

LATL/CS/18-19

15.02.2019

The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, Rotunda Building, P.J Towers,
Dalal Street, Fort Mumbai - 400 001

The Listing Department,
National Stock Exchange of India
Limited,
Exchange Plaza, C-1, Block –G,
Bandra Kurla Complex,
Bandra(E), Mumbai–400051

Company Code – 532796**Company Code – LUMAXTECH****Sub: Disclosures as per Regulation 30 of SEBI Regulations, 2015 - Postal Ballot Notice.****Dear Sir,**

Please find enclosed the Notice of Postal Ballot seeking approval of the Members on following matters according to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Shifting of the Registered office of the Company from the “State of Maharashtra” to “National Capital Territory (NCT) of Delhi” and consequential amendment in Clause II of the Memorandum of Association of the Company.
2. Approval of Material Related Party Transactions.

The Postal Ballot Notice along with other documents as required, is being sent to Members whose names appear in the Register of Members / Beneficial Owners as on February 01, 2019 (Cut -off date).

The Company has engaged the services of Karvy Fintech Private Limited as the agency to provide e-voting facility. The e-voting period commences on Tuesday, February 19, 2019 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Thursday, March 21, 2019. The results of the Postal Ballot will be declared on or before Wednesday, March 27, 2019.

The above documents are available on the website of the Company www.lumaxautotech.com.

This is for your information and records.

Thanking You
Yours Sincerely,

For **Lumax Auto Technologies Limited**



Swapnal Patane
Company Secretary
M. No: ACS27424



NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act'), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (the "Companies Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, Secretarial Standards –II on General Meetings (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 of the Members of the Company by means of Postal Ballot/Electronic Voting ("e-voting") to pass the proposed Resolutions which shall be as follows:

1. Special Resolution for shifting of the Registered office of the Company from the "State of Maharashtra" to "National Capital Territory (NCT) of Delhi" and consequential amendment in Clause II of the Memorandum of Association of the Company.
2. Ordinary Resolution for Approval of Material Related Party Transactions.

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form for consideration by Members along with a self-addressed, postage pre-paid, Business Reply Envelope.

The Board of Directors of your Company, at its Meeting held on January 30, 2019 has appointed Mr. Mandar Jog (C.P 9798), Partner, M/s. Jog Limaye & Associates Company Secretaries, Pune, as the Scrutinizer for conducting Postal Ballot and e-voting process in a fair and transparent manner. The consent to act as Scrutinizer has been received on January 30, 2019.

The Members have the option to vote either by Postal Ballot or through e-voting. Those Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same, duly completed in all respects in the enclosed self-addressed Business Reply Envelope. A Postal ballot Form sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than 05:00 P.M. (IST) on Thursday, March 21, 2019 to be eligible for being considered, failing which it will be considered that no reply has been received from the Member(s). Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Notice of Postal Ballot. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Notice of Postal Ballot and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company after completion of the scrutiny, and the results of the voting by means of Postal Ballot (including voting through electronic means) will be declared on or before 05:00 P.M. (IST) Wednesday, March 27, 2019 at the Registered Office of the Company. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website: www.lumaxautotech.com and on the website of the Karvy: <https://evoting.karvy.com>. The results will simultaneously be communicated to the Stock Exchanges, where the Company's shares are listed, Depositories and Registrar and Share Transfer Agent.

The Members are requested to consider and, if thought fit, pass the following Resolutions:

Item No. 1- Shifting of Registered Office of the Company from the "State of Maharashtra to National Capital Territory (NCT) of Delhi" and consequential amendment in the Memorandum of Association;

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

"Resolved that pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) ("hereinafter referred to as 'the Act'), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the "State of Maharashtra to National Capital Territory (NCT) of Delhi" and also for consequent amendment in Clause II of the Memorandum of Association of the Company.

Resolved further that upon shifting of the Registered Office being approved and effective, the existing Clause II of the Memorandum of Association of the Company be and hereby substituted with the following clause:

"II. The registered office of the Company will be situated in the National Capital Territory (NCT) of Delhi."

Resolved further that upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the "State of Maharashtra to National Capital Territory (NCT) of Delhi" to such place in the "National Capital Territory (NCT) of Delhi" as may be determined by the Board of Directors of the Company.

Resolved further that for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to agree to and make and

accept such conditions, modifications and alterations stipulated by any of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and take such steps and to do all such acts, deeds and things as they may deem necessary and proper in this regard."

Item No. 2-Approval of Material Related Party Transactions with Lumax Industries Limited

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

"Resolved that pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and also pursuant to consent 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, consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into material related party transactions with Lumax Industries Limited ("LIL") (including transactions already entered) for sale, purchase, transfer or receipt of products, goods, materials, assets or services, Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, etc. and such other transactions as may be approved by Audit Committee and Board for an estimated amount of up to Rs. 450Crores (Rupees Four Hundred Fifty Crores Only) for the Financial Year 2018-19 on such terms and conditions as may be mutually agreed upon between the Company and LIL.

Resolved further that the Board of Directors or Company Secretary be and are hereby authorized to decide upon the nature and value of the products, goods, materials, assets or services to be transacted with LIL within the aforesaid limits.

Resolved further that the Board of Directors or Company Secretary of the Company be and are hereby individually and severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution."

