

LATL/REG30/PB/2023-24

April 17, 2023

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

Sub: Submission of Notice of Postal Ballot dated April 10, 2023**Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Schedule III of the Listing Regulations, please find enclosed herewith the Notice of Postal Ballot along with Explanatory Statement, seeking consent/approval of the Members of the Company for the Special Resolution as mentioned in the aforesaid Postal Ballot Notice dated April 10, 2023 by means of Postal Ballot through electronic voting ("e-voting").

The Notice of Postal Ballot has been sent only by email to the Shareholders **Today i.e. Monday, April 17, 2023**, whose names appeared in the Register of Members/List of Beneficial Owners as on cut-off date **i.e. Friday, April 14, 2023** and who have registered their e-mail addresses with the Company/Registrar and Transfer Agent of the Company/Depositories.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide the e-voting facility to all its members. The e-voting will commence from **Wednesday, April 19, 2023 at 9:00 A.M. (IST) and end on Thursday, May 18, 2023 at 5:00 P.M. (IST)**. The result of the Postal Ballot will be declared on or before **05:00 P.M. (IST) on Saturday, May 20, 2023**.

The Postal Ballot Notice along with explanatory statement is also being made available on the website of the Company at www.lumaxworld.in/lumaxautotech

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

Thanking you,

For **Lumax Auto Technologies Limited**

Raajesh Kumar Gupta
Vice President & Group Head
(Secretarial, Legal & Internal Audit)
Membership No. A8709

Encl.: As stated above

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

T +91 124 4760000
E shares@lumaxmail.com

www.lumaxworld.in

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



LUMAX AUTO TECHNOLOGIES LIMITED

CIN: L31909DL1981PLC349793

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

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

Website: www.lumaxworld.in/lumaxautotech

NOTICE OF POSTAL BALLOT

***[Pursuant to Section 110 of the Companies Act, 2013 read 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 (“the **Rules**”), General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs (“**MCA**”) (collectively “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) including any statutory modification(s) or reenactment(s) thereof for the time being in force, Secretarial Standards – 2 on General Meeting (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) and other applicable laws and regulations, if any, the Company is seeking consent / approval of the Member(s) of the Company for the below appended resolution by means of Postal Ballot only through electronic means i.e. through remote e-voting system (“**E-voting**”).

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

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

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors (the “**Board**”) of the Company has appointed Mr. Maneesh Gupta, Practicing Company Secretary (FCS 4982), to act as the Scrutinizer (the “**Scrutinizer**”), for conducting the Postal Ballot through E-voting process in a fair and transparent manner and he has communicated

his consent to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company is pleased to provide e-voting facility to all its Members to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to the Members of the Company. The Members are requested to carefully read the instructions indicated in this notice. The e-voting period shall commence on **Wednesday, April 19, 2023 at 9:00 A.M. (IST) and end on Thursday, May 18, 2023 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person, as may be authorized by him, who shall countersign the same.

The result of the Postal Ballot will be announced on or before **5:00 P.M. (IST) on Saturday, May 20, 2023**. The said result will be displayed on the notice board of Registered Office of the Company and will also be intimated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Additionally, the result will also be uploaded on the Company's website at www.lumaxworld.in/lumaxaotech and website of NSDL at www.evoting.nsdl.com

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

PROPOSED RESOLUTION

Item No. 1: Approval for Increase in the borrowing limits under section 180 of the Companies Act, 2013

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

“Resolved that in supersession of the resolution passed by the Members of the Company at the Annual General Meeting held on July 23, 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof), to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed by the Company shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores Only) in excess of the aggregate of paid up share capital and free reserves of the Company as per the latest audited financial statements, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Resolved further that in supersession of the resolution passed by the Members of the Company at the Annual General Meeting held on July 23, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such

movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans for which the charge is to be created, shall not, exceed Rs. 500 Crores (Rupees Five Hundred Crores Only) in excess of the aggregate of paid up share capital and free reserves of the Company as per the latest audited financial statements.

