



# Lumax Industries Limited



REGD. & CORPORATE OFFICE :

B - 85-86, Mayapuri Industrial Area, Phase-I, New Delhi - 110064 (INDIA)

Phone : +91 11 28111777, 28116990 Fax : +91 11 28115779

E-mail : cao@lumaxmail.com

LIL:CS:BSE:AGM

23-08-2014

Our Ref.

(CIN: L74899DL1981PLC012804)

Date

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

**Fax Nos. : 022-22722037/ 39/ 41/ 61**

Ref : **Company Code – 517206**

Sub : **Outcome of the 33<sup>rd</sup> Annual General Meeting of the Company held on August 22, 2014.**

Dear Sir/ Madam,

The 33<sup>rd</sup> Annual General Meeting of the Shareholders of the Company was held on Friday, August 22, 2014 at 10.30 a.m. at Air Force Auditorium, Subroto Park, New Delhi-110010.

All Resolutions contained in the Notice dated May 30, 2014 convening the AGM were duly passed. The voting was undertaken at the AGM by way of Poll. The results of the voting on each of the resolutions are given below. This includes results on the voting by poll undertaken at the Annual General Meeting as well as the results on the e-voting undertaken prior to the Annual General Meeting in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Consolidated Report of Scrutinizer on Poll and E-voting is enclosed herewith.

The agenda item No.10 in respect of appointment of Mr. Suman Jyoti Khaitan as an Independent Director has become infructuous consequent upon his resignation w.e.f. July 21, 2014.

## Ordinary Business

Sr. No.	Details of the Agenda	Resolution (Ordinary/Special)	Results
1	Adoption of Audited Annual Accounts for the year ended March 31, 2014 and the Auditors and Directors Reports thereon.	Ordinary Resolution	Approved unanimously
2	Declaration of Dividend on Equity Shares.	Ordinary Resolution	Approved unanimously
3	Re-appointment of Mr. Eiichi Hirooka, who retires by rotation.	Ordinary Resolution	Approved unanimously
4	Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration.	Ordinary Resolution	Approved unanimously

## Special Business

Sr. No.	Details of the Agenda	Resolution (Ordinary/Special)	Results
5	Appointment of Mr. Norihisa Sato as Director as well as Executive Director.	Special Resolution	Approved unanimously
6	Appointment of Mr. Toru Tanabe, as Director of the Company, liable to retire by rotation.	Ordinary Resolution	Approved unanimously
7	Appointment of Mr. Rattan Kapur as an Independent Director for a term upto 5 years.	Ordinary Resolution	Approved unanimously
8	Appointment of Mr. A.P. Gandhi as an Independent Director for a term upto 5 years.	Ordinary Resolution	Approved unanimously
9	Appointment of Mr. Gursaran Singh as an Independent Director for a term upto 5 years.	Ordinary Resolution	Approved unanimously
10	Appointment of Mr. Suman Jyoti Khaitan as an Independent Director for a term upto 5 years.	Ordinary Resolution	Approved unanimously
11	Appointment of Mr. M.C.Gupta as an Independent Director for a term upto 5 years.	Ordinary Resolution	Approved unanimously
12	Appointment of Mr. Dhiraj Dhar Gupta as an Independent Director for a term upto 5 years.	Ordinary Resolution	Approved unanimously
13	Special Resolution under Section 180(1) (c) and 180(1) (a) of the Companies Act, 2013 for the Borrowing Powers of the Board of Directors and creation of security on assets of the Company.	Special Resolution	Approved unanimously

Request you to kindly take the same on record.

