

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

Date: August 30, 2022

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

**Subject: Submission of Notice of Postal Ballot dated 06<sup>th</sup> August, 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/Madam,

In compliance of Regulation 30 read with Schedule III of the SEBI Listing Regulations and in continuation to our intimation dated 06<sup>th</sup> August, 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 06<sup>th</sup> August, 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., Tuesday, 30<sup>th</sup> August, 2022, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 26<sup>th</sup> August, 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 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, 31<sup>st</sup> August, 2022 at 09:00 A.M. (1ST)** and end on **Thursday, 29<sup>th</sup> September, 2022 at 05:00 P.M. (1ST)**. The results of the Postal Ballot will be declared on or before **05:00 P.M. (1ST) on Friday, 30<sup>th</sup> September, 2022**.

The Postal Ballot Notice along with Explanatory Statement is also being made available on the website of the Company at [www.lumaxworld.in/lumaxautotech](http://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

CIN: L31909DL1981PLC349793

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

Phone: 011-49857832, Email: [shares@lumaxmail.com](mailto:shares@lumaxmail.com),

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

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### 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 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 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 06, 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 National Securities Depository Limited ('NSDL') to provide remote 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 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.

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 of Registered Office of the Company and will also be intimated to BSE Limited and National Stock Exchange of India Limited. Simultaneously, results will also be uploaded on the Company's website at [www.lumaxworld.in/lumaxautech](http://www.lumaxworld.in/lumaxautech) and website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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

## **PROPOSED RESOLUTIONS**

### **SPECIAL BUSINESSES:**

#### **Item No. 1: To appoint Mrs. Diviya Chanana (DIN:00737160) as an Independent Director of the Company**

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Mrs. Diviya Chanana (DIN: 00737160) who was appointed as an Additional Director (designated as Non-Executive Independent Director) w.e.f. August 06, 2022, in terms of Section 161(1) of the Act and who meets the criteria of Independence and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director to hold the office for a period of five (5) consecutive years commencing from August 06, 2022 upto August 05, 2027 and whose period of office shall not be liable to retire by rotation.

**Resolved further that** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**Item No. 2: Payment of Remuneration to Mr. Deepak Jain, Non-Executive Director.**

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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and as per Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other approvals, permissions or sanctions as may be necessary, the consent of the Member(s) be and is hereby accorded for the payment of remuneration in form of commission @1% of net profits as calculated in terms of Section 198 and other applicable provisions of the Act, to Mr. Deepak Jain (DIN: 00004972), Non-Executive Director of the Company, notwithstanding that the remuneration payable to him exceeds 50% (fifty Percent) of total remuneration payable to all Non-Executive Directors for the Financial Year 2022-23.

**Resolved further that** the Board of Directors of the Company be and are hereby 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."

**Item No. 3: 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**:

**"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 SEBI (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 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 Industries Limited ("**LIL**"), 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, Reimbursement of Expenses, Royalty etc. and such other transactions as may be approved by Audit Committee and Board, for an estimated amount of up to Rs. 360 Crores (Rupees Three Hundred Sixty Crores Only) for the Financial Year 2022-23 on such terms and conditions as may be mutually agreed upon by the Company and LIL.

**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. 4: Approval for raising of funds upto Rs. 400 Crores by way of issuance of Securities.**

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

**“Resolved that** pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force (“the Companies Act, 2013”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 2015, Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices) Regulations 2003, Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations 2011, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management (Debt Instruments) Rules, 2019, (“FEMA”) as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time, issued by the Government of India (“GOI”), Ministry of Finance (Department of Economic Affairs) (“MoF”), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/or any other regulatory/statutory/appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, MoF, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers) approval of the shareholders be and is hereby accorded to the Board, in its absolute discretion, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, global depository receipts (“GDRs”), American depository receipts (“ADRs”), foreign currency convertible bonds (“FCCBs”), other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting/special rights, securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, up to Rs. 400 Crores (Rupees Four Hundred Crores only) or equivalent thereof in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., in one or more tranches, whether

Indian rupee denominated or denominated in foreign currency, and/or by way of a public or private placement including but not limited to Qualified Institutions Placement ("QIP") such number of equity shares, or any other equity related instrument of the Company including to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors, non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement, and /or preferential issue and/or other kind of public issue and/or private placement or through a combination of the foregoing as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate, and as may be permitted under applicable law from time to time.

