

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

**Subject: Submission of Notice of Postal Ballot dated November 07, 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/Ma’am,

In Compliance of Regulation 30 read with Schedule III of the Listing Regulations and in continuation to earlier intimation dated November 07, 2023, we are enclosing herewith the Notice of Postal Ballot dated November 07, 2023 along with Explanatory Statement, seeking consent/approval of the Members for the Resolutions as mentioned in the said Notice, by means of Postal Ballot through remote electronic voting (“E-voting”).

The Notice of Postal Ballot has been sent today i.e., Tuesday, November 28, 2023, by email only to the Shareholders whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, November 24, 2023** i.e., **cut-off date** and who have registered their e-mail addresses with the Company/Registrar and Transfer Agent of the Company/Depositories as on the cut-off date.

The Company has engaged the services of KFin Technologies Limited (“KFIN”) to provide the E-voting facility to all its members. The E-voting shall remain open from **Thursday, November 30, 2023** at **09:00 A.M. (IST)** and end on **Friday, December 29, 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 Tuesday, January 02, 2024.

The Postal Ballot Notice along with Explanatory Statement is also being made available on the website of the Company at [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries) and KFIN at <https://evoting.kfintech.com>.

You are requested to take the above information on your records.

Thanking you,  
Yours faithfully,

**For LUMAX INDUSTRIES LIMITED**

**RAAJESH KUMAR GUPTA**  
**EXECUTIVE DIRECTOR AND**  
**COMPANY SECRETARY**  
**M. NO. A-8709**

**Encl: As stated above**

Lumax Industries Limited  
Plot No. -878, Udyog Vihar  
Phase-V, Gurugram - 122016  
Haryana, India

T +91 124 4760000  
E lil.ho@lumaxmail.com

[www.lumaxworld.in](http://www.lumaxworld.in)

Lumax Industries Limited - REGD. OFFICE : 2<sup>nd</sup> Floor, Harbans Bhawan-II, Commercial Complex, Nangal Raya, New Delhi - 110046  
T - +91 11 4985 7832, E - cao@lumaxmail.com



**LUMAX INDUSTRIES LIMITED**

CIN: L74899DL1981PLC012804

Registered Office: 2<sup>nd</sup> Floor, Harbans Bhawan-II,  
Commercial Complex, Nangal Raya, New Delhi-110046  
Phone: 011 49857832, Email: [lumaxshare@lumaxmail.com](mailto:lumaxshare@lumaxmail.com),  
Website: [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries)

---

**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. 09/2023 dated 25<sup>th</sup> September 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ("**MCA**") from time to time ("**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 Standard – 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 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 E-voting. Hard copy of 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 accord their assent or dissent through the E-voting 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, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

The Board of Directors (the "**Board**") of the Company have, in their meeting held on Tuesday, November 07, 2023, Pursuant to Rule 22(5) of the Rules, 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 KFin Technologies Limited (“KFIN”) to provide 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 **Thursday, November 30, 2023 at 9:00 A.M. (IST)** and end on **Friday, December 29, 2023 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by KFIN 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 Tuesday, January 02, 2024**. The said results will be displayed on the notice board at the 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. Additionally, the results will also be uploaded on the Company’s website, i.e. [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries) and also on the website of KFIN i.e. <https://evoting.kfintech.com>.

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

### **PROPOSED RESOLUTIONS**

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

**Item No. 1 Approval for Reappointment of Mr. Tadayoshi Aoki (DIN: 08053387) as Senior Executive Director - Whole Time Director (Key Managerial Personnel) of the Company for a period of 3 years.**

“Resolved that in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 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 of Central Government and other authorities, as applicable and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and in terms of the notice received in writing from a Member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Tadayoshi Aoki for the office of Director, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Tadayoshi Aoki (DIN: 08053387) as a Senior Executive Director, Whole Time Director (Key Managerial Personnel) of the Company, for a further period of 3 (three) years with effect from February 03, 2024 on the terms and conditions including remuneration, allowances and perquisites as set out in the explanatory statement annexed to the notice with liberty and authority to the Board of Directors to grant

increments and to alter and vary the terms and conditions and/ or remuneration, subject to the provisions of the applicable laws and approvals and/ or as may be directed by the Central Government, if any, and agreed to by the said Senior Executive Director.

