



LUMAX AUTO TECHNOLOGIES LIMITED

Registered Office: Plot No. 70, Sector 10, PCNTDA,
Bhosari, Pune – 411026, Maharashtra

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Email: shares@lumaxmail.com, CIN: L31909MH1981PLC025519



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting (AGM) of the Members of Lumax Auto Technologies Limited will be held as under:

Day : Tuesday
Date : August 21, 2018
Time : 3.00 P.M.
Venue : Citrus Hotels, Opposite PCMC,
Old Mumbai - Pune Highway Road, Pimpri,
Pune - 411 018, Maharashtra.

to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2018, Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the Financial Year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. Deepak Jain (DIN 00004972), who retires by rotation and being eligible, offers himself for Re-appointment.

Special Business:

4. **Re-appointment of Mr. D. K. Jain as an Executive Chairman of the Company for a period of Five (5) years.**

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

“**Resolved that** in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other

applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the approval of Central Government and other Authorities, if required and on recommendation of Nomination & Remuneration Committee and approval by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Re-appointment of Mr. D. K. Jain (DIN 00085848) as Executive Chairman of the Company, for a period of 5 (five) years with effect from May 28, 2018 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty and authority to the Board to alter and vary the terms and conditions and/ or remuneration, subject to the provisions of the applicable laws and approvals if any, and agreed to the Executive Chairman.

Resolved further that in the event of absence of or inadequacy of net profit during any of the financial year, the remuneration to the Executive Chairman shall be further restricted within the ceiling specified in Schedule V of the Companies Act, 2013 and/or any statutory modifications or re - enactment thereof.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

5. **Re-appointment of Mr. Anmol Jain as the Managing Director of the Company for a period of Five (5) years.**

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

“Resolved that in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the approval of Central Government, and other authorities, if required and on recommendations of Nomination & Remuneration Committee and approval by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) the consent of the Members of the Company be and is hereby accorded to the Re-appointment of Mr. Anmol Jain (DIN 00004993) as Managing Director of the Company, for a period of 5 (five) years with effect from May 28, 2018 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty and authority to the Board to alter and vary the terms and conditions and/ or remuneration, subject to the provisions of the applicable laws and approvals if any, and agreed to the Managing Director.

Resolved further that since the period of office of Mr. Anmol Jain as Managing Director is liable to determination by retirement by rotation, he shall continue to hold office of Managing Director as soon as he is re-appointed as a Managing Director immediately on retirement by rotation and such Re-appointment as Managing Director shall not be deemed to constitute a break in his appointment as Managing Director.

Resolved further that in the event of absence of or inadequacy of net profit during any of the financial year, the remuneration to the Managing Director shall be further restricted within the ceiling specified in Schedule V of the Companies Act, 2013 and/or any statutory modifications or re-enactment thereof.

Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities and to do all such acts, deeds,

matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

6. **Appointment of Mr. Sanjay Mehta as a Director**

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 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and on recommendation of Nomination and Remuneration Committee, Mr. Sanjay Mehta (DIN 06434661), was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and Article 48 of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company shall be liable to retire by rotation.”

7. **Appointment of Mrs. Diviya Chanana as an Independent Director**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“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) read with Schedule IV to the Act, applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on recommendation of Nomination and Remuneration Committee, Mrs. Diviya Chanana (DIN 00737160), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 and meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years with effect from December 04, 2017 and whose office shall not be liable to retire by rotation”.

8. Ratification of remuneration of Cost Auditor for the Financial Year 2018-19

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Jitender Navneet & Co., Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial

Year Ending March 31, 2019, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Swapnal Patane

Company Secretary

M. No.: A27424

Place: New Delhi

Dated: May 28, 2018

NOTES:

- Proxies: A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and such a proxy need not be a member of the Company. Proxy Form duly filled up and signed in order to be effective should reach to Company's Registered Office not less than 48 hours before the scheduled time of the meeting. Proxy Form is enclosed.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- The E-voting Instructions forms an integral part of this Notice and is attached to this Notice.**
- Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Monday, August 13, 2018 to Tuesday, August 21, 2018 (both days inclusive).
- Dividend Entitlement:** Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the meeting will be payable to those Members whose names appear on the Register of Members of the Company, in the case of beneficial owners as at the close of August 11, 2018 as per the beneficial ownership data furnished by NSDL/CDSL for the purpose and in respect of Shares held in physical form after giving effect to all valid Shares Transfers, which are lodged with the Company as at the end of business hours on August 11, 2018.

