



LUMAX AUTO TECHNOLOGIES LIMITED

Registered Office: Plot No.70, Sector-10, PCNTDA, Bhosari, Pune-411026
Phone: 020 66304603, 66304606 Fax: 020 66304624, Email: shares@lumaxautotech.com,
Website: www.lumaxautotech.com, CIN: L31909MH1981PLC025519

NOTICE OF POSTAL BALLOT

{Pursuant to Section 110 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014}

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the consent of members of the Company, for the proposed Special Resolution set out below, sought to be obtained by means of Postal Ballot.

The proposed Special Resolutions, along with the Explanatory Statement pursuant to Section 102(1) of the Act, setting out all material facts pertaining to the resolution and a Postal Ballot Form is enclosed for your consideration. The Board has appointed Mr. Milind Kasodekar, a Practising Company Secretary, Partner, MRM Associates, Pune as a Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of working hours, Monday, 2nd February, 2015. The Ballot Form received after the said date will be treated as not received as per Rule 22(12) of the Companies (Management and Administration) Rules, 2014. The Scrutinizer will submit his Report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be declared and notified on Wednesday, 4th February, 2015, through a notice to be displayed on the notice board at the Registered Office of the company on said date. The date of declaration of result shall be deemed to be date of passing of the said Resolution.

In compliance with clause 35 B of The Listing Agreement and Provisions of Section 110 of the Act read with the Rules made thereunder, the Company is pleased to provide e-voting facility to the Shareholders for transacting the business at the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th December, 2014, may cast their vote electronically on the business as set out in the Notice of the Postal Ballot through electronic voting system of Karvy Computer share Private Limited.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and subject to the necessary approvals as may be required in this regard from the appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised committee or individual Director) is hereby authorised to accept as it may deem fit, the consent of the members of the Company be and is hereby accorded to amend the Main Object clause of the Memorandum of Association of the Company, by inserting new sub clause 6 after the existing sub clause 5 in clause III(A) of the Memorandum of Association of the Company as follows:

"6. To carry on business of manufacturer, importer, exporter, trader of and to deal with all kinds of Electronics Systems Design and Manufacturing (ESDM) products including automotive electronics, solar photovoltaic, consumer electronics, set top boxes, avionics, telecom, Light Emitting Diodes, electronic components and other allied goods."

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby also accorded for commencing and carrying on new business activity as included in the Main Object Clause of the Company along with the existing clause, as altered above at such time or times as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its members.

RESOLVED FURTHER THAT any Director of the Company and any person(s), for the time being, duly authorized by the Board be and is hereby authorized to take all steps necessary for giving effect to this resolution."

By Order of the Board
For Lumax Auto Technologies Limited

Place: Pune
Date: November 13, 2014

Pratik Dhuri
Company Secretary



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

The Company is proposing to enter into new line of business viz. manufacturing and trading of all kinds of Electronics Systems Design and Manufacturing (ESDM) products, which includes automotive electronics, solar photovoltaic, consumer electronics, set top boxes, avionics, telecom, Light Emitting Diodes, electronic components and other allied goods.

The Company foresees promising opportunities in the Electronics Systems Design and Manufacturing (ESDM) products as the Indian automotive industry is transforming itself from mechanical systems to systems that are being enhanced by electronics to improve performance, emissions and fuel economy. The coming decade will witness increased adoption of in-vehicle infotainment systems, telematics and automotive-embedded software as OEMs will use these systems to enhance their competitive positions. The Company would like to capitalize this opportunity for its future growth in this segment.

In view of the above and to enable the Company to take-up one or more of the aforesaid activities at appropriate time, it is proposed to alter the Main Object Clause of the Memorandum of Association of the Company, by inserting a new Object Clause in the "Main Object Clause" of the Memorandum of Association of the Company as Clause No. III (A) 6 relating to Electronics Systems Design and Manufacturing (ESDM) products and other allied, activities/ services.

In order to enable the Company to carry on the proposed activities, an amendment to the Object Clause of the Memorandum of Association of the Company is required for which approval of the members by way of Special Resolution is required to be obtained. Accordingly, the proposed resolution is being placed for your approval through Postal Ballot. The proposed business activities can be conveniently and advantageously combined with the existing business of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution, except to the extent of their equity shareholdings in the Company.