Thanking You,

Yours Faithfully,

**For LUMAX INDUSTRIES LIMITED**

  
**B.S. BHADAURIYA**  
**VICE PRESIDENT (LEGAL)**  
**& COMPANY SECRETARY**

Scrutinizer(s) Report

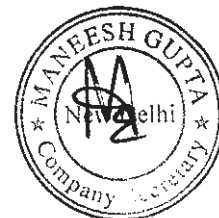
(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman  
33<sup>rd</sup> Annual General Meeting of the Equity Shareholders  
of Lumax Industries Limited

Dear Sir,

I, Maneesh Gupta, Practising Company Secretary, having its office at 18/15, IInd Floor, Shakti Nagar, Delhi-110 007, have been appointed as scrutinizer of Lumax Industries Limited ("The Company") having its Registered Office at B-85-86, Mayapuri Industrial Area, Phase-I, New Delhi-110 064 for the purpose of scrutinizing the e-voting and ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and ballot carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 33<sup>rd</sup> Annual General Meeting of the Equity shareholders of Lumax Industries Limited held on Friday the 22<sup>nd</sup> day of August, 2014 at Air Force Auditorium, Subroto Park, New Delhi-110 010. We submit our report as under:

1. The e-voting period remained open from August 16, 2014 to August 18, 2014 (both days inclusive).
2. The shareholders holding shares as on cut off date, i.e., July 18, 2014 were entitled to vote through e-voting and those were present on the date of AGM and not opted to vote through e-voting process were entitled to vote through ballot process on the proposed resolutions (item no. 1 to 13 as set out in the Notice of the 33<sup>rd</sup> Annual General Meeting of Lumax Industries Limited).
3. The votes were unblocked on Tuesday the 19<sup>th</sup> day of August, 2014 at around 11.30 a.m. in the presence of two witnesses, Ms. Monika Aggarwal and Ms. Radhika Kansal who are not in the employment of the Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "favour" and "against", were downloaded from the e-voting website of Karvy Computershare Private Limited.



5. Further, on the date of Annual General meeting, i.e., August 22, 2014, 134 (one hundred thirty four) shareholders voted through ballot process.

6. The result of the e-voting as well as ballot process is as under:

(a) Resolution 1- Adoption of Audited Annual Accounts for the year ended March 31, 2014 and the Auditors and Directors Report thereon

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100

(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	

(b) Resolution 2- Declaration of dividend on equity shares

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100



(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	

(c) Resolution 3- reappointment of Mr. Eiichi Hirooka, who retires by rotation

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100

(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	



- (d) Resolution 4- Appointment of M/s S.R. Batliboi & Co., LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

- (i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100

- (ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

- (iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	

- (e) Resolution 5- Appointment of Mr. Norihisa Sato as Executive Director

- (i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100



(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	

(f) Resolution 6- Appointment of Mr. Toru Tanabe as Director liable to retire by rotation

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100

(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	





(g) Resolution 7- Appointment of Mr. Rattan Kapur as an Independent Director for a term upto 5 years

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100

(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	

(h) Resolution 8- Appointment of Mr. A.P. Gandhi as an Independent Director for a term upto 5 years

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100





(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	

(i) Resolution 9- Appointment of Mr. Gursaran Singh as an Independent Director for a term upto 5 years

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100

(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	



(j) Resolution 10- Appointment of Mr. Suman Jyoti Khaitan as an Independent Director for a term upto 5 years

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	2	350	100
Ballot	80	1019	100
Total	82	1369	100

(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	12	6711631
Ballot	54	NA
Total	66	6711631

(k) Resolution 11- Appointment of Mr. M.C. Gupta as an Independent Director for a term upto 5 years

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100



(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	

(l) Resolution 12- Appointment of Mr. Dhiraj Dhar Gupta as an Independent Director for a term upto 5 years

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100

(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	



(m) Resolution 13- Special Resolution under section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 for the Borrowing Powers of the Board of Directors and creation of security on assets of the Company

(i) Voted in favour of the resolution:

Type of voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	14	6711981	100
Ballot	80	1019	100
Total	94	6713000	100

(ii) Voted against the resolution:

Type of voting	Number of members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	NIL	NIL	NIL
Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL


(iii) Invalid Votes:

Type of voting	Total Number of members whose votes were declared invalid	Total Number of votes cast by them
E-Voting	NIL	NIL
Ballot	54	NA
Total	54	

(n) Voting shall remain in safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Sincerely

  
C.S. Maneesh Gupta  
Scrutinizer



Place: New Delhi  
Dated: August 23, 2014