**Resolved further that** since the period of office of Mr. Tadayoshi Aoki as Director is liable to determination by retirement by rotation, he shall continue to hold office of Senior Executive Director as soon as he is reappointed as a director immediately post retirement by rotation and such reappointment as director shall not be deemed to constitute a break in his tenure as Senior Executive Director, Whole Time Director (Key Managerial Personnel).

**Resolved further that** in the event of absence or inadequacy of profit in any of the financial year during the tenure, the above remuneration shall be paid as minimum remuneration to the Senior Executive Director, Whole Time Director (Key Managerial Personnel) of the Company.

**Resolved further that** for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities, sign such documents or papers as may be necessary, file such applications, forms 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."

**Item No. 2 Approval for the payment of minimum remuneration to Mr. Deepak Jain (DIN: 00004972) Chairman and Managing Director (Key Managerial Personnel) for the remaining period of his existing tenure**

**Resolved that** pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and subject to the approval of Central Government and other authorities, as applicable and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the payment of the remuneration, as already approved by the shareholders vide resolution dated January 13, 2021 passed through Postal ballot, as minimum remuneration to Mr. Deepak Jain (DIN: 00004972), Chairman and Managing Director (Key Managerial Personnel) of the Company in case of absence or inadequacy of profits in any of the financial years during his tenure as Chairman and Managing Director from 01<sup>st</sup> February 2024 to 31<sup>st</sup> January 2026.

**Resolved further that** for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities, sign such documents or papers as may be necessary, file such applications, forms 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.”

**Item No. 3 Approval for the payment of minimum remuneration to Mr. Anmol Jain (DIN: 00004993) Joint Managing Director (Key Managerial Personnel) for the remaining period of his existing tenure.**

“**Resolved that** pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and subject to the approval of Central Government and other authorities, as applicable and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the payment of the remuneration, as already approved by the shareholders vide resolution dated January 13, 2021 passed through Postal ballot, as minimum remuneration to Mr. Anmol Jain (DIN: 00004993), Joint Managing Director (Key Managerial Personnel) of the Company in case of absence or inadequacy of profits in any of the financial years during his tenure as Joint Managing Director from 01<sup>st</sup> August 2024 to 31<sup>st</sup> July 2026.

**Resolved further that** for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities, sign such documents or papers as may be necessary, file such applications, forms 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 of Directors  
For Lumax Industries Limited**

**Date:** November 07, 2023

**Place:** Gurugram

**Raajesh Kumar Gupta  
Executive Director and  
Company Secretary  
Membership No. ACS 8709**

**Registered Office:**

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

## **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 Share Transfer Agent of the Company/Depositories as on **Friday, November 24, 2023** ("the **cut-off date**"). The notice is also available on the website of the Company [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries), KFin Technologies Limited at <https://evoting.kfintech.com> and on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://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 e-mail address by writing to the Registrar & Share Transfer Agent (RTA), Kfin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.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 [lumaxshare@lumaxmail.com](mailto:lumaxshare@lumaxmail.com).
4. Pursuant to the provisions of Sections 108 and 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 KFIN 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 to <https://evoting.kfintech.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 **Thursday, November 30, 2023 at 9:00 A.M. (IST)** and end on **Friday, December 29, 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 KFIN 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 Tuesday, January 02, 2024 and shall be displayed on the notice board of the Company at its Registered office besides being communicated to Stock Exchanges. The results will also be displayed on the website of the Company at [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries) and on the website of the E-Voting agency at <https://evoting.kfintech.com> for the information of the member(s) and on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://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 up to 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 [lumaxshare@lumaxmail.com](mailto:lumaxshare@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 requested 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 required by 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/lumaxindustries](http://www.lumaxworld.in/lumaxindustries) or from RTA/E-Voting agency's website at <https://evoting.kfintech.com>. A Copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://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., Friday, December 29, 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 KFIN, on the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular referred above, the e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of members participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. Any person holding shares in physical form as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFIN for E-Voting then he /she can use his / her existing User ID and password for casting the vote.
- v. In case of Individual Shareholders, holding securities in demat mode, as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 1).
- vi. In case of Individual Shareholders, holding securities in physical mode, as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 2).
- vii. The details of the process and manner for remote e-Voting are explained herein below:
  - Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2: Access to KFIN e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.