The Board of Directors have recommended a Dividend @100 percent on Equity Shares of the Company. The proposed dividend will translate into Dividend at the rate of Rs 2/- (Rupees Two only) per Equity Share of the face value of Rs 2/- (Rupees Two only) each, after Sub – division of existing Equity Shares of the Company in the ratio of 1:5 as on Record Date i.e. June 08, 2018.

Dividend amount of Members holding shares in electronic form and to those Members holding in physical form, who have given their Bank details, will be credited to their respective Bank Account through Electronic Clearing Service (ECS), wherever such facilities are available, soon after the declaration of the Dividend in the AGM.

For others, Dividend DD's will be posted by September 14, 2018 (tentative date).

In order to avoid any fraudulent encashment, such Members are requested to furnish their Bank Account Numbers and Bank's name so as to incorporate the same in the Dividend DD, immediately, if not submitted earlier. If there is any change in the Bank Account of Demat Members, they are requested to intimate the same to their respective Depository Participants for their further action.

- Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):** Members are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of Dividend unclaimed or unpaid for a period of 7 years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education & Protection Fund (IEPF) set up by Government of India and no claim shall lie against the Fund or the Company after the transfer of Unpaid or Unclaimed Dividend amount to the Government.

The amount lying in the Unpaid Dividend Account for the financial year 2009-10 has been transferred to the IEPF on September 18, 2017. The Unpaid Dividend Amount for the financial year 2010-11 is due for transfer to the IEPF in the month of October, 2018. Members who have not encashed their Dividend for the financial year 2010-11 and onwards are therefore, requested to make their claims to the Company immediately.

The Members are also requested to note that all Shares on which Dividend remains unclaimed for seven consecutive Years or more shall be transferred to the IEPF account in compliance with Section 124 of the Companies Act, 2013 and the applicable Rules. In view of this, Members are requested to claim their Dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

6. Members of the Company had approved the appointment of M/s. S.R. Batliboi & Co., LLP, Chartered Accountants, as the Statutory Auditors at the Thirty Third AGM of the Company which is valid till Thirty-Eight AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on May 07, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
7. **Change of Address:** The Members holding shares in physical mode are requested to intimate to the Registrar and Share Transfer Agent M/s Bigshare Services Pvt. Ltd. immediately, if there is any change in their registered address. Demat Members should inform the change of address to their respective Depository Participants.
8. **Corporate Member:** Corporate member intending to send their Authorized Representatives are requested to send a duly Certified Copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
9. The Securities and Exchange Board of India (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 details to the Company/ Registrar and Share Transfer Agent.

10. **Declaration:** Details as per Regulation 36(3) of Listing Regulations, 2015 in respect of the Directors seeking Appointment/ Re-appointment at the AGM, forms integral part of the Notice. Other details as required under Secretarial Standard – 2 are included in the Corporate Governance Report, which forms part of the Annual Report. The Directors have furnished the requisite consents/ declarations for their Appointment/ Re-appointment.
11. **Security:** Owing to security concerns, briefcases, bags, eatables and the like are not allowed to be carried inside the meeting venue. Members attending are requested to make their own arrangement for the safe keeping of their belongings.
12. **Queries:** Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary at least 15 days before the ensuing AGM.
13. **AGM-Attendance Slip:** Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
14. **Explanatory Statement:** Pursuant to Section 102(1) of the Companies Act, 2013, Explanatory Statement in respect of Special Business to be transacted at the meeting is annexed hereto.
15. **Voting through electronic means:** In terms of the provisions of section 108 of the Companies Act, 2013 (the Act), read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 hereinafter referred to as ("Listing Regulations"), the Company is providing remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to Members holding shares as on August 13, 2018, being the Cut-off date fixed for determining voting rights of Members are entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Computershare Pvt. Ltd. (Karvy) or to vote at the AGM pursuant to Rule 20(4)(vii) of Companies (Management & Administration) Rules, 2014.
16. The Board of Directors has appointed Mr. I. U. Thakur, a Practicing Company Secretary, Pune as the Scrutinizer for the e-voting process, and voting at the venue of the AGM in a fair and transparent manner.
17. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the

meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website www.lumaxautotech.com and on the website of Karvy <https://evoting.karvy.com> and shall also be communicated to the stock exchanges.