Your Directors consider the said resolution in the interest of the Company and therefore recommends the same for your approval.

By Order of the Board
For Lumax Auto Technologies Limited

Place: Pune
Date: November 13, 2014

Pratik Dhuri
Company Secretary

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the statement setting out material facts and reasons for the proposed special business is appended above.
2. The Notice of the Postal Ballot along with the Postal Ballot Form and postage pre-paid self-addressed envelope is being sent to all the members whose names appear in the Register of Members/ Beneficial Owners as per the details furnished by the Depositories as on 19th December, 2014. The members who have registered their e-mail IDs for receipt of documents in electronic mode will be sent by e-mail. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the members as on 19th December, 2014.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 and Rules framed thereunder, the Company is pleased to provide Members, the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Karvy Computershare Private Limited.
4. Kindly note that the members can opt for only one mode of voting i.e., either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical ballot and vice versa. However, in case members cast their vote by physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
5. The Voting period commences on Saturday, 3rd January, 2015 at 10.00 a.m. and ends on the close of Monday, 2nd February 2015 at 5.30 P.M. The e-voting module shall also be disabled by Karvy for voting thereafter.
6. A copy each of the existing Memorandum of Association and a new set of the Memorandum of Association after incorporating the proposed alterations in its object clause will be available for inspection of the members at the Registered Office of the Company on all working days, between 10.30 a.m. to 1:00 P.M. upto 2nd February 2015



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POSTAL BALLOT FORM Serial No.

1.	Name & Registered Address of the Sole/First Member/Beneficial Owner	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered folio No./ *DP ID No./ Client ID No. (* Applicable to the Members holding Shares in dematerialized form)	
4.	Number of Shares held	
5.	I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated November 13, 2014 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:	

Item No.	Description	No. of Shares for which Vote cast		Please tick (✓) in the appropriate box below
1.	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of the Objects Clause of the Memorandum of Association of the Company.		I/We assent to the Resolution	
			I/We dissent to the Resolution	

Date:
Place:

Signature of the Shareholder
(Refer Instruction No.3 below)

E-VOTING PARTICULARS

EVEN (E-voting Even Number)	USER ID	PASSWORD

Note: Please read carefully the instructions printed below before exercising your vote

Instructions;

- A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or deposited in person at the expense of the member will also be accepted.
- The self-addressed envelope being sent herewith bears the name and address of the Scrutinizer appointed for conducting Postal Ballot process.
- The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature Registered with the Company/ Depository Participant). In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by the next named member and so on.
- There shall be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders. The Postal Ballot shall not be exercised by a Proxy.
- A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified hereinbelow at serial no. 8.
- The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the form invalid.
- Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours (i.e. before 5.30 P.M.) on 2nd February 2015. Postal Ballot Forms received after this date will be treated as if no reply from the member has been received.
- Voting rights shall be reckoned on the paid up value of Shares registered in the name(s) of the Shareholder(s).
- In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be signed by the authorized signatory accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer
- The result of the Postal Ballot will be declared on Wednesday, 4th February, 2015 at the Registered Office of the Company. The result of the Postal Ballot will also be posted on the website of the Company: www.lumaxautotech.com.
- Postal Ballot Form shall be considered invalid if a form other than the one issued by the company or a photocopy thereof has been used.

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

- A. In case a Member receives an email** [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
1. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 2. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 3. After entering these details appropriately, click on "LOGIN".
 4. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 5. You need to login again with the new credentials.
 6. On successful login, the system will prompt you to select the E-Voting Event Number for Lumax Auto Technologies Limited.
 7. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned in the Postal Ballot form. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 8. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 9. You may then cast your vote by selecting an appropriate option and click on "Submit".
 10. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
 11. **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: milind.kasodekar@mrmcs.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- B. In case a Member receives physical copy of the Postal Ballot Notice** [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
1. User ID and initial password as provided overleaf.
 2. Please follow all steps from Sr.No.(1) to (11) as mentioned in (A) above, to cast your vote.
- C. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website** <https://evoting.karvy.com>.