**Details on Step 1 are mentioned below:**

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
<p><a href="#">Individual Shareholders holding securities in demat mode with NSDL</a></p>	<p><b>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</b></p> <ol style="list-style-type: none"> <li>I. Visit the e-services of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer website or on a mobile.</li> <li>II. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password.</li> <li>III. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed.</li> <li>IV. Click on company name i.e. 'Lumax Industries Limited' or KFIN.</li> <li>V. Members will be re-directed to KFIN's website for casting their vote during the remote e-voting period.</li> </ol> <p><b>2. Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>I. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>II. Select 'Register Online Ideas for IDeAS Portal' or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a>.</li> <li>IV. 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.</li> <li>V. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>VI. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>VII. Click on Company name i.e., 'Lumax Industries Limited or KFIN' after which the Member will be redirected to KFIN website for casting their vote during the remote e-voting period.</li> <li>VIII. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

<p><a href="#">Individual Shareholders holding securities in demat mode with CDSL</a></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of KFIN E-voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e., <b>KFIN</b> where the E-voting is in progress.</li> </ol>
<p><a href="#">Individual Shareholder login through their demat accounts / Website of Depository Participant</a></p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – <b>KFIN</b> and you will be redirected to e-Voting website of <b>KFIN</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

*Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

II) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN: xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you 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 "EVEN" i.e., 'LUMAX INDUSTRIES LIMITED - Postal Ballot' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "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 accounts.

- ix. Voting must be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolutions, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolutions.
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through E-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID [guptamaneeshcs@gmail.com](mailto:guptamaneeshcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## **EXPLANATORY STATEMENT**

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

### **Item No. 1**

Mr. Tadayoshi Aoki, Nominee of Stanley Electric Co. Ltd, Japan, the Financial and Technical Collaborator, was appointed as a Senior Executive Director of the Company for a period of three (3) Years with effect from February 03, 2021 by the shareholders of the Company on January 13, 2021 by way of Postal Ballot in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013. The current tenure of Mr. Tadayoshi Aoki, Senior Executive Director is expiring on February 02, 2024.

Mr. Tadayoshi Aoki has done Mechanical Engineering from Tokyo Denki, University, Japan. He is having rich experience of more than 30 Years in the field of Car Electronics, Engineering, Sales of car electronic parts and Sales Planning Division.

Considering his educational background, experience in the Auto lighting business and contribution in the growth of the Company, it is proposed to re-appoint Mr. Tadayoshi Aoki as Senior Executive Director, Whole Time Director (Key Managerial Personnel) for a further period of 3 years w.e.f. February 03, 2024, on the terms & conditions including remuneration, allowances and perquisites as mentioned below.

The aforesaid proposal has been recommended by Nomination and Remuneration Committee considering financial position of the Company, trend in the Industry, appointee(s) qualification, experience, past performance and past remuneration amongst others and also by the Board of Directors in their meeting held on November 07, 2023.

### **Particulars of Remuneration and perquisites:**

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>AMOUNT</b>
1.	Basic Salary	Rs.24,000 per month
2.	House Rent Allowance	Rs.12,000 per month
3.	Special/Other Allowance	Rs.1,15,000 per month
4.	Family Allowance	Rs.12,000 per month
5.	Perquisites & Allowances for Mr. Tadayoshi Aoki	
a.	Proceeding/Outfitting allowance to self and his family.	Mr. Tadayoshi Aoki shall be eligible for proceeding/ outfit allowance at the rate of maximum of two months' 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 & returning allowances subject to maximum at the rate of 50% of 2 months' salary

		and at the rate of 25% in case of children below 12 years.	
b.	Medical Aid	Expenses in connection with the medical check-up twice a year, Air fare from India to Japan and return and other medical expenses etc.	
c.	Other Benefits	1	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.
		2	The Company will also provide the facilities of Telephone and Gas etc.
		3	The Company to pay to and fro traveling expenses of Mr. Tadayoshi Aoki and his family when he goes on special leave/holiday passage granted to him.

