

Ref No.: LIL/SEC/REG30/SE/PB/2022-23

Date: 29.08.2022

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

Subject: Submission of Notice of Postal Ballot dated August 10, 2022**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 our intimation dated August 10, 2022, please find enclosed herewith the Notice of Postal Ballot along with Explanatory Statement, seeking consent/approval of the Members for the Resolutions, as mentioned in the aforesaid Postal Ballot Notice dated August 10, 2022, by means of Postal Ballot through remote electronic voting (“E-voting”).

The Notice of Postal Ballot is being sent only by email to the Shareholders today i.e., Monday, August 29, 2022, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, August 26, 2022** 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 (Formerly known as KFin Technologies Private Limited (“KFIN”) as the agency to provide the E-voting facility to all its members. The E-voting shall commence from **Wednesday, August 31, 2022 at 09:00 A.M. (IST)** and end on **Thursday, September 29, 2022 at 05:00 P.M. (IST)**. The results of the Postal Ballot will be declared on or before **05:00 P.M. (IST) on Friday, September 30, 2022**.

The Postal Ballot Notice along with Explanatory Statement is also being made available on the website of the Company at 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



PANKAJ MAHENDRU
COMPANY SECRETARY
M. NO. A-28161



Encl: As Stated above



LUMAX INDUSTRIES LIMITED

CIN: L74899DL1981PLC012804

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

Phone: 011 49857832, Email: lumaxshare@lumaxmail.com,

Website: 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 Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 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 re-enactment(s) thereof for the time being in force, Secretarial Standards – 2 on General Meeting ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), and other applicable laws and regulations, if any, the Company is seeking consent / approval of the Member(s) of the Company for the below appended resolutions by means of postal Ballot only through electronic means i.e. through remote e-voting system ("**E-voting**").

In compliance with the MCA Circulars, this Postal Ballot Notice ("**Notice**") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories viz National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and the communication of assent/ dissent of the Members will only take place through E-voting. 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 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.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (the "**Board**") of the Company at its meeting held on August 10, 2022, has appointed Mr. Maneesh Gupta, Practicing Company Secretary (FCS 4982), to act as the Scrutinizer (the "**Scrutinizer**"), for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is pleased to provide e-voting facility to all its members to cast their votes electronically. The Company has engaged the services of KFin Technologies Ltd ("**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 **Wednesday, August 31, 2022 at 9:00 A.M. (IST)** and end on **Thursday, September 29, 2022 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 Friday, September 30, 2022. 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 and also on the website of KFin Technologies Ltd 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

SPECIAL BUSINESSES:

Item No. 1- Approval of Material Related Party Transactions with Lumax Auto Technologies Limited.

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

"Resolved that pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and also pursuant to approval of Audit Committee and Board of Directors (hereinafter referred to as the "Board"), subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of the Member(s) be and is hereby accorded to enter into/continue the contracts, agreements, arrangements and material related party transactions (including transactions already entered) with Lumax Auto Technologies Limited

("LATL"), a related party of the Company within the meaning of Section 2(76) of the Act for sale, purchase, transfer or receipt of products, goods, materials, assets or availing or rendering of services, Rent/Leasing Transactions & Rent Deposits, Royalty, Reimbursement of Expenses, etc. and such other transactions, as may be approved by Audit Committee and Board, for an estimated amount of Rs. 360 Crores (Rupees Three Hundred and Sixty Crores only) for the Financial Year 2022-23 on such terms and conditions as may be mutually agreed upon between the Company and LATL.

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

Item No. 2- Approval for Adoption of new set of Memorandum of Association of the Company as per 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** pursuant to the provisions of Section 4 and 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company in place of the existing Memorandum of Association of the Company.

Resolved further that for the purpose of giving full effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

Item No. 3- Approval for Adoption of new set of Articles of Association of the Company as per 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 pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company in place of the existing Articles of Association of the Company.

Resolved further that for the purpose of giving full effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

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

Date: August 10, 2022

Place: Gurugram

**Pankaj Mahendru
Company Secretary
Membership No. ACS 28161**

Registered Office:

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

Notes:

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 Postal Ballot 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, August 26, 2022** ("the **cut-off date**"). The notice is also available on the website of the Company www.lumaxworld.in/lumaxindustries, KFin Technologies Limited (Formerly known as Kfin Technologies Private Limited) at <https://evoting.kfintech.com> and on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
3. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent of the Company/Depositories, please follow the following procedure for registration of email address and for receipt of login ID and password for e-voting:
 - a) Members holding shares in physical mode 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), Kfin Technologies Limited at einward.ris@kfintech.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 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 businesses to be transacted through Postal Ballot. The Company has engaged the services of KFin Technologies Limited ("**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 casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

7. The E-voting period shall commence on **Wednesday, August 31, 2022 at 9:00 A.M. (IST)** and end on **Thursday, September 29, 2022 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 Friday, September 30, 2022 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 and on the website of the E-Voting agency at <https://evoting.kfintech.com> for the information of the member(s).
10. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection by the Members in the Electronic mode upto the date of declaration of results of Postal Ballot from 10:00 a.m. (IST) to 5:00 p.m. (IST) on all working days. Members seeking to inspect such documents can send an email to 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 Depositories and 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.

It is further informed that the pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 read with SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14 December 2021, the members holding Physical shares are mandatorily required to update their PAN, KYC details and Nomination details with the Registrar and Share Transfer Agent of

the Company i.e. KFin Technologies Limited (formerly KFin Technologies Private Limited) by 31 March 2023.

