

LATL/REG30/PB/2023-24

August 28, 2023

The General Manager, Department of Corporate Services, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	The Manager- Listing Compliance National Stock Exchange of India Limited ‘Exchange Plaza’ C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai-400051
Security Code : 532796	Symbol: LUMAXTECH

Sub: Submission of Notice of Postal Ballot dated August 10, 2023

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

In Compliance of Regulation 30 read with Schedule III of the Listing Regulations and in continuation to earlier intimation dated August 10, 2023, we are enclosing herewith the Notice of Postal Ballot dated August 10, 2023 along with Explanatory Statement, seeking consent/approval of the Members of the Company for the Resolutions as mentioned in the said Notice, by means of Postal Ballot through electronic voting ("E-voting").

The Notice of Postal Ballot has been sent today i.e., **Monday, August 28, 2023** by email only to the Shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on **Friday, August 25, 2023** i.e., **cut-off date** and who have registered their e-mail addresses with the Company/Registrar and Share Transfer Agent of the Company/Depositories as on the cut-off date.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide the e-voting facility to all its members. The E-voting shall remain open from **Wednesday, August 30, 2023** at **09:00 A.M. (IST)** and end on **Thursday, September 28, 2023** at **05:00 P.M. (IST)**. The results of the Postal Ballot will be declared on or before 05:00 P.M. (IST) on Saturday, September 30, 2023

The Postal Ballot Notice along with Explanatory statement is also being made available on the website of the Company at www.lumaxworld.in/lumaxautotech and NSDL at <https://www.evoting.nsdl.com>.

You are requested to take the same on records and oblige.

Thanking you,

For Lumax Auto Technologies Limited

Pankaj Mahendru
Company Secretary & Compliance Officer
ICSI Membership No. A28161

Encl.: As stated above



LUMAX AUTO TECHNOLOGIES LIMITED

CIN: L31909DL1981PLC349793

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

Phone: 011-49857832, Email: shares@lumaxmail.com,

Website: www.lumaxworld.in/lumaxautotech

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**"), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the **Rules**"), General Circular No. 11/2022 dated 28th December, 2022 and other relevant Circulars issued by the Ministry of Corporate Affairs ("**MCA**") (collectively "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standards – 2 on General Meeting ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**") and other applicable laws and regulations, if any, the Company is seeking consent / approval of the Member(s) of the Company for the below appended resolutions by means of Postal Ballot only through electronic means i.e. through remote e-voting system ("**E-voting**").

In compliance with the MCA Circulars, this Postal Ballot Notice ("**Notice**") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories viz National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and the communication of assent/ dissent of the Members will only take place through the E-voting system. Hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the E-voting system only. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent/Depositories, please follow the process provided in the notes mentioned herein below to receive this Notice, login ID and password for e-voting.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (**the "Board"**) of the Company at its meeting held on Thursday, August 10, 2023, has appointed Mr. Maneesh Gupta, Practicing Company Secretary (FCS 4982), to act as the Scrutinizer (**the "Scrutinizer"**), for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the

Company is pleased to provide e-voting facility to all its members to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its Members. The Members are requested to carefully read the instructions indicated in this notice. The e-voting period shall commence on **Wednesday, August 30, 2023 at 9:00 A.M. (IST)** and end on **Thursday, September 28, 2023 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person, as may be authorized by him.

The result of the Postal Ballot will be announced on or before 5:00 P.M. (IST) on **Saturday, September 30, 2023**. The said results will be displayed on the notice board of Registered Office of the Company and will also be intimated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Simultaneously, the results will also be uploaded on the Company's website at www.lumaxworld.in/lumaxautotech and also on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility as provided by the Company.

PROPOSED RESOLUTIONS

SPECIAL BUSINESS:

Item No. 1: Payment of Remuneration to Mr. Deepak Jain, Non-Executive Director.

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

"Resolved that pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and as per Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other approvals, permissions or sanctions as may be necessary, the consent of the Member(s) be and is hereby accorded for the payment of remuneration in form of commission @1% of net profits as calculated in terms of Section 198 and other applicable provisions of the Act, to Mr. Deepak Jain (DIN: 00004972), Non-Executive Director of the Company, notwithstanding that the remuneration payable to him exceeds 50% (fifty Percent) of total remuneration payable to all Non-Executive Directors for the Financial Year 2023-24.