All the perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances 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.

In the event of absence or inadequacy of profit in any of the financial year during the tenure, the above remuneration shall be paid to the Senior Executive Director, Whole Time Director (Key Managerial Personnel) of the Company as minimum remuneration..

Mr. Tadayoshi Aoki has granted the consent for his re-appointment as Senior Executive Director - Whole Time Director (Key Managerial Personnel) of the Company. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Pursuant to the provisions of Section 190 of the Companies Act, 2013, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No. 1 is annexed hereto as **Annexure - 1**.

Relevant details relating to appointment of Mr. Tadayoshi Aoki as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards - 2 on General Meetings issued by the ICSI are provided in **Annexure - 2** to this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Tadayoshi Aoki, Mr. Toru Tanabe and Mr. Yoshitsugu Matsushita (being nominee Directors of Stanley Electric Co. Limited) is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

Your Directors recommend the resolution set forth in Item No. 1 for approval of the members as Special Resolution.

**Item No. 2**

Mr. Deepak Jain was re-appointed as Chairman and Managing Director of the Company for a period of 5 Years w.e.f. February 01, 2021 by the shareholders of the Company on January 13, 2021 by way of Postal Ballot in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013. The current tenure of Mr. Deepak Jain, Chairman and Managing Director is till January 31, 2026.

The terms of remuneration as contained in the said Resolution passed by the Members contained below clause:

*"In the event of absence or inadequacy of profits in any of the financial years during the tenure, the above remuneration shall be paid to Mr. Deepak Jain, Chairman and Managing Director (Key Managerial Personnel) as the minimum remuneration subject to the ceiling specified in Section II of Schedule V of the Companies Act, 2013."*

The members may note that as per the provisions of Schedule V of the Companies Act, 2013, the members could approve the above clause for a maximum period of 3 years at a time, therefore, the validity of the above term of the remuneration will expire on 31<sup>st</sup> January, 2024 and accordingly it is hereby proposed to seek approval of the shareholders for the above provision of the remuneration for the remaining tenure of appointment i.e. till 31<sup>st</sup> January, 2026.

The aforesaid proposal has been recommended by Nomination and Remuneration Committee and also by the Board of Directors in their meeting held on November 07, 2023.

The Members may further note that there is no change proposed in the remuneration of Mr. Deepak Jain and the above clause will get triggered only in the event of absence or inadequacy of profits in the financial years during the remaining tenure of Mr. Deepak Jain. Hence, no financial impact is envisaged on the Company on account of this item. The remuneration proposed and approved by the shareholders vide resolution dated January 13, 2021 is reproduced below for a ready reference of the shareholders:

**Particulars of Remuneration and perquisites:**

<b>PARTICULARS</b>	<b>AMOUNT</b>
Salary	Rs. 72.00 Lacs per annum
Perquisites & Allowances	Rs. 48.00 Lacs per annum

Total	Rs. 120.00 Lacs per annum
Commission	Up to 5% per annum of the Net Profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013. The commission may be paid quarterly, half yearly or annually as the Board may determine from time to time as per Section 197 of the Companies Act, 2013.
Perquisites & Allowances shall include House Rent Allowance and reimbursement of all expenses on Electricity, Security Guards, Club Membership Fees, Leave Travel Concession, Medical, Mediclaim and Personal accidental insurance premium, on actual basis, if incurred by him for self, spouse and dependent parent(s) and dependent children as the case may be. The Company shall make all applicable Statutory Payments viz. Provident Funds, Superannuation funds, Gratuity, as per the rules of the Company in respect of above remuneration.	

The value of perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances 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.

Pursuant to the provisions of Section 190 of the Companies Act, 2013, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No. 2 is annexed hereto as **Annexure - 1**.

Relevant details relating to Remuneration of Mr. Deepak Jain as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards - 2 on General Meetings issued by the ICSI are provided in **Annexure - 2** to this Notice.

Except Mr. Deepak Jain and Mr. Anmol Jain being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding are concerned or interested, financial or otherwise, in the resolution as set out at Item No. 2 of the Notice.