**Resolved further that** if any issue of Securities is made by way of a Qualified Institutions Placement in terms of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 365 days from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under SEBI ICDR Regulations as may be amended from time to time and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations as may be amended from time to time.

**Resolved further that** the Board may, at its sole discretion, offer a discount of not more than 5% (or such other percentage as permissible under applicable law) on the price so calculated for the Qualified Institutions Placement, as permitted under SEBI Regulations and further, subject to the provisions of applicable laws, price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI Regulations, if required.

**Resolved further that** the relevant date for the determination of applicable price for the issue of any other Securities, in terms of the preceding regulation shall be as per the regulations/guidelines prescribed by SEBI, Ministry of Finance, RBI, GOI through its various departments, or any other regulator and subject to and in compliance with the applicable rules and regulations.

**Resolved further that** the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects except that the Investors who are allotted Equity Shares in the Issue will be entitled to participate in dividends, if any, declared by the Company after the allotment of Equity Shares in the QIP offering in compliance with the Companies Act, 2013, the equity listing agreement and other applicable laws and regulations.



**Resolved further that** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**Resolved further that** the Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed.

**Resolved further that** the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions: -

- a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro-tanto;
- b) in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion;
- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**Resolved further that** for the purpose of giving effect to the above resolutions, the Board (or committee appointed by it thereof) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the

shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Resolved further that** the Board be and is hereby authorized to engage/appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

**Resolved further that** the Board be and is hereby authorised to do such acts, deeds and matters as may be necessary and also to delegate all or any of the powers conferred on its by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to give effect to this Resolution.”

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

**Date: 06<sup>th</sup> August, 2022  
Place: Gurugram**

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

**Registered Office:**

2<sup>nd</sup> Floor, Harbans Bhawan-II,  
Commercial Complex, Nangal Raya, New Delhi- 110046  
Website: <https://www.lumaxworld.in/lumaxautotech>  
Email id: [shares@lumaxmail.com](mailto:shares@lumaxmail.com)  
CIN: L31909DL1981PLC349793

**Notes:**

1. An Explanatory 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 and forms part of this notice.
2. The Notice is being sent to the members of the Company only through electronic mode whose names appear in the Register of Members/List of Beneficial Owners and who have registered their e-mail addresses with the Company /Registrar and Transfer Agent of the Company/Depositories as on **August 26, 2022** (“the **cut-off date**”). The notice is also available on the website of the Company at [www.lumaxworld.in/lumaxautotech](http://www.lumaxworld.in/lumaxautotech), National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
3. If your e-mail address is not registered with the Company/Registrar and 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](mailto: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](mailto: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 businesses 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. 17.
5. Voting rights shall be reckoned on the basis of the paid-up value of the Equity shares registered in the name of Member / Beneficial Owner (in case of electronic shareholding) as on the Cut-off date.
6. During the e-voting period, Members can login at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) any number of times till they have voted on the resolutions. Once the vote on the resolutions is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. The e-voting period shall commence on **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 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 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 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](http://www.lumaxworld.in/lumaxautotech) and on the website of the E-Voting agency at [www.evoting.nsdl.com](http://www.evoting.nsdl.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 [shares@lumaxmail.com](mailto:shares@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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
14. As per 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/lumaxautotech](http://www.lumaxworld.in/lumaxautotech) and from National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A Copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
16. Resolutions passed by the Members through e-voting shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolutions, once passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e., 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 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 resolutions 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, August 31, 2022.
  - End: 05.00 p.m. (IST) on Thursday, September 29, 2022.