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 and things as may be considered necessary and expedient for the purpose of giving effect to this resolution."

Item No. 2: Material Related Party Transactions with Lumax Industries Limited

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

"Resolved that pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and also pursuant to

approval of Audit Committee and Board of Directors (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of Member(s) be and is hereby accorded to enter into/continue the contracts, agreements, arrangements and transactions (including transactions already entered) with Lumax Industries Limited ("**LIL**"), a related party of the Company within the meaning of Section 2(76) of the Act for sale, purchase, transfer or receipt of products, goods, materials, assets or availing or rendering of services, Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, Royalty etc. and such other transactions as may be approved by Audit Committee and Board, for an estimated aggregate amount not exceeding Rs. 400 Crores (Rupees Four Hundred Crores Only) during the Financial Year 2023-24 on such terms and conditions, as may be mutually agreed upon by the Company and LIL.

Resolved further that the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including decide upon the nature and value of the products, goods, materials, assets or services for which the transaction(s) may be carried out, finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board of Directors
For Lumax Auto Technologies Limited**

**Date: August 10, 2023
Place: Gurugram**

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

Registered Office:
2nd Floor, Harbans Bhawan-II,
Commercial Complex, Nangal Raya, New Delhi- 110046
Website: <https://www.lumaxworld.in/lumaxautotech>
Email id: shares@lumaxmail.com
CIN: L31909DL1981PLC349793

Notes:

1. An Explanatory Statement pursuant to Section 102(1) and other applicable provisions, if any, of the Act setting out all material facts and reasons relating to the proposed resolutions is annexed hereto and forms part of this Notice.
2. The Notice is being sent to the members of the Company only through electronic mode whose names appear in the Register of Members/List of Beneficial Owners and who have registered their e-mail addresses with the Company /Registrar and Transfer Agent of the Company/Depositories as on **Friday, August 25, 2023** ("the **cut-off date**"). The

notice is also available on the website of the Company at www.lumaxworld.in/lumaxautotech, National Securities Depository Limited (NSDL) at www.evoting.nsdl.com and also on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

3. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent of the Company/Depositories, please follow the following procedure for registration of email address and for receipt of login ID and password for e-voting:
 - a) Members holding shares in physical mode are requested to register/update their email address by writing to the Registrar & Share Transfer Agent (RTA), Bigshare Services Pvt. Ltd at vinod.y@bigshareonline.com
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with their respective Depository Participant.

After successful registration of the e-mail address, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the member. In case of any queries, Members may write to shares@lumaxmail.com

4. Pursuant to the provisions of Section 108 & 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of E-voting to all Members in respect of the business to be transacted through Postal Ballot. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide E-voting facility to Members. Instructions for E-voting are provided herein below at point no. 17.
5. Voting rights of the Members for E-Voting shall be reckoned based on the proportion of the Equity shares held by them in the Paid-up Equity Share Capital of the Company as on the close of the business hours on cut-off date.
6. During the e-voting period, Members can login at www.evoting.nsdl.com any number of times till they have not voted on the resolutions. Once the vote on the resolutions is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. The e-voting period shall commence on **Wednesday, August 30, 2023 at 9:00 A.M. (IST)** and end on **Thursday, September 28, 2023 at 5:00 P.M. (IST)**. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) thereafter. A person who is not a shareholder on the cut-off date should treat this notice for information purpose only.
8. The details of voting by e-voting shall be under safe custody of the scrutinizer till the Chairman or any other person authorized by the Chairman consider, approve and sign the results of the voting.
9. The Scrutinizer will after the conclusion of voting through e-voting, unlock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit his report to the Chairman of the Company or in his absence, to the person authorised by him in writing, who shall countersign the

same and declare the results of the voting forthwith. The results of the Postal ballot would be announced by the Chairman or any other Director / authorized person of the Company on or before Saturday, September 30, 2023 and shall be displayed on the notice board of the Registered office besides being communicated to Stock Exchanges. The results will also be displayed on the website of the Company at www.lumaxworld.in/lumaxautotech and on the website of the E-Voting agency at www.evoting.nSDL.com for the information of the member(s) and on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

10. Relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection by the Members in the Electronic mode upto the date of declaration of results of Postal Ballot from 10:00 a.m. (IST) to 5:00 p.m. (IST) on all working days. Members seeking to inspect such documents can send an email to shares@lumaxmail.com.
11. A Member cannot exercise his vote by proxy on postal ballot.
12. In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
13. SEBI has mandated the submission of Permanent Account Number (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 to the Company/ RTA.
14. As per Rule 20 and Rule 22 of the Rules read with the MCA Circulars and the Listing Regulations, the details pertaining to this Notice will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in New Delhi (in vernacular language, i.e., Hindi).
15. Members may download the Notice from the Company's website at www.lumaxworld.in/lumaxautotech and from National Securities Depository Limited (NSDL) at www.evoting.nSDL.com. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com
16. Resolutions passed by the Members through e-voting shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolutions, once passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e., **Thursday, September 28, 2023**.
- 17. Voting Through Electronic Means (E-Voting):**

The 'Step by Step' procedure, Instructions and other information for casting your vote electronically through e-voting are as under:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Rules, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through

the e-Voting services provided by NSDL, on the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. The remote e-Voting facility will be available during the following period:
 - Commencement: 09:00 a.m. (IST) on Wednesday, August 30, 2023.
 - End: 05.00 p.m. (IST) on Thursday, September 28, 2023.
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- iv. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in Demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com . Select “ Register Online for IDEAS Portal ” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e., NSDL where the e-Voting is in progress.</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 Character 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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. Open the .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 etc.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 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 022 - 4886 7000 and 022 - 2499 7000 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:

1. 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 email to shares@lumaxmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shares@lumaxmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102(1) of the Companies Act, 2013)

Item No. 1

In terms of the provisions of Regulation 17 (6) (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is required to obtain approval of the shareholders by way of special resolution every year, in which the annual remuneration payable to a single non-executive director exceeds 50% (fifty percent) of the total annual remuneration payable to all non-executive directors giving details of the remuneration thereof.

The members may note that Mr. Deepak Jain, who is a non-executive Director of the Company is entitled to receive remuneration in the form of commission out of the profits of the Company calculated in terms of the provisions of Section 198 of the Companies Act, 2013. Besides him, none of Non-Executive Directors of the Company are receiving any remuneration from the Company except fee for attending the Board/Committee meetings and reimbursement of expenses. Therefore, the commission to be paid to Mr. Deepak Jain for the financial year 2023-24 will exceed the limits stipulated in the above Regulation, hence approval of the member(s) of the Company is being sought through the Special Resolution as set out at item no. 1 of the notice.

Mr. Deepak Jain, aged 48 years, holds a business graduate degree from the Illinois Institute of Technology, USA with specialization in operations management & international business. He has over 25 years of work experience in the Automotive Components Industry. Mr. Deepak Jain has undergone extensive training at Stanley Co. Limited, USA & Stanley Electric Co. Limited, Japan.

He has held various key positions in the different associations:

- Chairman - CII Northern Region, Member of Governing Council for National Automotive Board (NAB), Member of International Centre for Automotive Technology (ICAT), Member of Research Advisory Board (RAB) and Vice President of the Governing Council of Central Manufacturing Technology Institute (CMTI)
- Holds the position of Vice President of Toyota Kirloskar Supplier's Association (TKSA), Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council and Hero Supplier Council
- Immediate Past President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)

His rich experience and continued valuable guidance to the management, strong Board performance has been instrumental in providing expert guidance in the area of marketing, business development and customer relationship. In view of his valuable contribution made to the Company, he is being paid commission @1% of the net profit as calculated in terms of Companies Act, 2013 as amended up-to-date.

Details of Mr. Deepak Jain, pursuant to the provisions of the Listing Regulations and Secretarial Standards – 2 issued by the Institute of Company Secretaries of India are provided in the "Annexure - I" to this Notice.

