981PLC012804

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AND FIXATION OF REMUNERATION IS FURNISHED BELOW:

Names of Directors/DIN	Date of Birth/ Details of Shareholding	Qualifications/Nature of Expertise	Relationship with Directors Inter-se	Name of Listed Companies in which Directorship held other than Lumax Industries Limited	Chairmanship/ Membership in Committees of Other Public Companies
Mr. Anmol Jain DIN: 00004993	04 April 1979 Shares held in the Company: 11,72,031	Bachelors in Business Administration in Finance & Supply Chain Management (Double major) from Michigan State University, U.S.A He worked as a Management Trainee with GHSP, U.S.A. & subsequently, joined Lumax Group, & has over 20 years of experience. He has held various positions in Industry associations like: <ul style="list-style-type: none"> The National Coordinator of ACMA-YBLF from 2014-16. The Chairman CII Haryana State Council in 2012-13. He is currently: <ul style="list-style-type: none"> President of Honda Cars India Supplier's Club MC Member of Bajaj Auto Vendor Association 	Related as Brother of Mr. Deepak Jain, Chairman & Managing Director of the Company.	Lumax Auto Technologies Limited	Member of Audit Committee of Lumax Auto Technologies Limited.
Mr. Kenjiro Nakazono DIN: 08753913	29 April 1970 Shares held in the Company: Nil	Graduate from Hamamatsu Commercial High School. Having over 30 years of rich experience in Procurement, Planning, Audit and NPD.	Related to Mr. Tadayoshi Aoki and Mr. Toru Tanabe as Nominee Directors of Stanley Electric Co., Ltd.	Not Applicable	Not Applicable

Notes:

- The Directorships and Chairmanships/Memberships of Section 8 Companies is not included in above table
- For other details such as the number of meetings of the Board attended during the year, remuneration drawn in respect of above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

IMPORTANT AND URGENT INFORMATION FOR THE SHAREHOLDERS

ANNEXURE II

Mandatory Updation of PAN and Bank Account details (Only for Physical Shareholding)

Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April 2018, has mandated Listed Entities to seek the subject details from the Shareholders holding shares in physical form with an objective to streamline the processes relating to maintenance of records, transfer of securities and seamless payment of dividend/interest/redemption amounts to the Shareholders.

Therefore, we request your good self to provide the following details for our records, which shall be linked to your respective folios:

1. Enclosed Format dully filled and signed by all the Shareholders.
2. Self-attested copy of PAN Card of all the Shareholders.
3. Original Cancelled Cheque leaf with Name (if the name is not printed, self-attested copy of Passbook duly attested by the Bank first page).
4. Self-attested copy of Address Proof of the Shareholder.

If the Shareholder is a resident of Sikkim, the Shareholder is required to submit a valid Identity proof issued by Government.

Mandatory Dematerialization of Shares

Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8 June 2018 read with BSE Circular No. LIST/COMP/15/2018-19 dated 5 July 2018 issued to all Listed Companies has directed for Dematerialization of Shares held in physical form. In order to Dematerialize your share, please open a Demat Account with any of Depository Participants (DP) and submit your physical share certificate to DP along with necessary documents in this regard.

Updation of Email ID

To support "Green Initiative" and to further strengthen the communication and for providing the documents through electronic mode, the Shareholders are requested to get their Email Id's registered with the Company.

Registration of Mobile No. and Merging of Multiple Folios

Shareholders are requested to register their Mobile No. for direct and speedy communication and those Shareholders who are having Multiple Folios are requested to get the same merged in One Folio which will help in ease of communication.

FORMAT FOR FURNISHING PAN AND BANK DETAILS

To
 Kfin Technologies Private Limited
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli, Financial District, Nanakramguda,
 Hyderabad - 500 032

Dear Sir/Ma'am,

Unit: LUMAX INDUSTRIES LIMITED

I/ We furnish below our folio details along with PAN and Bank mandate details for updation and confirmation of doing the needful. I/we are enclosing the self-attested copies of PAN cards of all the holders, original Cancelled Cheque leaf, Bank Passbook and Address Proof viz., Aadhaar Card as required for updation of the details:

Folio No.	
Address of the 1st named Shareholder as per the share certificate	
Mobile No.	
Email ID	

Bank Account Details (for electronic credit of unpaid dividends and all future dividends):

Name of the Bank									
Name of the Branch									
Account Number (as appearing in your cheque book)									
Account Type (Saving/ Current/ Cash Credit)	Saving			Current			Cash Credit		
9 Digit MICR Number (as appearing on the cheque issued by the bank)									
11 Digit IFSC Code									

	PAN No.	Name	Signature
First Holder :			
Joint Holder 1 :			
Joint Holder 2 :			

Place:

Date:

Note: The above details will not be updated if the supporting documents are not attached and not duly signed by all the Shareholders.

(Refer Note 13 of the Notice of 39th AGM)

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

As per Finance Act, 2020, the Company would be under an obligation to deduct TDS in accordance with the provisions of the IT Act, from dividend distributed on or after 1 April 2020.

All Members are requested to ensure that the below details are completed and/or updated, as applicable, in their respective Demat account/s maintained with the Depository Participant/s; or with the Company in case of shares held in physical form latest by August 14, 2020.

- A. Valid Permanent Account Number (PAN).
- B. Residential status as per the Income Tax Act i.e. Resident or Non-Resident for FY 2020-21.
- C. Category of the Member i.e. Individual, HUF, AOP, Firm, Trust, LLP, Domestic Company, Foreign Company, FPI, FII, Mutual Fund, Insurance Company, AIF category I and II, AIF category-III, Central/State Government
- D. Email Address.
- E. Address.

Documents required to be submitted by relevant category of Members to the Company latest by August 14, 2020 as per detail below:

Section I. For Resident Members:

NO TDS if dividend paid to Mutual Funds, Category I and II Alternative Investment Fund, Insurance companies, Recognized Provident funds, Approved Superannuation fund, Approved Gratuity Fund, National Pension Scheme and Government (Central/State) subject to submission of certificate of identity.

For Any other Entity as per detail below:

- a) **TDS is required to be deducted @7.5% u/s 194 of the IT Act, if aggregate dividend distributed or likely to be distributed during the FY 2020-21 to individual shareholder exceed INR 5000 if PAN is available/provided otherwise 20% if no PAN**
- b) TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued u/s 197 of the Act, if such valid certificate is provided.
- c) No TDS is required to be deducted on furnishing of valid Form 15G or Form 15H

Section II. For Non-resident Members:

- i. FII: TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) u/s 196D of the IT Act.
- ii. Any entity entitled to exemption from TDS: Valid self-attested documentary evidence in support of the entity being entitled to exemption from TDS needs to be submitted.
- iii. Other non-resident Members:
 - a) TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) u/s 195 of the IT Act.
 - b) Shareholder may be entitled to avail lower TDS rate as per Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, on furnishing the Self-attested copy of **1) PAN, 2) TRC, 3) Form 10F and 4) No PE declaration**

Details and / or documents as mentioned above in Section I and Section II, as applicable to the Member, need to be sent, duly completed and signed, through registered email address of the Member with PAN being mentioned in the subject of the email to reach lumaxshare@lumaxmail.com by August 14, 2020. Please note that no communication in this regard, shall be accepted after August 14, 2020.

Note: Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

