

LIL:REG30:2023-24

Date: August 22, 2023

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

**Subject:** Proceedings of the 42<sup>nd</sup> Annual General Meeting held on August 22, 2023 via two-way Video Conferencing (“VC”) or Other Audio-Visual means (“OAVM”).

**Ref:** Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Ma’am,

Pursuant to Regulation 30 read with Part A of Schedule III of the Listing Regulations, this is to inform that 42<sup>nd</sup> Annual General Meeting (hereinafter referred to as “AGM”) of the members of the Company was held today i.e. **Tuesday, August 22, 2023 at 10:30 A.M. (IST) via two-way Video Conferencing (“VC”) or Other Audio-Visual means (“OAVM”)** in compliance with all the applicable provisions of the Companies Act, 2013 and rules framed thereunder read with General Circular Nos. 20/2020 and 10/2022 dated May 5, 2020 and December 28, 2022 respectively and other Circulars issued in this respect by the Ministry of Corporate Affairs (MCA) (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India (SEBI) Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (“SEBI Circular”) to transact the business(es) as set out in the notice dated July 28, 2023.

We are enclosing herewith the proceedings of 42<sup>nd</sup> Annual General Meeting of the Members of the Company.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For **Lumax Industries Limited**

**Raajesh Kumar Gupta**  
**Executive Director & Company Secretary**  
**ICSI Membership No. A-8709**

Encl.: As stated above

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**GIST OF THE PROCEEDINGS OF THE 42<sup>ND</sup> ANNUAL GENERAL MEETING (AGM) OF LUMAX INDUSTRIES LIMITED HELD ON AUGUST 22, 2023 AT 10.30 A.M. (IST) THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM)**

Date of AGM: **August 22, 2023**

Total number of shareholders on Record Date i.e., August 16, 2023: **21,107**

No. of Shareholders attended the meeting **through Video Conferencing (VC)/Other Audio-Visual Means (OAVM):**

Promoters and Promoter Group Shareholders: - **06**

Public Shareholders: - **114**

Mr. D.K. Jain, Chairman Emeritus attended the meeting.

**Directors Present:**

1. **Mr. Deepak Jain: Chairman and Managing Director, Chairman of Risk Management Committee and Corporate Social Responsibility Committee**
2. **Mr. Anmol Jain: Joint Managing Director**
3. **Mr. Tadayoshi Aoki: Senior Executive Director**
4. **Mr. Raajesh Kumar Gupta: Executive Director**
5. **Mr. Yoshitsugu Matsushita: Non-Executive Director**
6. **Mr. Rajeev Kapoor- Independent Director, Chairman of Audit Committee**
7. **Mr. Dhiraj Dhar Gupta: Independent Director, Chairman of Share Transfer/Stakeholders Relationship Committee**
8. **Mr. Rattan Kapur: Independent Director, Chairman of Nomination & Remuneration Committee**
9. **Mr. Avinash Parkash Gandhi: Independent Director**
10. **Mr. Vikrampati Singhania- Independent Director**
11. **Mrs. Ritika Modi- Independent Director**

**In attendance:**

Mr. Raajesh Kumar Gupta, Company Secretary

Mr. Vikas Mehra, Partner of S.R. Batliboi & Co. LLP, Statutory Auditors of the Company and Mr. Maneesh Gupta, Practicing Company Secretary, Secretarial Auditors and Scrutinizer, were also present at the Meeting through Video Conferencing (“VC”) or Other Audio-Visual means (“OAVM”).

The 42<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company was held on August 22, 2023 via two-way Video Conferencing (“VC”) or Other Audio-Visual means (“OAVM”). The Meeting was conducted in accordance with the various General Circular issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. The Meeting commenced at 10:30 A.M. and concluded at 11:41 A.M.

Mr. Deepak Jain, Chairman and Managing Director of the Company, welcomed the Shareholders, Board Members, Statutory Auditors, Secretarial Auditor & Scrutinizer and Lumax Management Team for joining the AGM. The Chairman advised Mr. Raajesh Kumar Gupta, Company Secretary to confirm presence of requisite Quorum. The Company Secretary confirmed the presence of requisite quorum in the Meeting.

Thereafter, the Chairman called the Meeting to order.

Thereafter, Mr. D.K. Jain, Chairman Emeritus addressed and welcomed the shareholders.

Thereafter the Chairman informed the members that the Company had taken all requisite steps under the current circumstances to enable the members to participate through VC/OAVM and vote electronically at the AGM. The Chairman further informed that the Company has tied up with the National Securities Depository Limited (“NSDL”) to provide the facility of Remote E-Voting to participate in this AGM through VC/OAVM and E-Voting during this AGM.

Thereafter, the Chairman welcomed the Representatives of Thai Stanley Electric Public Company Limited, one of the Shareholders belonging to Promoter/Promoter Group who had joined this AGM and also welcomed Mr. Raajesh Kumar Gupta and Mr. Yoshitsugu Matsushita, Directors who had joined this AGM for the first time after their appointment as Directors and also welcomed Mr. Vishnu Johri, Chief Executive officer and Mr. Ravi Teltia, Chief Financial officer who had also joined this AGM for the first time.

