

**LUMAX AUTO TECHNOLOGIES LIMITED**

Registered Office: 2nd Floor, Harbans Bhawan-II,  
Commercial Complex, Nangal Raya, New Delhi– 110046  
Website: www.lumaxautotech.com, Tel: 011 49857832  
Email: shares@lumaxmail.com, CIN: L31909DL1981PLC349793

**NOTICE OF ANNUAL GENERAL MEETING**

*(Note: The business of this meeting may be transacted through electronic voting system)*

Notice is hereby given that the 38th Annual General Meeting (AGM) of the Members of Lumax Auto Technologies Limited will be held as under:

Day	: Friday
Date	: August 23, 2019
Time	: 3.00 P.M.
Venue	: Air Force Auditorium, Subroto Park, New Delhi-110010

to transact the following business:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March 2019, Audited Balance Sheet as at 31st March 2019 and the Statement of Profit and Loss for the Financial Year ended on that date together with the reports of the Board of Directors and Auditors thereon.
- To declare Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2018-19.
- To appoint a Director in place of Mr. Sanjay Mehta (DIN: 06434661), who retires by rotation and being eligible, offers himself for re-appointment.
- To re-appoint Statutory Auditors from the conclusion of this Annual General Meeting until conclusion of forty third Annual General Meeting and fix their remuneration:  

**“Resolved that** pursuant to the Section 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s S.R. Batliboi & Associates LLP, (Firm Registration No. 301003E/E300005) be and is hereby re-appointed as the Statutory Auditors of the Company commencing from the date of this Annual General Meeting till the conclusion of the forty third Annual General Meeting at a remuneration to be fixed by the Audit Committee and Board of Directors of the Company, in addition to reimbursement of applicable taxes and actual out of pocket and travelling expenses in connection with the audit and billed progressively.”

**SPECIAL BUSINESS:**

**5. Appointment of Mr. Kanchan Kumar Gandhi as an Independent Director**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation of Nomination and Remuneration Committee, Mr. Kanchan Kumar Gandhi (DIN 08165876), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 and meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from July 28, 2018 and whose office shall not be liable to retire by rotation”.

**6. Appointment of Mr. Arun Kumar Malhotra as an Independent Director**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation of Nomination and Remuneration Committee, Mr. Arun Kumar Malhotra (DIN 00132951), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 and meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years with effect from July 28, 2018 and whose office shall not be liable to retire by rotation”.

**7. Ratification of Remunerations of Cost Auditor for the Financial Year 2019-20**

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Jitender Navneet & Co., Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year Ending March 31, 2020, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

**Resolved further that** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Anil Tyagi**

Place: Gurugram  
Date: May 18, 2019

Company Secretary  
Membership No. A16825

**NOTES:**

- Proxies: A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and such a proxy need not be a member of the Company. Proxy Form duly filled up and signed in order to be effective should reach to Company’s Registered Office not less than 48 hours before the scheduled time of the meeting. Proxy Form is enclosed.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

- Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 17, 2019. to Friday, August 23, 2019 (both days inclusive) for determining the names of the members eligible for dividend on equity shares, if declared at the AGM.

- Dividend Entitlement:** Dividend on Equity Shares, as recommended by the Directors, if declared at the meeting 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 16, 2019 as per the beneficial ownership data furnished by NSDL/CDSL for the purpose and in respect of Shares held in physical form after giving effect to all valid Shares Transfers, which are lodged with the Company as at the end of business hours on August 16, 2019.

The Board of Directors have recommended a Dividend @ ₹ 3/- per equity share (150%) of the face value of ₹ 2/- each.

Dividend Amount of 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. For others, Dividend DD’s will be posted by September 14, 2019 (tentative date). 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.

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

Members are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of Dividend unclaimed or unpaid for a period of 7 years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education & Protection Fund (IEPF) set up by Government of India and no claim shall lie against the Fund or the Company after the transfer of Unpaid or Unclaimed dividend amount to the Government. The amount lying in the Unpaid Dividend Account for the Financial Year 2010-11 has been transferred to the IEPF in the month of October, 2018. The Final Unpaid Dividend Amount for the Financial Year 2011-12 is due for transfer to the IEPF in the month of October, 2019. Members who have not uncashed their Dividend for the Financial Year 2011-12 and onwards are therefore, requested to make their claims to the Company immediately.

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 Rules. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

- 5. Change of Address:** The members holding shares in physical mode are requested to intimate to the Registrar and Share Transfer Agent M/s Bigshare Services Pvt. Ltd. immediately, if there is any change in their registered address. Demat Members should inform the change of address to their respective Depository Participants.
- 6. Corporate Member:** Corporate member intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
- 7.** The Securities and Exchange Board of India (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 details to the Company/ Registrar and Share Transfer Agent.