**By Order of the Board of Directors
For LUMAX AUTO TECHNOLOGIES LIMITED**

Date: 30th January 2019

Place: Gurugram

**SWAPNAL PATANE
COMPANY SECRETARY**

Notes:

1. A Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Member(s) who have registered their e-mail addresses with the Company /Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to Member(s) whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services(India) Limited (CDSL) as on February 01, 2019. Members whose names appear on the Register of Members/List of Beneficial Owners as on February 01,2019 will be considered for the purpose of voting.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member / Beneficial Owner (in case of electronic shareholding) as on Friday, February 01, 2019.A person who is not a Member on the relevant date should treat this Notice for information purpose only.
5. Members who have received this Postal Ballot Notice by an e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link: www.evoting.karvy.com or from the "Investor Relations" section on the Company's website: www.lumaxautotech.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Thursday, March 21, 2019.
6. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has provided e-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of Karvy Fintech Private Limited ("Karvy") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
7. During the e-voting period, Members can login to Karvy's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a 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.
8. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
9. The e-voting period commences on Tuesday, February 19, 2019 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Thursday, March21, 2019. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, February 01, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.

10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of voting, that is, Thursday, March 21, 2019.
11. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the Members at the Company's Registered Office during business hours on all working days from the date of dispatch of this Postal Ballot Notice till Thursday, March 21, 2019.
12. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
13. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members at <https://evoting.karvy.com/public/Faq.aspx> or call Karvy Fintech Pvt. Ltd. on 1800 345 4001 (toll free) or may send an e-mail request to evoting@karvy.com.
14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
16. The Members who have not received the Postal Ballot Forms may send an e-mail at evoting@karvy.com for obtaining duplicate thereof.
17. A Member cannot exercise his vote by proxy on postal ballot.
18. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast vote again.

19. Voting Through Electronic Means:

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, 2015, the Company is providing remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system to the Members entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Fintech Pvt. Ltd. (Karvy) to vote at Postal Ballot.

Instructions and other information relating to e-voting are as under:

A. In case a Member receives Notice through an e-mail:

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

B. In case a Member receives physical copy of the Postal Ballot Notice [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:

- i. User ID and initial password as provided overleaf.
- ii. Please follow all steps from Sr.No. (i) to (x) as mentioned in (A) above, to cast your vote.

20. Information and instructions relating to voting through physical Postal Ballot Form

- i. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m. (IST) on Thursday, March 21, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- ii. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- iii. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

EXPLANATORY STATEMENT

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

Item No. 1

At present, the Company's registered office is situated at the "State of Maharashtra". For exercising better administrative and economic control and to enable the Company to rationalize and streamline its management affairs, the Board of Directors in its Meeting held on January 30, 2019 has recommended shifting of Registered Office of the Company from the "State of Maharashtra to National Capital Territory (NCT) of Delhi".

The Board is of the opinion that shifting of the Registered Office as aforesaid is in the best interests of the Company, its Members and all other stakeholders concerned. The proposed shifting of the office is not prejudicial to the interests of Members, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Sections 12,13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the shifting of registered office of a Company from one State to another and consequent alteration of the clause of Memorandum of Association pertaining to the place of the Registered Office of the Company requires approval of Members by way of Special Resolution and approval of Central Government (power delegated to Regional Director)

In view of above facts, approval of the Members is, therefore, sought, by voting through Postal Ballot, in terms of provisions of Section 110 of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014 for shifting of registered office from the "State of Maharashtra to National Capital Territory (NCT) of Delhi" and consequential amendment to Memorandum of Association of the Company. Since the aforementioned amendment comes within the ambit of Section 13 of the Companies Act, 2013, your approval is sought by way of a Special Resolution.

None of the Directors / Key Managerial Persons of the Company, or their relatives are in anyway, concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

Copy of all the documents mentioned herein above would be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days from the date hereof up to Thursday, March 21, 2019.

The Board of Directors recommends passing of the Special Resolution set out in Item No. 1 of the Notice.

Item No. 2

Pursuant to the provisions of Regulation 23 of Listing Regulations, 2015 a transaction with a Related Party shall be considered Material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds ten percent of the Annual Consolidated Turnover of the Company as per the last audited Financial statements of the Company.

Lumax Industries Limited ("LIL") is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations") and Company undertakes various types of transactions including purchase/sale of raw materials, finished goods, components, assets, capital goods; rendering/availing of services among others.

The particulars of Material Related Party transactions carried out with LIL during the Financial Year 2018-19 together with the projections until March 31, 2019 are as under:

1. **Name of the Related Party:** Lumax Industries Limited
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. **Material Terms of the Contracts/ Arrangements/Transactions:** Purchase/sale of raw materials, finished goods, components, assets, capital goods; rendering/availing of services among others.
4. **Monetary Value:** The value of transactions to be entered into together with already entered into is likely up to an amount of Rs. 450 Crores.

During the Financial Year 2018-19 the transactions already entered into and to be entered into would qualify as Material Related Party Transactions i.e. exceeding 10% of the Company's Annual Consolidated Turnover as per the last audited Financial Statements. 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 Director on the Board of the Company as well as Director on the Board & Members of LIL, and Mr. A.P. Gandhi being Director on Board of the Company as well on the Board of LIL 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.

The Board of Directors recommends passing of the Ordinary Resolution set out in Item No. 2 of the Notice.