Resolved further that the Board or any person authorized by the Board, be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

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

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

**Raajesh Kumar Gupta
Vice President & Group Head
(Secretarial, Legal & Internal Audit)
Membership No. A8709**

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

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts and reasons relating to the proposed resolution is annexed hereto.
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 address with the Company /Registrar and Transfer Agent of the Company/Depositories as on **Friday, April 14, 2023** (“the **cut-off date**”). The notice is also available on the website of the Company at www.lumaxworld.in/lumaxautotech, National Securities Depository Limited (NSDL) at www.evoting.nsdl.com and also on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
3. If your e-mail address is not registered with the Company/Registrar and 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 and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), Bigshare Services Pvt. Ltd. at vinod.y@bigshareonline.com
 - b) Members holding shares in dematerialised mode are requested to register / update email addresses with their. respective Depository Participant.

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

4. Pursuant to the provisions of Section 108 & 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of E-voting to all Members in respect of the business to be transacted through Postal Ballot. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide E-voting facility to Members. Instructions for E-voting are provided herein below at point no. 16.
5. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on cut-off date i.e., April 14, 2023.
6. During the e-voting period, Members can login at www.evoting.nsdl.com any number of times till they have voted on the resolution. Once the vote on the resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. The e-voting period shall commence on **Wednesday, April 19, 2023 at 9:00 A.M. (IST) and end on Thursday, May 18, 2023 at 5:00 P.M. (IST)**. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) thereafter. A person who is not a shareholder on the cut-off date should treat this notice for information purpose only.

8. The details of voting by e-voting shall be under safe custody of the scrutinizer till the Chairman or any other person authorized by him consider, approve and sign the results of the voting.
9. The Scrutinizer will after the conclusion of voting through e-voting, unlock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit his report to the Chairman of the Company or in his absence, to the person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the Postal ballot would be announced by the Chairman or any other Director / authorized person of the Company on or before Saturday, May 20, 2023 and shall be displayed on the notice board of the Registered office besides being communicated to Stock Exchanges. The results will also be displayed on the website of the Company at www.lumaxworld.in/lumaxautotech and on the website of the E-Voting agency at www.evoting.nsdl.com for the information of the member(s).
10. Relevant documents referred to in this Postal Ballot Notice will be available for inspection by the Members at the Registered office of the Company physically or 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 shares@lumaxmail.com
11. In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
12. 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.
13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot 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).
14. Members may download the Notice from the Company's website at www.lumaxworld.in/lumaxautotech and from National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com
15. Resolution 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 Resolution, once passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e., Thursday, May 18, 2023.

16. 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 Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. The remote e-Voting facility will be available during the following period:
 - Commencement: 09:00 a.m. (IST) on Wednesday, April 19, 2023.
 - End: 05.00 p.m. (IST) on Thursday, May 18, 2023.
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- iv. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

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





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

Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</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> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div> |

| | |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |

| | |
|---|--|
| c) For Members holding shares in Physical Form. | <p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p> |
|---|--|

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to guptamaneeshcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shares@lumaxmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shares@lumaxmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

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

Item No. 1

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

The Members of the Company had, at the Annual General Meeting held on July 23, 2014, authorized the Board of Directors of the Company to borrow money over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 200 Crores (Rupees two hundred crores only) and also authorized the Board of Directors under to mortgage and / or create charge on all or any one of the movable/ immovable properties or such other assets of the Company to secure the amount borrowed / to be borrowed by the Company.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company. The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs. 500 Crores (Rupees Five Hundred Crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 500 Crores (Rupees Five Hundred Crores) in excess of the aggregate of paid share capital and free reserves of the Company as per the latest audited financial statements, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. It is, therefore, required to obtain fresh approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

The Board of Directors of the Company recommends the Special Resolution pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 of the accompanying Notice for the approval of the Members of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

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

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

**Raajesh Kumar Gupta
Vice President and Group Head
(Secretarial, Legal and Internal Audit)
Membership No. A8709**

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