18. The Notice of AGM, Annual Report, Attendance Slip and instructions on e-voting are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the aforesaid documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have still not registered their e-mail addresses are requested to register their e-mail addresses, in respect of shares held in electronic mode, with their depository participant and in respect of the shares held in physical mode, with the Company/ Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company.
19. All documents referred in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11 a.m. to 1 p.m. on all working days up to the day of the AGM.
20. Notice of this AGM, Audited Financial Statement for financial year 2017-18 together with Directors' Report and Auditors' Report are available on the website of the Company www.lumaxautotech.com. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The instructions for remote e-voting are as under:

A. For Members who receive Notice of AGM through e-mail:

- i. Use the following URL for e-voting:
<https://evoting.karvy.com>
- ii. Enter the login credentials, i.e., user id and password mentioned in your email. 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 votes.

- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT, i.e., Lumax Auto Technologies Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR'/'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the scrutinizer through email iuthakur@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'
- xi. Remote e-voting facility where Members can cast their vote online shall be open from: Friday, the August 17, 2018 at 10.00 a.m. and ends on Monday, the August 20, 2018 at 5.00 p.m and at the end of remote e-voting period, the facility shall forthwith be blocked.

xii. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free) or may send an e-mail request to einward.ris@karvy.com.

B. For Members who receive the Notice of AGM in physical form:

i. Members holding shares either in demat or physical mode, who are in receipt of Notice in physical form, may cast their votes using the e-voting facility, for which the User Id and Initial password are provided in form enclosed with Annual Report. Please follow steps from Sr. No. (i) to (xii) under heading A above to vote through e-voting platform.

C. Voting facility at AGM:

i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the AGM, through polling paper system and Members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.

ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

Explanatory Statement:

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

Mr. D.K. Jain, aged 75 years, is the Founder Chairman of the Company. Under his leadership, the Company has carved its strong position in automotive parts and captured sizable market in its arena. He is a MBA from University of Delhi and did Owner/President Program from Harvard Business School, USA.

Keeping in view of his experience of more than 50 years in automotive industry and valuable contribution to the Board as Chairman of the Company and in the interest of overall growth of the Company and Members, the Board of Directors at its Meeting held on May 28, 2018, Re-appointed Mr. D.K. Jain as Executive Chairman of the Company with immediate effect for the period of five (5) years subject to approval of Members in ensuing AGM.

The aforesaid proposal including Remuneration has been approved and recommended by Nomination and Remuneration Committee considering financial position of the Company, trend in the Industry, appointee qualification and experience among others and also by the Board of Directors

at their meeting held on May 28, 2018, subject to the approval of Members in the ensuing AGM.

The details of Remuneration payable to Mr. D.K. Jain is tabulated as under:

Salary	Rs 1,20,00,000 per annum
House Rent Allowances	Rs 6,00,000 per annum
Total	Rs 1,26,00,000 per annum
Commission	Up to 5% per annum of the Net Profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013. The commission may be paid quarterly, half yearly or annually as the Board may determine from time to time subject to overall limits of remuneration prescribed under Section 197 of the Companies Act, 2013 and any statutory modifications or re - enactment thereof.

In addition to the above remuneration, the Executive Chairman shall also be entitled for the Perquisites which shall include reimbursement of all expenses on Electricity, Club Membership Fees, Leave Travel Concession, Medical, Mediclaim and Personal accidental insurance premium including foreign travelling insurance premium, on actual basis, if incurred by him on self or on spouse and dependent children as the case may be, contribution to the Statutory Payments viz. Provident Fund, Gratuity, Leave Encashment, Retirement benefits and other facilities, benefits and incentives as admissible to his cadre as per the rules of the Company in respect of above Remuneration. However, this shall further be within the overall ceiling of remuneration as prescribed under the Section 197 of the Companies Act, 2013 and further specified in Schedule V of the Companies Act, 2013 and/or any statutory modifications and/or Re - enactment thereof.