Your Directors recommend the resolution set forth in Item No. 2 for approval of the members as Special Resolution.

### **Item No. 3**

Mr. Anmol Jain was re-appointed as Joint Managing Director of the Company for a period of 5 Years w.e.f. August 01, 2021 by the shareholders of the Company on January 13, 2021 by way of Postal Ballot in accordance with the provisions of Sections 196, 197, 198,



203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013. The current tenure of Mr. Anmol Jain, Joint Managing Director is till July 31, 2026.

The terms of remuneration as contained in the said Resolution passed by the Members contained below clause:

*"In the event of absence or inadequacy of profits in any of the financial years during the tenure, the above remuneration shall be paid to Mr. Anmol Jain, Joint Managing Director (Key Managerial Personnel) as the minimum remuneration subject to the ceiling specified in Section II of Schedule V of the Companies Act, 2013."*

The members may note that as per the provisions of Schedule V of the Companies Act, 2013, the members could approve the above clause for a maximum period of 3 years at a time, therefore, the validity of the above provision of the remuneration will expire on 31<sup>st</sup> July, 2024 and accordingly it is proposed to seek approval of the shareholders for the above provision of the remuneration for the remaining tenure of appointment i.e., till 31<sup>st</sup> July, 2026.

The aforesaid proposal has been recommended by Nomination and Remuneration Committee and also by the Board of Directors in their meeting held on November 07, 2023.

The Members may further note that there is no change proposed in the remuneration terms of Mr. Anmol Jain and the above clause will get triggered only in the event of absence or inadequacy of profits in the financial years during the remaining tenure of Mr. Anmol Jain. Hence, no financial impact is envisaged on the Company on account of this item. The remuneration proposed and approved by the shareholders vide resolution dated January 13, 2021 is reproduced below for a ready reference of the shareholders:

**Particulars of Remuneration and perquisites:**

<b>PARTICULARS</b>	<b>AMOUNT</b>
Salary	Rs. 31.20 Lacs per annum
Perquisites & Allowances	Rs. 19.16 Lacs per annum
Total	Rs. 50.36 Lacs per annum
Commission	Up to 2% per annum of the Net Profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013. The commission may be paid quarterly, half yearly or annually as the Board may determine from time to time as per Section 197 of the Companies Act, 2013.
Perquisites & Allowances shall include House Rent Allowance and reimbursement of all expenses on Electricity, Security Guards, Club Membership Fees, Leave Travel Concession, Medical, Mediclaim and Personal accidental insurance premium, on actual basis, if incurred by him for self, spouse and dependent parent(s) and dependent children as the case may be. The Company shall make all applicable Statutory Payments	

viz. Provident Funds, Superannuation funds, Gratuity, as per the rules of the Company in respect of above remuneration.

The value of perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances 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.

Pursuant to the provisions of Section 190 of the Companies Act, 2013, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No. 3 is annexed hereto as **Annexure - 1**.

Relevant details relating to Remuneration of Mr. Anmol Jain as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards - 2 on General Meetings issued by the ICSI are provided in **Annexure - 2** to this Notice.

Except Mr. Deepak Jain and Mr. Anmol Jain being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding are concerned or interested, financial or otherwise, in the resolution as set out at Item No. 3 of the Notice.

Your Directors recommend the resolution set forth in Item No. 3 for approval of the members as Special Resolution.

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

**Raajesh Kumar Gupta  
Executive Director and  
Company Secretary  
Membership No. ACS 8709**

**Date:** November 07, 2023

**Place:** Gurugram

**Registered Office:**

2<sup>nd</sup> Floor, Harbans Bhawan-II,

Commercial Complex, Nangal Raya, New Delhi- 110046

Website: <https://www.lumaxworld.in/lumaxindustries>

Email id: [lumaxshare@lumaxmail.com](mailto:lumaxshare@lumaxmail.com)

CIN: L74899DL1981PLC012804

## **Annexure-1**

**Statement containing required information as per Section II of part II of Schedule V of the Companies Act, 2013 for Item No. 1, 2 and 3**