Except, Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain and their relatives (to the extent of their shareholding, if any), none of the Directors and Key Managerial Personnel of the

Company and their relatives are concerned or interested, financially or otherwise, in the agenda, as set out in at Item 1 of the Notice.

The Board of Directors recommends passing of the Special Resolution set forth in Item No. 1 of the Notice by the members of the Company.

Item No. 2

The Company is engaged in manufacturing of various automotive components including automotive lighting products. The Company is also engaged in the business of After-market sales activities. The Company also has joint ventures with third parties. The annual consolidated turnover of the Company for the year ended March 31, 2023 was Rs. 1847.46 Crores.

As a part of its business activities, the Company has entered into / will enter into transactions / contracts / agreements / arrangements with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). All transactions with such related parties of the Company are / will be at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by a firm of Chartered Accountants for arms' length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee on quarterly basis.

Further, all related party transactions are undertaken after obtaining approval of the Audit Committee. Presently more than 2/3rd of the members of the Audit Committee of the Company comprises of independent directors and as required by Listing Regulations, the non-independent members of the Audit Committee do not participate in the discussions on the item with respect to approval of related party transactions. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arms' length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

Regulation 23 of the Listing Regulations has been amended effective from April 01, 2022 to provide that shareholders' approval should be obtained for the related party transactions which in a financial year, exceed the lower of (i) Rs. 1,000 Crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Lumax Industries Limited ("LIL") is 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the Listing Regulations and the Company has entered into certain transactions for purchase/sale of raw materials, finished goods, availing / rendering of services etc. and further proposes to undertake transactions as to sale, purchase, transfer or receipt of products, goods, materials, assets or services, Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, Royalty etc.

The particulars of transactions carried out with LIL during the Financial Year 2023-24 together with the projections until March 31, 2024 are tabulated as under:

	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Lumax Industries Limited (LIL) Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain, (Directors of the Company) are the Promoters of LIL. Mr. Deepak Jain and Mr. Anmol Jain are also Directors on the Board of LIL and holds more than 2% of shareholding of LIL.
2.	Name of the Director or Key Managerial Personnel who is related and Relationship	Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain. Mr. Deepak Jain and Mr. Anmol Jain are themselves the brothers and sons of Mr. D.K. Jain.
3.	Type, material terms and particulars of the transactions (entered /proposed to be entered)	Sale, purchase, transfer or receipt of products, goods, materials, assets or services, Rent/Leasing Transactions & Rent Deposits, Royalty, Reimbursement of Expenses etc.
4.	Tenure of the transactions (entered /proposed to be entered)	The approval is being taken for the Related Party transactions (entered /proposed to be entered) for the financial year 2023-2024.
5.	Value of the transactions (entered /proposed to be entered)	The value of transactions to be entered into together with already entered into is likely up to an amount of Rs. 400 Crores.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	21.65%.
7.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
	(i) details of the source of funds in connection with the proposed transaction	
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
	(iii) applicable terms, including covenants, tenure, interest rate and repayment	

	<p>schedule, whether secured or unsecured; if secured, the nature of security.</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	
8.	<p>Justification as to why the RPT are in the interest of the listed entity</p>	<p>Both LIL and the Company are engaged in the business of manufacturing various types of automotive components. The Company is also engaged in the business of After-market sales and for this division, the Company is required to procure / purchase various products from LIL.</p> <p>Similarly, few OEM customers of both LIL and the Company desire to procure products from only one supplier instead of dealing with two separate suppliers. Hence, in order to meet the requirement of such customers, LIL and the Company purchase / sale the products to each other.</p> <p>Besides the above, both LIL and the Company share their respective resources with each other to achieve optimum cost targets and economies of scale.</p>
9.	<p>Any valuation or other external party report relied upon by the listed entity in relation to the transactions</p>	<p>Not Applicable</p>
10.	<p>Any other information that may be relevant</p>	<p>The pricing/commercial terms will be determined based on the transactions with unrelated parties for similar nature of transactions, if any.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.</p>

During the Financial Year 2023-24, the transactions already entered along with transaction to be entered into would exceed the limit of ten percent of the annual consolidated turnover of the Company for the last financial year, hence will qualify as Material Related Party Transactions and require approval of the shareholders through ordinary resolution.

