

LATL:CS: BM:2018-19

21.12.2018

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

BSE Limited
Department of Corporate Services
1st Floor, Rotunda Building
P.J. Towers, Dalal Street, Fort
Mumbai - 400 001.

Company Code – LUMAXTECH

Company Code – 532796

Sub: Intimation: Pursuant to Regulation 30 and 37 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations") regarding Scheme of Merger read with SEBI Circular No. CIR/CFD/CMD/4/2015 and Circular No. CFD/DIL3/CIR/2017/21 dated 9th September, 2015 and 10th March, 2017 respectively.

Sir / Madam,

In compliance with the Regulation 30 of Listing Regulations, this is to inform you that the Board of Directors of Lumax Auto Technologies Limited ("the Company") at its Meeting held today i.e. December 21, 2018, have considered and approved a Scheme of Merger pursuant to Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), between the Company and Lumax DK Auto Industries Limited ("DK"), its wholly owned subsidiary

The above approval is conditional upon and has been granted subject to the approval of Jurisdictional Hon'ble National Company Law Tribunal, respective Shareholders and Creditors and such other regulatory & statutory approval(s) as may be required.

The requisite information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is given in Annexure- A.

Further, pursuant to Regulation 37(6) of Listing Regulations read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Draft Scheme of Merger will be filed separately.

Thanking you,

Yours faithfully,

For LUMAX AUTO TECHNOLOGIES LIMITED


SWAPNAL PATANE
COMPANY SECRETARY
ACS: 27424



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Disclosure of Information under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

Merger of Lumax DK Auto Industries Limited into and with Lumax Auto Technologies Limited

Sr. No.	Details to be furnished	Description
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>Lumax DK Auto Industries Limited (Transferor Company) is the wholly owned subsidiary of Lumax Auto Technologies Limited (Transferee Company). The Transferee Company is the listed entity</p> <ol style="list-style-type: none"> 1. Net Worth as on the March 31, 2018- Transferor Company- Rs.162.47 Crs Transferee Company- Rs.258.40 Crs 2. Turnover as on March 31, 2018- Transferor Company - Rs. 359.45 Crs Transferee Company- Rs. 622.50 Crs
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	The proposed Scheme of Merger is between wholly owned Subsidiary and its Holding Company and it shall not fall within the scope of Related Party Transaction in view of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs. Further, pursuant to Regulations 23(5)(b) of Listing Regulations the Related Party Transaction provisions are not applicable to the proposed Scheme.
3	Area of business of the entity(ies);	<ol style="list-style-type: none"> 1. Transferor Company – Manufacturer of lighting module and integrated plastic molds etc. 2. Transferee Company – Manufacturer of lighting modulo, Framo Chaccic, Swing Armc, intogratod Plastic moulds, Seat Frames etc. The Company also caters to the Aftermarket and majority of which is lighting system.
4	Rationale for amalgamation/merger;	<ol style="list-style-type: none"> a. Achieving business and Administrative synergies b. Consolidation and simplification of the Group Structure, cost savings resulting from rationalization, standardization and simplification of business processes. c. Improved organizational capability arising from pooling of financial resources. d. Avoiding un-necessary duplication of costs of administration, distribution, selling and marketing and reduction in legal and regulatory compliance e. Maximize the overall Shareholders' value by strengthening its core competencies.



5	In case of cash consideration – amount or otherwise share exchange ratio;	There is no cash consideration involved, Since the Transferor Company is wholly owned subsidiary Company of the Transferee Company and entire Share Capital of Transferor Company is held by Transferee Company, thus no new Equity Shares shall be issued and the entire Share Capital of the Transferor Company shall be cancelled and extinguished.
6	Brief details of change in shareholding pattern, (if any), of the listed entity	There will be no change in Shareholding Pattern, since the proposed Merger does not contemplate issuance of Shares by the Transferee Company to Transferor Company, Further in terms of sub-paragraph (ii) of paragraph 4(d) of SEBI Circular No. CFD/IDIL3/CIR/2017/21 dated March 10, 2017, in case a wholly-owned subsidiary of a listed entity is merged with its parent listed entity, where the shareholders and the shareholding pattern of the parent listed entity remains the same, it will be treated as 'no change in shareholding pattern'.