The value of perquisites and allowances shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Apart from the above Remuneration, the Executive Chairman shall be entitled for Company's Car with Driver, telephone(s), mobile phone, reimbursement of expenses incurred in connection with the business of the Company including entertainment expenses, travelling and hotel expenses and these expenses incurred shall not be included in the computation of perquisites and allowances for the purpose of calculating ceiling of Remuneration.

Details of Mr. D.K. Jain are provided in "Annexure" to the Notice pursuant to the provisions of Regulation 36(3) of the Listing Regulations.

Except Mr. D. K. Jain, Mr. Deepak Jain and Mr. Anmol Jain, being relatives to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 4 of the Notice.

Your Directors recommend the Resolution set forth in Item No. 4 for approval of the Members as **Special Resolution**.

Item No. 5

Mr. Anmol Jain, aged 39 years, is one of the Promoter Director of the Company. He is a B.B.A (Hons.) from Michigan State of University, USA and has 17 years of work experience in the Automotive Components Industry.

Keeping in view the increasing operations of the Company, various expansion plans under implementation and valuable contribution to the Board as Managing Director of the Company and in the interest of overall growth of the Company and Members, The Board of Directors at its meeting held on May 28, 2018, Re-appointed Mr. Anmol Jain as Managing Director of the Company with immediate effect for the period of five (5) years subject to approval of Members in ensuing AGM.

The aforesaid proposal including Remuneration has been approved and recommended by Nomination and Remuneration Committee considering financial position of the Company, trend in the Industry, appointee qualification and experience among others and also by the Board of Directors at their meeting held on May 28, 2018, subject to the approval of Members in the ensuing AGM.

The details of Remuneration payable to Mr. Anmol Jain is tabulated as under:

Salary	Rs 1,20,00,000 per annum
House Rent Allowances	Rs 6,00,000 per annum
Total	Rs 1,26,00,000 per annum
Commission	Up to 5% per annum of the Net Profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013. The commission may be paid quarterly, half yearly or annually as the Board may determine from time to time subject to overall limits of remuneration prescribed under Section 197 of the Companies Act, 2013 and any statutory modifications or re-enactment thereof.

In addition to the above remuneration, the Managing Director shall also be entitled for the Perquisites which shall include reimbursement of all expenses on Electricity, Club Membership

Fees, Leave Travel Concession, Medical, Medclaim and Personal accidental insurance premium including foreign travelling insurance premium, on actual basis, if incurred by him on self or on spouse, dependent children and dependent parents as the case may be, contribution to the Statutory Payments viz. Provident Fund, Gratuity, Leave Encashment, Retirement benefits and other facilities, benefits and incentives as admissible to his cadre as per the rules of the Company in respect of above Remuneration. However, this shall further be within the overall ceiling of remuneration as prescribed under the Section 197 of the Companies Act, 2013 and further specified in Schedule V of the Companies Act, 2013 and / or any Statutory modifications and / or Re-enactment thereof.

The value of perquisites and allowances shall be evaluated as per Income Tax Rules wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Apart from the above Remuneration, the Managing Director shall be entitled to use of Company's Car with Driver, telephone(s), mobile phone, reimbursement of expenses incurred in connection with the business of the Company including entertainment expenses, travelling and hotel expenses and these expenses incurred shall not be included in the computation of perquisites and allowances for the purpose of calculating ceiling of Remuneration.

Details of Mr. Anmol Jain are provided in "Annexure" to the Notice pursuant to the provisions of Regulation 36(3) of the Listing Regulations.

Mr. Anmol Jain satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his Re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Except Mr. Anmol Jain, Mr. D. K. Jain and Mr. Deepak Jain, being relatives to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 5 of the Notice.

Your Directors recommend the Resolution set forth in Item No. 5 for approval of the Members as an **Ordinary Resolution**.

Item No. 6

The Board of Directors upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Sanjay Mehta as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 48 of the Articles of Association of the

Company. He shall hold office up to the date of ensuing AGM and is proposed to be appointed as Director of the Company, liable to retire by rotation.