Thereafter, the Chairman welcomed all the Directors attending the meeting through Video Conferencing and requested them to introduce themselves to the Shareholders. All the Directors present, thereafter introduced themselves to the Shareholders.

The Notice convening the AGM and the Annual Report of the Company for the Financial Year ended March 31, 2023, were taken as read as the same had already been circulated to the members. The Reports of the Statutory Auditors and the Secretarial Auditors were not required to be read as they did not contain any adverse comment or qualification.

Since the AGM was conducted through Video Conferencing (“VC”) or Other Audio-Visual means (“OAVM”), the requirement of appointment of Proxy and related Compliances were not applicable. The Company had received 5 (five) representations under Section 113 of the Companies Act, 2013 for 45,23,771 Shares including the Promoter / Promoter Group Companies covering 45,23,766 Shares.

The Chairman informed the members that the link for inspecting the Statutory Registers maintained under the Companies Act, 2013 including the Registers of Directors and Key Managerial Personnel and their shareholdings, the Register of Contracts / Arrangements in which Directors are interested and Register of Members were made available by the Company on NSDL Portal. Shareholders can have the access to the above-mentioned link during the time of AGM by logging into through Shareholders section.

The Chairman then asked Mr. Raajesh Kumar Gupta, Company Secretary to brief the members on the E-voting procedure.

Mr. Raajesh Kumar Gupta informed that the Company has provided remote e-voting facility to all its shareholders to cast their vote in respect of all resolutions mentioned in the notice, which had started on Saturday, the August 19, 2023 at 09:00 A.M. and ended on Monday, the August 21, 2023 at 05:00 P.M. He further informed that the facility to vote at the AGM was provided to those Members who have not cast their votes through Remote E-Voting.

He further informed that the Board of Directors had appointed Mr. Maneesh Gupta, Practicing Company Secretary as the Scrutinizer to oversee the remote e-voting and e-voting during the AGM in a fair and transparent manner.

Members were informed about the Flow of AGM by the Company Secretary.

Thereafter, the Chairman delivered his speech to the Shareholders. The Chairman in his address apprised the members about Company's performance and mentioned that during FY 2022-23, the Company outperformed the industry witnessing a stellar growth in revenue by 32% despite the Geo-Political conflict, demand volatility and supply chain disruptions. He also briefed about the outlook of Indian Automobile Industry and Indian Automotive Components Sector and also updated on the Indian automotive Lighting Industry. He then updated the members about the business, operational and financial performance of the Company during financial year 2022-23 and declaration of dividend etc.

After the address by Chairman, the Company Secretary apprised with the brief contents of the resolutions to the members attending the AGM.

**In terms of the Notice dated July 28, 2023 convening the 42<sup>nd</sup> AGM of the Company, the following Items of business, were placed for members' consideration and approval through remote e-voting and e-voting during the Meeting:**

S. No.	Agenda Item	Type of Resolution
<b>Ordinary Business</b>		
1.	To receive, consider and adopt:  a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon; and  b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of Auditors thereon.	Ordinary
2.	To declare a dividend of Rs. 27/- per equity share as recommended by the Board of Directors for the Financial Year ended March 31, 2023.	Ordinary
3.	To appoint a Director in place of Mr. Toru Tanabe (DIN: 06883767), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
<b>Special Business</b>		
4.	Appointment of Mr. Raajesh Kumar Gupta (DIN: 00988790) as an Executive Director.	Special
5.	Appointment of Mr. Yoshitsugu Matsushita (DIN: 10185011) as a Non-Executive Director.	Ordinary
6.	Ratification of Remuneration of Cost Auditors for FY 2023-24.	Ordinary

The Chairman then invited the members who had registered themselves to speak at the AGM, to ask their queries. Post that Shareholders spoke at the AGM and raised various queries, which were suitably responded by the Chairman to the satisfaction of the shareholders.

The members were informed that the Scrutinizer will consider the votes cast through remote e-voting and e-voting at the AGM and will prepare a report of voting on the resolutions and submit the same to Chairman of the Company or Company Secretary who shall countersign the same and the E-Voting results along with the Scrutinizer's report will be announced latest by August 24, 2023 and the same shall be placed on the website of the Company and shall also be uploaded on the website of the National Securities Depository Limited and Stock Exchanges within the time prescribed under law.

Thereafter, Chairman thanked all the Shareholders and the members on the Board for their trust and confidence in the management of the Company.

The members were informed that electronic voting on the platform of NSDL would continue to remain open for another 15 minutes to enable the members to cast their votes.

Thereafter, the meeting concluded at 11:41 A.M. with a vote of thanks to the Chair.

For **Lumax Industries Limited**

**Raajesh Kumar Gupta**  
**Executive Director & Company Secretary**  
**ICSI Membership No. A-8709**