The aforesaid proposal has been approved by the Audit Committee and Board of Directors and the same is being recommended to Members for their approval.

Except, Mr. D.K. Jain, Mr. Anmol Jain and Mr. Deepak Jain, being Director on the Board of the Company as well as Promoters of LIL and their relatives to the extent of their shareholding,

none other Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financial or otherwise, in the said resolution.

Mr. Anmol Jain, Managing Director and Mr. Deepak Jain, Director of the Company being interested, and any other Related Parties, whether interested or not to this particular transaction(s), shall not vote on this Item No. 2.

The Board of Directors recommends passing of the Ordinary Resolution set forth in Item No. 2 of the Notice by the members of the Company.

**By Order of the Board of Directors
For Lumax Auto Technologies Limited**

**Date: August 10, 2023
Place: Gurugram**

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

Registered Office:

2nd Floor, Harbans Bhawan-II,
Commercial Complex, Nangal Raya, New Delhi- 110046
Website: <https://www.lumaxworld.in/lumaxautotech>
Email id: shares@lumaxmail.com
CIN: L31909DL1981PLC349793

Annexure-I

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

Particulars	Mr. Deepak Jain (DIN: 00004972)
Age/ Date of Birth	April 06, 1975
Qualification	Business Graduate from Illinois Institute of Technology, USA
Brief Resume, Experience & Expertise	<p>Mr. Deepak Jain is the Chairman & Managing Director of Lumax Industries Limited, flagship company of Lumax-DK Jain Group, a leading manufacturer of automotive components, with market leaders in Lighting. He has undergone extensive training at Stanley Co. Limited, USA & Stanley Electric Co. Limited, Japan after completing his MBA from Illinois Institute of Technology, USA with specialization in operations management & international business. He has over 25 years of work experience in the Automotive Components Industry.</p> <p>He has held various key positions in the different associations:</p> <ul style="list-style-type: none">• Chairman - CII Northern Region, Member of Governing Council for National Automotive Board (NAB), Member of International Centre for Automotive Technology (ICAT), Member of Research Advisory Board (RAB) and Vice President of the Governing Council of Central Manufacturing Technology Institute (CMTI)• Holds the position of Vice President of Toyota Kirloskar Supplier's Association (TKSA), Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council and Hero Supplier Council Immediate Past President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)
Terms and Conditions of appointment/Re-appointment	Non - Executive Rotational Director
Remuneration proposed to be paid	Commission @1% of the net profits as calculated in terms of Companies Act, 2013 (More specifically provided in the Explanatory Statement to the Notice)
Remuneration last drawn	Rs. 91.06 lakhs as a Commission on Net profits

Directorship on the Board of other Companies.	<ul style="list-style-type: none"> • Lumax Industries Limited • RSWM Limited • Talbros Automotive Components Limited • Lumax Mannoh Allied Technologies Limited • Lumax Cornaglia Auto Technologies Private Limited • Lumax Alps Alpine India Private Limited • Lumax Jopp Allied Technologies Private Limited • Lumax Ituran Telematics Private Limited • SL Lumax Limited • Lumax Finance Private Limited • Backcountry Estates Private Limited • IAC International Automotive India Private Limited
Date of first appointment on the Board.	August 07, 2013
Shareholding	1,29,21,047 Number of Equity Shares
Relationship with Directors Inter-se	Related as son of Mr. D.K. Jain, Executive Chairman and Brother of Mr. Anmol Jain, Managing Director of the Company
Number of Board Meeting attended during FY 2023-24	Till the date of this Notice, 2 Meetings were held during financial Year 2023-24 and Mr. Deepak Jain attended both the meetings.
Chairman/Member of the Committee of the Board of other Companies	<p>1. Lumax Industries Limited</p> <p>Audit Committee- Member Stakeholder Relationship Committee- Member Risk Management Committee- Chairman Corporate Social Responsibility(CSR) Committee-Chairman</p> <p>2. Lumax Mannoh Allied Technologies Limited</p> <p>Corporate Social Responsibility (CSR) Committee- Member</p>
Listed entities from which the person has resigned in the past three years	-

Note: Chairmanships/Memberships of Section 8 and Private Companies is not included in above table