### **I. GENERAL INFORMATION:**

<b>i) Nature of Industry</b>	Manufacturers of end-to-end Automotive Lighting Solutions such as head lamps, tail lamps, LED Lamps, sundry and auxiliary lamps and other electronic components.
<b>ii) Date of commencement of commercial production</b>	1981 (Date of Incorporation: 10 <sup>th</sup> December, 1981)
<b>iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</b>	Not Applicable

### **(iv) Standalone Financial performance based on given indicators**

(Rs. in lakhs)

<b>Financial Parameters</b>	<b>Financial Year</b>		
	<b>2022-23</b>	<b>2021-2022</b>	<b>2020-2021</b>
Revenue from Operations	2,31,952.34	1,75,131.10	1,42,598.07
Other Income	1,468.43	1,338.64	2,523.38
Total Income	<b>2,33,420.77</b>	<b>1,76,469.74</b>	<b>1,45,121.45</b>
Total Expenses	2,22,133.32	1,70,141.04	1,41,969.47
Profit before exceptional items and income tax and share in profit/(loss) of associate	11,287.45	6,328.70	3,151.98
Exceptional items	543.83	(1,713.95)	--
Profit Before Tax (PBT)	10743.62	4,614.75	3,151.98
Tax Expenses	3680.03	1,071.38	1,448.13
Profit After Tax (PAT)	7063.59	3,543.37	1,703.85

### **(v) Foreign investments or collaborators, if any:**

As on 30<sup>th</sup> September, 2023, the Company has following foreign investments in the Company-

Promoter Category (Foreign) – 37.50% (including 26.74% as FDI)

Public Category (Foreign Portfolio Investors) – 1.15%

The Company has one foreign Technical & Financial Collaborator i.e., Stanley Electric Co. Ltd. Japan.

Also, Company has one Associate Company viz. SL Lumax Limited, which was incorporated in the year 1997. The Company holds 21.28% in equity share capital of SL Lumax. SL Lumax is based in Chennai and primarily engaged in manufacturing of Auto Parts which includes auto lamp assemblies, chassis, mirror and front-end modules (FEM).

Also the Company has one Wholly Owned Subsidiary in Czech Republic namely Lumax Industries Czech s.r.o.

## **II. Information about Mr. Deepak Jain, Mr. Anmol Jain and Mr. Tadayoshi Aoki**

### **1. Background details:**

#### **Mr. Deepak Jain**

Mr. Deepak Jain is a Promoter Director of the Company and was re-appointed as Chairman and Managing Director of the Company for a period of 5 Years w.e.f. February 01, 2021.

Mr. Deepak Jain has undergone extensive training at Stanley Co. Limited, U.S.A. and Stanley Electric Co., Limited Japan after qualifying his MBA from Illinois Institute of Technology, USA with specialization in operational management & international business.

Mr. Deepak Jain, aged about 48 years, is associated with various Associations and has more than 25 years of experience in the manufacturing Automotive Components Industry.

He holds various key positions in Industry:

- Chairman of 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

He has held various positions in Industry associations like:

- 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.

#### **Mr. Anmol Jain**

Mr. Anmol Jain is a Promoter Director of the Company and was re-appointed as Joint Managing Director of the Company for a period of 5 Years w.e.f. August 01, 2021.

Mr. Anmol Jain worked as a Management Trainee with GHSP, U.S.A. & subsequently, joined Lumax Group in 2000 after completing Bachelors' degree in Business

Administration in Finance & Supply Chain Management (Double major) from Michigan State University, U.S.A.

Mr. Anmol Jain, aged about 44 years, is associated with various Associations and has more than 22 years of experience in the manufacturing Automotive Components Industry.

He holds various key positions in Industry:

- The President of the Honda Cars India Supplier's Club
- Management Committee member Bajaj Auto Vendor Association
- Executive Council member of ACMA
- Co-Chairperson for both the Northern Region & Business Development vertical - ACMA

He has held various positions in Industry associations like:

- The National Coordinator of ACMA-YBLF from 2014-16
- The Chairman CII Haryana State Council in 2012-13

### **Mr. Tadayoshi Aoki**

Mr. Tadayoshi Aoki, Nominee of Stanley Electric Co. Ltd, Japan, the Financial and Technical Collaborator was re-appointed as a Senior Executive Director of the Company for a period of three (3) Years with effect from 3<sup>rd</sup> February 2021.