- 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](mailto: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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

	<p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<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 or joining virtual meeting &amp; voting during the meeting.</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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:guptamaneeshcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto: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 resolutions 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](mailto: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](mailto: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](mailto: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**

Mrs. Diviya Chanana (DIN:00737160), who was appointed as an Independent Director of the Company from 04<sup>th</sup> December, 2017 for a period of 5 (five) years, had resigned from the Board with effect from 10<sup>th</sup> May, 2022 due to the reason for not being able to comply with the requirements of Section 149 of the Companies Act, 2013 ("the Act") read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules")

Ministry of Corporate Affairs, Government of India has vide its notification dated 10<sup>th</sup> June, 2022 amended the Rules and provided an additional time of one year to all the directors to comply with the provisions of Rule 6 subject to payment of restoration fee.

Consequent to the above notification, Mrs. Diviya Chanana paid the requisite restoration fee and complied with the requirements of Section 149 of the Act read with Rule 6 of the Rules. In view of this, the Board of Directors of the Company had in their meeting held on 6<sup>th</sup> August, 2022, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mrs. Diviya Chanana (DIN: 00737160) as an Additional Director in capacity of Independent Director to hold office for a period of five (5) consecutive years w.e.f. 6<sup>th</sup> August, 2022 pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointment of independent directors requires approval of the members of the Company.

Mrs. Diviya Chanana is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declarations from Mrs. Diviya Chanana that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mrs. Diviya Chanana for the office of a Director of the Company.

In the opinion of the Board, Mrs. Diviya Chanana fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Diviya Chanana is independent from the management and possesses appropriate skills, experience and knowledge not debarred from holding the office of Director pursuant to any SEBI Order. Mrs. Diviya Chanana has further confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board and its Nomination and Remuneration Committees have identified that Mrs. Diviya Chanana has sound knowledge of Automobile/Auto Component Sector, Finance & Accounting, Sales & Marketing, Human Resource Management, Information Technology, Production and Quality Assurance which suits the skills and expertise required for Company's business and sector in which it operates.

The Board is of the view that knowledge and rich experience of Mrs. Diviya Chanana will be of immense benefit and in the best interest of the Company and will ensure sound decision making at level of the Board as whole.

Details of Mrs. Diviya Chanana, pursuant to the provisions of the Listing Regulations and Secretarial Standards – 2 issued by the Institute of Company Secretaries of India are provided in the “Annexure” to this Notice. She shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. Copy of letter of appointment of Mrs. Diviya Chanana setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to [shares@lumaxmail.com](mailto:shares@lumaxmail.com)

Save and except, Mrs. Diviya Chanana and her relatives (to the extent of their shareholding, if any), none of other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the agenda, as set out in at Item No. 1 of this Notice.

The Board recommends the Special Resolution as set out at item no. 1 of the Notice for approval by the Members.

## **Item No. 2**

In terms of the provisions of Regulation 17 (6) (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is required to obtain approval of the shareholders by way of special resolution every year, in which the annual remuneration payable to a single non-executive director exceeds 50% (fifty percent) of the total annual remuneration payable to all non-executive directors giving details of the remuneration thereof.

The members may note that Mr. Deepak Jain, who is a non-executive Director of the Company is entitled to receive remuneration in the form of commission out of the profits of the Company calculated in terms of the provisions of Section 198 of the Companies Act, 2013. Besides him, none of Non-Executive Directors of the Company are receiving any remuneration from the Company except fee for attending the Board/Committee meetings and reimbursement of expenses. Therefore, the commission to be paid to Mr. Deepak Jain for the financial year 2022-23 will exceed the limits stipulated in the above Regulation, hence approval of the member(s) of the Company is being sought through the Special Resolution as set out at item no. 2 of the notice.