- 8. Declaration:** Details as per Regulation 36(3) of Listing Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Other details as required under Secretarial Standard – 2 are included in the Corporate Governance Report, which forms part of the Annual Report. The Directors have furnished the requisite consents/ declarations for their appointment/ re-appointment.
- 9. Security:** Owing to security concerns, briefcases, bags, eatables and the like are not allowed to be carried inside the meeting venue. Members attending are requested to make their own arrangement for the safe keeping of their belongings.
- 10. Queries:** Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary at least 15 days before the ensuing Annual General Meeting.
- 11. AGM-Attendance Slip:** Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- 12. Explanatory Statement:** Pursuant to Section 102(1) of the Companies Act, 2013, Explanatory Statement in respect of Special Business to be transacted at the meeting is furnished hereunder.
- 13. Voting through electronic means:** In terms of the provisions of section 108 of the Companies Act, 2013 (the Act), 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 SEBI Listing Regulations, 2015, 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 16, 2019, 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 Karvy Fintech Private Limited ("Karvy") or to vote at the Annual General Meeting.

14. The Board of Directors has appointed Mr. Maneesh Gupta (FCS 4982), a Practicing Company Secretary, New Delhi as the scrutinizer to the e-voting process, and voting at the venue of the Annual General Meeting in a fair and transparent manner.

15. The scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

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.lumaxautotech.com](http://www.lumaxautotech.com) and on the website of Karvy <https://evoting.karvy.com> and shall also be communicated to the Stock Exchanges.

16. The Notice of AGM, Annual Report, Attendance Slip and instructions for e-voting are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the aforesaid documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have still not registered their e-mail addresses are requested to register their e-mail addresses, in respect of shares held in electronic mode, with their depository participant and in respect of the shares held in physical mode, with the Company/ Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent.

17. All documents referred in the Notice and explanatory statement will be available for inspection by the Members at the registered office of the Company between 11 a.m. to 1 p.m. on all working days up to the day of the Annual General Meeting.

18. Notice of this Annual General Meeting, Audited Financial Statement for Financial Year 2018-19 together with Directors' Report and Auditors' Report are available on the website of the Company [www.lumaxautotech.com](http://www.lumaxautotech.com). Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

**The instructions for remote e-voting are as under:**

**A. For Members who receive Notice of AGM through e-mail:**

- i. Use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials, i.e., user id and password mentioned in your email. Your Folio No./ DP ID/Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT, i.e., Lumax Auto Technologies Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR'/AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.





- x. Corporate/Institutional Members (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. together with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the scrutinizer through email [guptamaneeshcs@gmail.com](mailto:guptamaneeshcs@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name\_EVENT No.'
- xi. Remote e-voting facility where Members can cast their vote online shall be open from: Monday, the August 19, 2019 at 09.00 a.m. and ends on Thursday, the August 22, 2019 at 5.00 p.m and at the end of remote e-voting period, the facility shall forthwith be blocked.
- xii. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Fintech Private Limited on 1800 345 4001 (toll free) or may send an e-mail request to [inward.ris@karvy.com](mailto:inward.ris@karvy.com).

**B. For Members who receive the Notice of AGM in physical form:**

- i. Members holding shares either in demat or physical mode, who are in receipt of Notice in physical form, may cast their votes using the e-voting facility, for which the User Id and Initial password are provided in form enclosed with Annual Report. Please follow steps from Sr. No. (i) to (xii) under heading A above to vote through e-voting platform.

**C. Voting facility at Annual General Meeting:**

- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the Annual General Meeting, through polling paper system and Members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

---

## Explanatory Statement

(Pursuant to Section 102 of Companies Act, 2013)

**ITEM NO. 5**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Kanchan Kumar Gandhi as an Additional Director, designated as Independent Director on the Board of the Company w.e.f. July 28, 2018 in compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015). He shall hold office up to the date of ensuing Annual General Meeting and is to be appointed as an Independent Director.

Mr. Kanchan Kumar Gandhi is Principal Adviser of Society of Indian Automobile Manufacturers (SIAM), New Delhi.

He has represented the Indian Auto Industry both in National and International forums and also holds membership of various Government Policy Committees including Expert Committee on Auto Fuel Vision and Policy 2025, Air Quality Monitoring, Emission inventory & Source Apportionment study for Indian Cities, etc. where he prepared Policies

outlining and addressing various technical issues confronting the Indian Automobile Industry.

Mr. Kanchan Kumar Gandhi has also been Chairman of the India GRPE and GRRF Group of Experts for UN WP 29 and Director of Indian Institute of Petroleum, Dehradun.