On Non-submission of the said documents, such folios shall be frozen by RTA on or after 1 April 2023 in the following manner, as per the directive issued by SEBI:

a. Folios wherein any one of the said document/ details are not available on or after 1 April 2023, shall be frozen by the RTA and you will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend in physical mode.

b. After 31 December 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

c. Shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhaar by 31 March 2022 or any other date as may be specified by the Central Board of Direct Taxes to avoid freezing of folio.

In view of the above, Shareholders holding shares in physical form are requested to furnish valid PAN, KYC details and Nomination immediately to the Company/RTA in the required forms viz. Form ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14. Furthermore, the forms for submission of various documents as aforesaid may be downloaded from the Company's website at <https://www.lumaxworld.in/lumaxindustries/investor-relations.html>.

14. 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).
15. Members may download the Notice from the Company's website at 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 and NSE at www.nseindia.com.
16. Resolutions passed by the Members through e-voting shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolutions, once passed by requisite majority, will be deemed to be passed on the last date of E-voting i.e., Thursday, September 29, 2022.

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 Sections 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 KFIN, on the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "E-voting facility provided by Listed Companies", 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 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. The E-voting facility will be available during the following period:
 - Commencement: 09:00 a.m. (IST) on Wednesday, August 31, 2022.
 - End: 05.00 p.m. (IST) on Thursday, September 29, 2022.
- v. 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.
- vi. 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. 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.
- vii. 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).
- viii. 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).
- ix. 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>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</p> <ol style="list-style-type: none"> I. Visit the e-services of NSDL https://eservices.nsdl.com either on a personal computer website or on a mobile. 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. 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. IV. Click on company name i.e. 'Lumax Industries Limited' or KFIN. V. Members will be re-directed to KFIN's website for casting their vote during the remote e-voting period. <p>2. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> I. Visit https://eservices.nsdl.com for registering. II. Select 'Register Online Ideas for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. 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. 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. VI. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. 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.

	<p>VIII. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of KFIN E-voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFIN where the E-voting is in progress.
<p>Individual Shareholder login through their demat</p>	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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

accounts / Website of Depository Participant	<p>Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.</p>
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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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's 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 (E-Voting Event Number) 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 with a copy marked to 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 temporarily get their email address and mobile number provided with KFIN, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-

voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id 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.
- iii. 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

The Company is engaged in manufacturing of automotive lighting solutions. The annual consolidated turnover of the Company for the year ended March 31, 2022 was Rs. 1,751.31 Crores.

In furtherance of its business activities, the Company has entered into / will enter into transactions / contracts / agreements / arrangements with its related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related party transactions of the Company are at arm's length and in the ordinary course of business.

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

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

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

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

The particulars and details of transactions carried out with LATL during the Financial Year 2022-23 together with the projections until March 31, 2023 are tabulated as under:

	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Lumax Auto Technologies Limited (LATL). LATL holds 5.62% of the Equity Paid Up Share Capital of the Company. Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain are the Promoters of LATL and are also Directors on the Board of LATL. Also Mr. Deepak Jain and Mr. Anmol Jain holds more than 2% of shareholding of LATL.
2.	Name of the Director or Key Managerial Personnel who is related and Relationship	Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain. Mr. Deepak Jain and Mr. Anmol Jain are themselves the brothers and sons of Mr. D.K. Jain.
3.	Type, material terms and particulars of the transactions (entered /proposed to be entered)	Sale, purchase, transfer or receipt of products, goods, materials, assets or services, Rent/Leasing Transactions & Rent Deposits, Royalty, Reimbursement of Expenses etc.
4.	Tenure of the transactions (entered /proposed to be entered)	The approval is being taken for the Related Party transactions (entered/proposed to be entered) for the financial year 2022-2023.
5.	Value of the transactions (entered/proposed to be entered)	The value of transactions to be entered into together with already entered into is likely to be up to an amount of Rs. 360 Crores.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	20.56%.
7.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	(i) details of the source of funds in connection with the proposed transaction	
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness;	

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

During the Financial Year 2022-23, the transactions already entered along with transaction to be entered into would qualify as Material Related Party Transactions where it exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

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

Except Mr. Deepak Jain and Mr. Anmol Jain, being Promoter Directors on the Board of the Company as well as Promoter Directors on the Board of LATL, none other Directors, 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 said Resolution.

Mr. Deepak Jain, Chairman and Managing Director and Mr. Anmol Jain, Joint Managing Director of the Company being interested, and any other Related Parties, whether interested or not to this particular transaction(s), shall not vote on this Item No. 1.

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

Item No. 2 & 3

The existing Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company were framed in terms of the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 some provisions of the Companies Act, 1956 are no longer in force. Thus, with the coming into force of the Companies Act, 2013, the existing MOA and AOA require alteration in its several clauses. Hence, it is considered expedient to wholly replace the existing MOA and AOA with the new MOA and AOA in line with the new Companies Act, 2013 in continuance of our effort to comply with the provisions of applicable laws in true letter and spirit.

A copy of the proposed MOA and AOA will be available for inspection by the members at the registered office of the company. The members may follow the process for inspection as mentioned in the Notes annexed to this Postal Ballot Notice.

The adoption of MOA & AOA requires the approval of the Shareholders by means of a Special Resolution as per the Companies Act, 2013 and accordingly the approval of the members is being sought through Postal Ballot.

The Board of Directors in its meeting held on August 10, 2022 has accorded its approval for adoption of the MOA & AOA.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolutions, except to the extent of their shareholdings in the Company, if any.

The Board of Directors recommends passing of the Special Resolutions set forth in Item No. 2 and 3 of the Postal Ballot Notice by the members of the Company.

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

Date: August 10, 2022

Place: Gurugram

Registered Office:

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

**Pankaj Mahendru
Company Secretary
Membership No. ACS 28161**