Mr. Tadayoshi Aoki (DIN: 08053387), aged about 57 years, has done Mechanical Engineering from Tokyo Denki, University, Japan. He is having rich experience of more than 30 Years in the field of Car Electronics, Engineering, Sales of car electronic parts and Sales Planning Division.

## **2. Past remuneration**

Details of Remuneration paid to Mr. Deepak Jain, Mr. Anmol Jain and Mr. Tadayoshi Aoki in last three years are as below –

<b>Financial Years</b>	<b>Amount (Rs. In Lakhs)</b>		
	<b>Mr. Deepak Jain</b>	<b>Mr. Anmol Jain</b>	<b>Mr. Tadayoshi Aoki</b>
<b>2020-21</b>	240.17	26.83	16.34
<b>2021-22</b>	477.20	129.33	17.75
<b>2022-23</b>	745.05	297.35	18.08

### 3. Recognition or awards

<b>Mr. Deepak Jain</b>	<b>Mr. Anmol Jain</b>	<b>Mr. Tadayoshi Aoki</b>
<p>He holds various key positions in Industry:</p> <ul style="list-style-type: none"> <li>• Chairman of 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)</li> <li>• 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</li> </ul> <p>He has held various positions in Industry associations like:</p> <ul style="list-style-type: none"> <li>• Immediate Past President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)</li> </ul>	<p>He holds various key positions in Industry:</p> <ul style="list-style-type: none"> <li>• The President of the Honda Cars India Supplier's Club</li> <li>• Management Committee member Bajaj Auto Vendor Association</li> <li>• Executive Council member of ACMA</li> <li>• Co-Chairperson for both the Northern Region &amp; Business Development vertical - ACMA</li> </ul> <p>He has held various positions in Industry associations like:</p> <ul style="list-style-type: none"> <li>• The National Coordinator of ACMA-YBLF from 2014-16</li> <li>• The Chairman CII Haryana State Council in 2012-13</li> </ul>	<p>None</p>

### 4. Job profile and his suitability

#### Mr. Deepak Jain

Mr. Deepak Jain, the Chairman and Managing Director of the Company presides over the Meetings of the Board and Shareholders of the Company. He is primarily responsible for setting and implementing the Company's direction and strategy under superintendence, direction and control of Board. He actively oversees the functioning of the Company, supervise and support the Officers & Senior Team and ensures that all the matters needed

to be considered by the Board are in fact brought before it and provides Board members with the opportunity to represent their views and also understands & respect their views.

#### **Mr. Anmol Jain**

Mr. Anmol Jain is acting as the Joint Managing Director of the Company and owing to the rich experience, he is primarily responsible for monitoring operations management and supply chain systems in the Company. He along with CMD ensures successful implementation of Company's strategy and directions set by the Board for execution by the Management from time to time.

#### **Mr. Tadayoshi Aoki**

Mr. Tadayoshi Aoki, Nominee of Stanley Electric Co. Ltd, Japan, the Financial and Technical Collaborator is a Senior Executive Director of the Company and having rich experience of more than 30 Years in the field of Car Electronics Engineering, Sales of car electronic parts and Sales Planning Division. He provides required technical know how support to the Company as Nominee of Stanley.

### **5. Remuneration proposed**

The remuneration proposed for the above Directors is as stated in the Explanatory Statement to Item No. 1 to 3 of this Notice.

### **6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

The proposed remuneration would be commensurate with the size of the Company and nature of the industry. The salary structure of the managerial personnel has undergone a major change in the industry in the past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Mr. Deepak Jain, Mr. Anmol Jain and Mr. Tadayoshi Aoki, the proposed remuneration is comparative with the remuneration paid by other companies to such similar positions in the same industry.

### **7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.**

Mr. Deepak Jain and Mr. Anmol Jain are the Promoter Directors of the Company and both holds 12,43,516 shares each equivalent to 13.30% each in their individual capacity. Apart from receiving remuneration including perquisites, allowances, commission and dividend, they do not receive any emoluments from the Company and are also not related to any managerial personnel of the Company except Mr. Deepak Jain and Mr. Anmol Jain being related as brother of each other.