The Board affirmed that his association as an Independent Director of the Company will be beneficial in form of continuous support and guidance in Company Affairs.

The Board recommends his appointment as an Independent Director for a period of five (5) years w.e.f. July 28, 2018, not liable to retire by rotation.

The Company has received a declaration from Mr. Kanchan Kumar Gandhi that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations, 2015. In the opinion of the Board, Mr. Kanchan Kumar Gandhi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Kanchan Kumar Gandhi is independent of the management and



possesses appropriate skills, experience and knowledge. A copy of the draft letter for appointment of Mr. Kanchan Kumar Gandhi as an Independent Director setting out the terms and conditions is available for inspection by Members at the registered office of the Company.

Except Mr. Kanchan Kumar Gandhi, 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 of the Notice.

Your Directors recommend the resolution set forth in Item No. 5 for approval of the Members as an Ordinary Resolution.

#### **ITEM NO. 6**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Arun Kumar Malhotra as an Additional Director, designated as Independent Director on the Board of the Company w.e.f. July 28, 2018 in compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015). He shall hold office up to the date of ensuing Annual General Meeting and is to be appointed as an Independent Director.

Mr. Arun Kumar Malhotra is a BE in Mechanical Engineering and MBA from IIM Kolkata. Over the last three decades he has been a part of the growth of the industry having worked with Bajaj Auto, Maruti Suzuki, Mahindra & Mahindra and Nissan India. His last stint was as MD in Nissan India.

He has attended Executive Management programs in Kellogg's School of Management, Chicago and Harvard Business School, Boston and has served as an Executive Council Member of SIAM.

He has been an eminent Speaker and Guest Faculty at various reputed and renowned business schools such as IIM-Kolkata, IIM-Bangalore and many other institutions.

The Board affirmed that his association as an Independent Director of the Company will be beneficial in form of continuous support and guidance in Company affairs.

The Board recommends her appointment as an Independent Director for a period of five (5) years w.e.f. July 28, 2018, not liable to retire by rotation.

The Company has received a declaration from Mr. Arun Kumar Malhotra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations, 2015. In the opinion of the Board, Mr. Arun Kumar Malhotra fulfills the conditions for his appointment as an Independent Director

as specified in the Act and the Listing Regulations. Mr. Arun Kumar Malhotra is independent of the management and possesses appropriate skills, experience and knowledge. A copy of the draft letter for appointment of Mr. Arun Kumar Malhotra as an Independent Director setting out the terms and conditions is available for inspection by Members at the registered office of the Company.

Except Mr. Arun Kumar Malhotra, 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. 6 of the Notice.

Your Directors recommend the resolution set forth in Item No. 6 for approval of the Members as an Ordinary Resolution.

#### **ITEM NO. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Jitender Navneet & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2019-20 at a fee of ₹ 1.75 Lacs plus Taxes as applicable and out of pocket expenses.

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, consent of the Members is sought for passing an ordinary resolution as set out at item no. 7 of the notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

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. 7 of the Notice.

Your Directors recommend the resolution set forth in Item No. 7 for approval of the Members as an Ordinary Resolution.

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

Place: Gurugram  
Date: May 18, 2019

**Anil Tyagi**  
Company Secretary  
Membership No. A16825



## Annexure:

### BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS PER REGULATION 36(3) OF LISTING REGULATIONS, 2015

Particulars	Mr. Kanchan Kumar Gandhi (DIN 08165876)	Mr. Arun Kumar Malhotra (DIN 00132951)
Date of Birth & Age	December 25, 1945	October 07, 1958
Date of First Appointment	July 28, 2018	July 28, 2018
Qualification	B.E Mechanical from BITS	B.E Mechanical & MBA from IIM, Kolkata
Experience & Expertise	He is associated with SIAM for the last 18 years and is currently Principal Advisor.  He is Member of various Government Policy Committees including Expert Committee on Auto Fuel Vision and Policy 2025, Air Quality Monitoring, Emission inventory and preparing policy documents for issues confronting the Indian Automobile Industry.	He is an Indian automotive sector veteran, his last assignment was as the Managing Director of Nissan India and thereafter as Senior Corporate Advisor at Nissan India.  He has over 30 years of experience with organization like Escorts, Bajaj Auto Ltd, and Maruti Suzuki India Ltd.
Name of Listed Companies in which Directorship held other than Lumax Auto Technologies Limited	NIL	NIL
Chairman/ Member of the Committee of the Board of Listed Companies other than Lumax Auto Technologies Limited	NIL	NIL
Relationship with Directors Inter-se	Not related with any director	Not related with any director
No of Shares held in the Company	NIL	NIL

**ROUTE MAP TO THE VENUE OF THE AGM**