Mr. Sanjay Mehta is a qualified Chartered Accountant and Company Secretary. He is associated with the D K Jain Group since last 10 Years. He has rich experience of 26 Years in Corporate Accounts and Finance. He is looking after Strategy planning, developing and implementing plans within timeframe as per the budget goals by creating and funding sustainable, profitable growth of the Company.

The Board considers that the appointment of Mr. Sanjay Mehta as Director will be beneficial for the Company considering his rich experience in the automotive industry.

The Company has received the requisite declaration as stipulated under the Companies Act, 2013 to the effect that he is not disqualified to be appointed as Director of the Company.

Except Mr. Sanjay Mehta, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 6 of the Notice.

Your Directors recommend the Resolution set forth in Item No. 6 for approval of the members as an **Ordinary Resolution**.

Item No. 7

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Diviya Chanana as Additional Director, designated as Independent Director on the Board of the Company w.e.f. December 04, 2017 in compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Listing Regulations. She shall hold office up to the date of ensuing AGM and is to be appointed as an Independent Director.

Mrs. Diviya Chanana is a Graduate and Diploma holder in Travel and Tourism and has over 15 years of rich experience in the said field.

The Board considers that the appointment of Mrs. Diviya Chanana as Director will be beneficial for the Company.

The Board recommends her appointment as an Independent Director for a period of five (5) years w.e.f. December 04, 2017, not liable to retire by rotation.

The Company has received a declaration from Mrs. Diviya Chanana that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations, 2015.

In the opinion of the Board, Mrs. Diviya Chanana fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Diviya Chanana is independent of the management and possesses appropriate skills, experience and knowledge. A copy of the draft letter for appointment of Mrs. Diviya Chanana as an Independent Director setting out the terms and conditions is available for inspection by Members at the registered office of the Company.

Except Mrs. Diviya Chanana, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 7 of the Notice.

Your Directors recommend the Resolution set forth in Item No. 7 for approval of the Members as an **Ordinary Resolution**.

Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the Appointment and Remuneration of M/s Jitender Navneet & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-19 at a fee of Rs. 1.50 Lacs plus Taxes as applicable and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for Ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 8 of the Notice.

Your Directors recommend the Resolution set forth in Item No. 8 for approval of the Members as an Ordinary Resolution.

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

Swapnal Patane

**Company Secretary
M No.: A 27424**

Place: New Delhi
Dated: May 28, 2018

Note: As per the requirements of Secretarial Standard-2 (SS-2) issued by Institute of Company Secretaries of India (ICSI) the information required to be mentioned in the Explanatory Statement pertaining to Directors seeking Appointment/ Re-appointment have been covered in the Corporate Governance Report which forms the part of Annual Report.

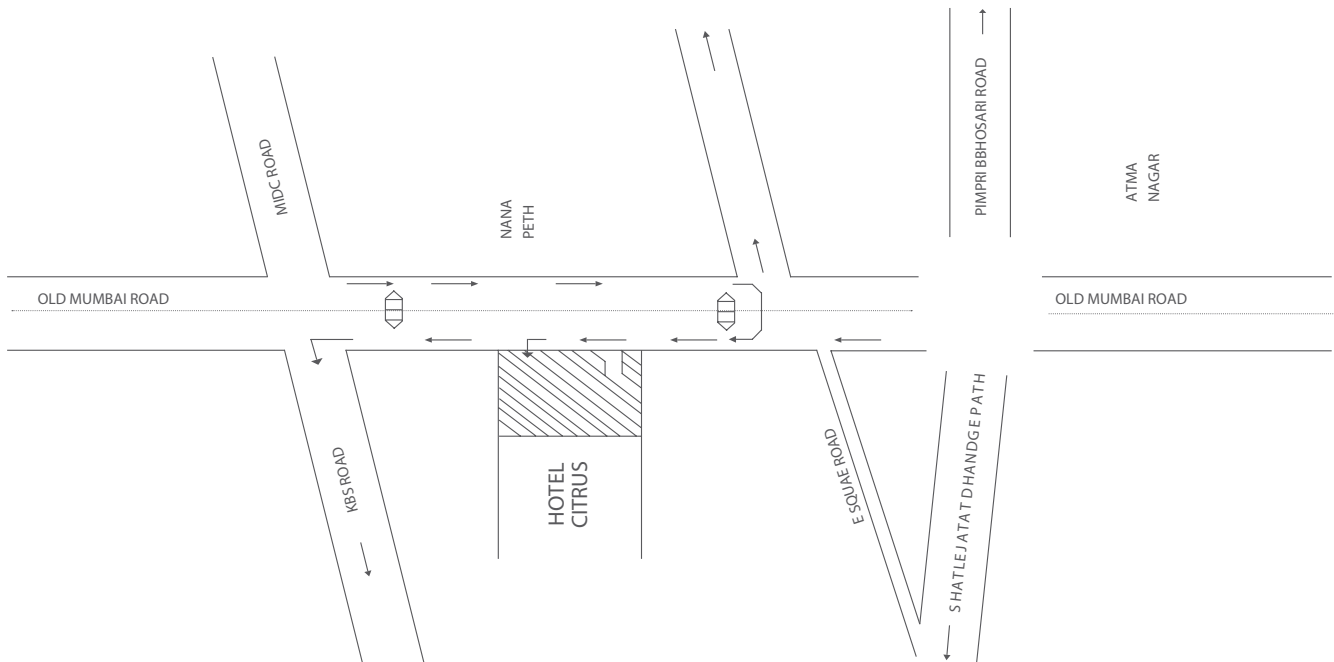
Annexure:

**Brief Details of Directors Seeking Appointment/ Re-Appointment
as per Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Particulars	Mr. D. K. Jain	Mr. Anmol Jain	Mr. Deepak Jain
1) DIN	00085848	00004993	00004972
2) Date of Birth	November 08, 1942	April 04, 1979	April 06, 1975
3) Qualification	MBA from Delhi university & has successfully completed President Management Program from Harvard Business School	Bachelors in Business Administration in Finance & Supply Chain Management (Double major) from Michigan State University, U.S.A.	Business Graduate from Illinois Institute of Technology, USA with specialization in Operations Management & International Business
4) Experience & Expertise	<p>He is among the pioneers of the Indian Auto-Component Industry. His enigmatic vision and management skills has been the guiding light behind the DK Jain Group of companies. He holds Over more than 50 years of experience in the automotive industry in management, operations & administrative roles.</p> <p>He has held various industry positions like:</p> <ul style="list-style-type: none"> ● Past president of ACMA, ● President suppliers association – Toyota Kirloskar Motors, ● Chairman of Trade Fairs Committee ACMA, ● Co-chairman of Regional Committee on Membership of Northern Region CII, ● Past Chairman of CSR subcommittee of the Northern Region of CII 	<p>He worked as a Management Trainee with GHSP, U.S.A. & subsequently, joined Lumax Group, in 2000 & has over 17 years of experience</p> <p>He has held various positions in Industry associations like:</p> <ul style="list-style-type: none"> ● The National Coordinator of ACMA-YBLF from 2014-16. ● The Chairman CII Haryana State Council in 2012-13. <p>He is currently:-</p> <ul style="list-style-type: none"> ● The EC member of Honda Cars India Supplier's Club ● Bajaj Auto Vendor Association MC member 	<p>He has undergone extensive training at Stanley Co. Limited, U.S.A. & Stanley Electric Co. Limited, Japan. He has over 21 years' experience.</p> <p>He was chairman of ACMA's HR/IR & Skill Development Committee, past chairman of Sustainable Technology Development Committee of ACMA, past National Coordinator of Young Business Leader Forum of ACMA and past president of Supplier's club, Honda Cars India Limited</p> <p>He is Member of Young President Organization and Entrepreneurs' Organization. He also holds the position of Chairman of Northern Region of ACMA & Vice President of Toyota Kirloskar Supplier's Association</p>
5) Name of Listed Companies in which Directorship held other than Lumax Auto Technologies Limited	Nil	Lumax Industries Limited	1. Lumax Industries Limited 2. RSWM Limited
6) Chairman/Member of the Committee of the Board of Listed Companies other than Lumax Auto Technologies Limited	Nil	Nil	Member of Audit Committee and Share Transfer/ Stakeholder Relationship Committee of Lumax Industries Limited
7) Relationship with Directors Inter-se	Related as father of Mr. Deepak Jain, Director and Mr. Anmol Jain, managing Director of the Company.	Related as son of Mr. D.K. Jain, Executive Chairman and Brother of Mr. Deepak Jain, Director of the Company	Related as son of Mr. D.K. Jain, Executive Chairman and Brother of Mr. Anmol Jain, Managing Director of the Company
8) No of Shares held in the Company	16,55,257	8,62,240	9,14,652