Mr. Tadayoshi Aoki, a Nominee of Stanley Electric Co. Ltd, Japan, the Financial and Technical Collaborator is a Senior Executive Director of the Company. Apart from receiving remuneration, he does not receive any emoluments from the Company and are also not related to any managerial personnel of the Company.

**III. Other information:**

<b>(1)</b>	Reasons of loss or inadequate profits	The industrial scenario in the country may get impacted by internal as well as external factors which may lead to a situation of loss or inadequate profits in the Company during the tenure of Mr. Deepak Jain, Mr. Anmol Jain and Mr. Tadayoshi Aoki.
<b>(2)</b>	Steps taken or proposed to be taken for improvement	The management of the Company will take all requisite actions / steps including but not limited to reduction in fixed costs to contain the losses / inadequate profitability situation.
<b>(3)</b>	Expected increase in productivity and profits in measurable terms	N.A.

**IV. DISCLOSURES:**

1. Remuneration package of the managerial persons: As detailed in the explanatory statement which forms part of the Postal Ballot Notice.
2. Disclosures in the Board of Director's report under the heading "Corporate Governance" has already been included in Annual Report for FY 2022-23. The requisite details of remuneration of Directors to be paid in the Financial Year 2023-24 shall be included in the Corporate Governance Report, forming part of the Annual Report of FY 2023-24 of the Company. Further the requisite details of remuneration of Directors to be paid (as mentioned for Item No. 1 to 3 of this Notice) in the Financial Year 2023-24 shall be included in the Corporate Governance Report, forming part of the Annual Report of FY 2023-24 of the Company.



**ANNEXURE 2****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:**

<b>Names of Director</b>	<b>Mr. Deepak Jain</b>	<b>Mr. Anmol Jain</b>	<b>Mr. Tadayoshi Aoki</b>
<b>DIN</b>	00004972	00004993	08053387
<b>Date of Birth</b>	06.04.1975	04.04.1979	27.07.1966
<b>Details of Shareholding</b>	12,43,516	12,43,516	NIL
<b>Brief Resume / Qualifications / Nature of Expertise/Skills and capabilities</b>	Please refer Annexure I	Please refer Annexure I	Please refer Annexure I
<b>Relationship with Directors Inter-se</b>	Related as brother of Mr. Anmol Jain, Joint Managing Director of the Company.	Related as Brother of Mr. Deepak Jain, Chairman & Managing Director of the Company	Related to Mr. Toru Tanabe and Mr. Yoshitsugu Matsushita as Nominee Directors of Stanley Electric Co., Ltd.
<b>Name of Listed Companies in which Directorship held other than Lumax Industries Limited</b>	1. RSWM Limited 2. Lumax Auto Technologies Limited 3. Talbros Automotive Components Limited	Lumax Auto Technologies Limited	NIL
<b>Name of listed entities from which the Director has resigned in the past three years</b>	NIL	NIL	NIL
<b>Chairmanship/Membership in Committees of Other Public Companies</b>	Chairman of Share Transfer/ Stakeholders Relationship Committee in Lumax Auto Technologies Limited	Member of Audit Committee of Lumax Auto Technologies Limited.	NIL
<b>The number of Meetings of the Board attended during the year</b>	5 out of 5 (including the last Board Meeting held on November 07, 2023)	5 out of 5 (including the last Board Meeting held on November 07, 2023)	4 out of 5 (including the last Board Meeting held on November 07, 2023)
<b>Date of first appointment on the Board</b>	01.02.2001	23.07.2004	03.02.2018
<b>Terms and conditions of appointment/ Reappointment</b>	NA	NA	Please refer Explanatory Statement.

<b>Remuneration proposed to be paid</b>	Please refer Explanatory Statement.	Please refer Explanatory Statement.	Please refer Explanatory Statement.
<b>Last drawn Remuneration (in Rs. Lakhs)</b>	745.05	297.35	18.08

Notes:

1. The Directorships and Chairmanships/Memberships of Private Companies and Section 8 Companies are not included in above table.
2. The Committee Chairmanship and membership is only considered for Audit Committee and Share Transfer/Stakeholders Relationship Committee.