Mr. Deepak Jain, aged 47 years, is a qualified MBA from Illinois Institute of Technologies USA with specialization in operational management & international business. He held various key positions in different Association and has more than 27 years of work experience in the manufacturing Automotive Components Industry. Mr. Deepak Jain has undergone extensive training at Stanley Co., Inc U.S.A. and Stanley Electric Co., Limited Japan. His rich experience and continued valuable guidance to the management, strong Board performance has been instrumental in providing expert guidance in the area of marketing, business development and customer relationship. In view of his valuable contribution made to the Company, he is being paid commission @1% of the net profit as calculated in terms of Companies Act, 2013 as amended up-to-date.

Details of Mr. Deepak Jain, pursuant to the provisions of the Listing Regulations and Secretarial Standards – 2 issued by the Institute of Company Secretaries of India are provided in the “Annexure” to this Notice.

Except, Mr. D. K. Jain, Mr. Deepak Jain and Mr. Anmol Jain and their relatives (to the extent of their shareholding, if any), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the agenda, as set out in at Item 2 of the Notice.

The Board recommends the Special Resolution as set out at item no. 2 of the Notice for approval by the Members of the Company.

### **Item No. 3**

The Company is engaged in manufacturing of various automotive components including automotive lighting products. The Company is also engaged in the business of After-market sales activities. The Company also has joint ventures with third parties. The annual consolidated turnover of the Company for the year ended March 31, 2022 was Rs. 1507.92 Crores.

In furtherance of its business activities, the Company has entered into / will enter into transactions / contracts / agreements / arrangements with 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 more than 2/3<sup>rd</sup> 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 Industries Limited ("LIL") is '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 and further proposes to undertake transactions as to sale, purchase, transfer or receipt of products, goods, materials, assets or services, Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, Royalty etc.

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

	<b>Particulars</b>	<b>Details</b>
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 Industries Limited (LIL)  Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain, (Directors of the Company) are the Promoters of LIL. Mr. Deepak Jain and Mr. Anmol Jain are also Directors on the Board of LIL and holds more than 2% of shareholding of LIL.
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 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.	23.87%.
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	Not Applicable
	(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	



	(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 LIL and the Company are engaged in the business of manufacturing various types of automotive components. The Company is also engaged in the business of After-market sales and for this division, the Company is required to procure / purchase various products from LIL.</p> <p>Similarly, few OEM customers of both LIL 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, LIL and the Company purchase / sale the products to each other.</p> <p>Besides the above, both LIL 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	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013.

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 per cent 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. D.K. Jain, Mr. Anmol Jain and Mr. Deepak Jain, being Director on the Board of the Company as well as Promoters of LIL and their relatives to the extent of their shareholding, none other Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financial or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out at item no. 3 of the Notice for approval by the Members.

#### **Item No. 4**

As a part of the growth strategy and to augment the long-term resources of the Company for meeting funding requirements of its business activities and general corporate and other purposes, the Board is seeking enabling resolution for raising capital by way of public or private placement including by a Qualified Institutional Placement to strengthen capital base. The fund raising may be through a mix of equity/equity linked instruments, and/or any other securities by way of Qualified Institutions Placement (QIP)/ Private Placement/ Public Offer in any combination thereof as may be deemed appropriate. Shareholders' approval is sought for the issue of equity shares or such other securities linked to or convertible into equity shares or depository receipts of the Company. Whilst no specific instrument has been identified at this stage, in the event the Company issues any equity linked instrument, the issue will be structured in a manner such that the additional equity shares capital/securities that may be issued pursuant to the above resolution would not be more than Rs. 400 Crores (Rupees Four Hundred Crores Only) including premium. The equity shares, if any, allotted on issue/conversion of Securities shall rank in all respects pari-passu with the existing equity shares of the Company.

The resolution proposed is enabling approvals and the exact combination of instrument(s), exact price, proportion and timing of the issue of the securities in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner that the aggregate amount of proceeds in one or more issuances or tranches shall not exceed overall limit of INR 400 Crore or its equivalent in foreign currency(ies). The proposals therefore seek to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are incidental and ancillary.