Particulars	Mr. Sanjay Mehta	Mrs. Diviya Chanana
1) DIN	06434661	00737160
2) Date of Birth	October 01, 1967	June 26, 1973
3) Qualification	Chartered Accountant and Company Secretary	Graduate and Diploma holder in Travel and Tourism
4) Experience & Expertise	He has rich experience of 26 Years in Corporate Accounts and Finance. He is looking after Strategy planning, developing and implementing plans within timeframe as per the budget goals by creating and funding sustainable, profitable growth of the Company.	She is Executive Director of Damus Travels Private Limited. She has over 15 years of rich experience in the said field.
5) Name of Listed Companies in which Directorship held other than Lumax Auto Technologies Limited	NIL	NIL
6) Chairman/ Member of the Committee of the Board of Listed Companies other than Lumax Auto Technologies Limited	NIL	NIL
7) Relationship with Directors Inter-se	Not related with any director	Not related with any director
8) No. of Shares held in the Company	325	NIL

Route Map to the Venue of the AGM





LUMAX AUTO TECHNOLOGIES LIMITED

Registered Office: Plot No. 70, Sector 10, PCNTDA,
Bhosari, Pune – 411026, Maharashtra

Website: www.lumaxautotech.com, Tel: 020 66304617, 66304604

Email: shares@lumaxmail.com, CIN: L31909MH1981PLC025519



ATTENDANCE – SLIP

Regd. Folio No. _____ *Demat A/c No. _____

No. of Shares Held: _____ DP. ID No. _____

NAME AND ADDRESS OF THE SHAREHOLDERS:

I/We hereby record my/our presence at the 37th Annual General Meeting of the Company being held on Tuesday, August 21, 2018 at 3.00 P.M. at Citrus Hotels, Opposite PCMC, Old Mumbai - Pune Highway Road, Pimpri, Pune – 411 018.

Signature of member/Proxy

Notes:

Please fill this Admission Slip & hand over at the entrance of the Meeting Hall.

Members are requested to bring their copy of the Annual Report to the Meeting.

*Those who holds shares in demat form must quote their Demat A/c No. and Depository Participant (DP) ID No.



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Form No. MGT – 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	E-mail Id:
Registered address:	Folio No/ Client Id: DP ID:

I/We, being the member (s) of shares of the Lumax Auto Technologies Limited, hereby appoint

- Name: Address:
E-mail Id: Signature:....., or failing him
- Name: Address:
E-mail Id: Signature:....., or failing him
- Name: Address:
E-mail Id: Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual general meeting of the company, to be held on the August 21, 2018 At 3:00 p.m. at Citrus Hotels, Opposite PCMC, Old Mumbai - Pune Highway Road, Pimpri, Pune – 411 018, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional**	
		For	Against
Ordinary Business			
1	Adoption of Audited Annual Accounts for the Year Ended March 31, 2018 and the Auditors and Directors Reports thereon.		
2	Declaration of Dividend on Equity Shares for the Year Ended March 31, 2018.		
3	Re-appointment of Mr. Deepak Jain, who retires by rotation.		
Special Business			
4	Re-appointment of Mr. D. K. Jain as an Executive Chairman of the Company for a period of Five (5) Years.		
5	Re-appointment of Mr. Anmol Jain as the Managing Director of the Company for a period of Five (5) years.		
6	Appointment of Mr. Sanjay Mehta as a Director		
7	Appointment of Mrs. Diviya Chanana as an Independent Director.		
8	Ratification of Remuneration payable to the Cost Auditor for the financial year 2018-19.		

*Applicable for investors holding shares in electronic form.

Signed this ____ day of _____ 2018.

Signature of Shareholder

Affix
Revenue
stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

** (2) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