The Company may also opt for issue of securities through Qualified Institutional Placement (QIP). A QIP of the securities of the Company may be less time consuming and more economical than other modes of raising capital.

Accordingly, the Company may issue securities by way of a QIP in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ('SEBI Regulations'). These securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations and there will be no issue to non-institutional investors and existing non-institutional shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board or a committee constituted by the Board for this purpose, based on an analysis of the specific requirements after consulting all concerned. Therefore, the proposal seeks to confer upon the Board/the committee of the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the issue.

As per the provisions of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the 'relevant date'. The Board/the committee of the Board may, at its absolute discretion, issue securities at a discount of not more than five percent or such other discount as may be

permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI Regulations, 2018, subject to provisions of Section 53 of the Companies Act, 2013.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of Securities to be issued. However, the same would be in accordance with the provisions of SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts, the price will be determined on the basis of the current market price and other relevant guidelines.

The "relevant date" for the above purpose, shall be:

- I. in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;
- II. in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

The stock exchanges for this purpose are the BSE Limited and National Stock Exchange of India Limited

In case of QIP issuance the proposed special resolution shall be valid for a period of 365 days from the date of shareholders' approval, before which the Company is required to complete the allotments under the authority of said resolution.

In the event of the issue of the equity shares and/or eligible convertible securities as aforesaid by way of a QIP, the Special Resolution also seeks to empower the Board to undertake a QIP as defined by SEBI ICDR Regulations.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of Securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. The issue/ allotment/ conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Securities including equity shares to be allotted on conversion of

Securities to foreign/ non-resident investors would be subject to the applicable foreign investment cap.

None of the Directors and Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 4 of the Notice.

The Board recommends the Special Resolution as set out at item no. 4 for approval by the Members.

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

**Date: 06<sup>th</sup> August, 2022  
Place: Gurugram**

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

**Registered Office:**

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

**Annexure-I****PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AND FIXATION OF REMUNERATION IS FURNISHED BELOW:****Mrs. Diviya Chanana**

<b>Particulars</b>	<b>Mrs. Diviya Chanana (DIN: 00737160)</b>
<b>Age/ Date of Birth</b>	June 26, 1973
<b>Qualification</b>	Graduate and Diploma in Travel and Tourism
<b>Experience &amp; Expertise</b>	Mrs. Diviya Chanana is Executive Director of Damus Travels Private Limited. The Company is engaged in supporting and auxiliary transport activities; activities of travel agencies. She is having experience of more than 21 years.
<b>Terms and Conditions of appointment</b>	Non-Executive- Independent Director
<b>Remuneration last drawn</b>	Sitting fee 3.20 Lakh
<b>Directorship on the Board of other Companies.</b>	Damus Travels Private Limited
<b>Date of first appointment on the Board.</b>	December 04, 2017
<b>Shareholding</b>	Nil
<b>Relationship with Directors Inter-se</b>	Not Related to any Director, Manager and other Key Managerial Personnel of the Company
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director</b>	Mrs. Diviya Chanana meets the following skills and capabilities required for the role as an Independent Director, which have been identified by the Board of Directors: <ul style="list-style-type: none"><li>• Sound Knowledge of Automobile/Auto Component Sector; and</li><li>• Extensive knowledge of Finance &amp; Accounting Sales &amp; Marketing Human Resource Management Information Technology Production and Quality Assurance</li></ul>
<b>Number of Board Meeting attended</b>	4 Meetings during financial year 2021-22
<b>Chairman/Member of the Committee of the Board of other Companies</b>	Nil

<b>Listed entities from which the person has resigned in the past three years</b>	Lumax Auto Technologies Limited
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**Note:** Chairmanships/Memberships of Section 8 Companies is not included in above table

**Mr. Deepak Jain**

<b>Particulars</b>	<b>Mr. Deepak Jain (DIN: 00004972)</b>
<b>Age/ Date of Birth</b>	April 06, 1975
<b>Qualification</b>	Business Graduate from Illinois Institute of Technology, USA
<b>Experience &amp; Expertise</b>	<p>Mr. Deepak Jain is the Chairman &amp; Managing Director of Lumax Industries Limited, flagship company of Lumax-DK Jain Group, a leading manufacturer of automotive components and systems in India, with market leaders in Lighting. He has undergone extensive training at Stanley Co., Inc U.S.A. and Stanley Electric Co., Limited Japan after completing his MBA from Illinois Institute of Technologies USA with specialization in operational management &amp; international business. Mr. Deepak Jain, aged 47 years, has more than 27 years of work experience in the automotive components industry. He is the Immediate Past President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021). He is the Deputy Chairman - CII Northern Region - Regional Committee on Advanced Manufacturing and also holds the position of Vice President of Toyota Kirloskar Supplier's Association, Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council, Hero Supplier Council, Member of International Centre for Automotive Technology (ICAT) Research Advisory Board (RAB) and Vice President of the Governing Council of Central Manufacturing Technology Institute (CMTI).</p> <p>In the past, he has held various industry positions at ACMA Chairman HR/IR &amp; Skill Development Committee, Chairman of Sustainable Technology Development Committee (STDC), Chairman of Regional Committee on Advanced Manufacturing of CII NR Region, National Coordinator of Young Business Leader Forum-ACMA (YBLF). He is also Past President of Supplier Club, Honda Cars India Limited in the year 2010-11 &amp; Sr. Vice Chairman, Society of Automotive Engineers (SAE) - NIS (2012-2014).</p> <p>He is a member of the Delhi Chapter of Young Presidents' Organization (YPO) since July 2011 and held the Co-Learning Chair during 2016-17. He is also a Member of Delhi Chapter of the Entrepreneurs' Organization (EO).</p>



<b>Terms and Conditions of appointment</b>	Non - Executive Rotational Director
<b>Remuneration last drawn</b>	Rs. 87.94 lakhs
<b>Directorship on the Board of other Companies.</b>	<ol style="list-style-type: none"> <li>1. Lumax Industries Limited</li> <li>2. RSWM Limited</li> <li>3. Talbros Automotive Components Limited</li> <li>4. Lumax Mannoh Allied Technologies Limited</li> <li>5. Lumax Cornaglia Auto Technologies Private Limited</li> <li>6. Lumax Alps Alpine India Private Limited</li> <li>7. Lumax Jopp Allied Technologies Private Limited</li> <li>8. Lumax Ituran Telematics Private Limited</li> <li>9. SL Lumax Limited</li> <li>10. Lumax Finance Private Limited</li> <li>11. Backcountry Estates Private Limited</li> </ol>
<b>Date of first appointment on the Board.</b>	August 07, 2013
<b>Shareholding</b>	1,29,21,047 No. of Equity Shares
<b>Relationship with Directors Inter-se</b>	Related as son of Mr. D.K. Jain, Executive Chairman and Brother of Mr. Anmol Jain, Managing Director of the Company
<b>Number of Board Meeting attended</b>	<p>5 Meetings during financial year 2021-22</p> <p>2 Meetings during financial Year 2022-23</p>
<b>Chairman/Member of the Committee of the Board of other Companies</b>	<ol style="list-style-type: none"> <li>1. Lumax Industries Limited <ul style="list-style-type: none"> <li>Audit Committee- Member</li> <li>Stakeholder Relationship Committee- Member</li> <li>Risk Management Committee- Chairman</li> <li>Corporate Social Responsibility(CSR) Committee-Chairman</li> </ul> </li> <li>2. Lumax Mannoh Allied Technologies Limited <ul style="list-style-type: none"> <li>Corporate Social Responsibility (CSR) Committee- Member</li> </ul> </li> </ol>

**Note:** Chairmanships/Memberships of Section 8/Private Companies is not included in above table