

LATL:SE:REG30:AGM:2025-26

August 01, 2025

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

**Subject: Notice of 44<sup>th</sup> Annual General Meeting ('AGM') of Lumax Auto Technologies Limited ("the Company")**

Dear Sir/Ma'am,

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the **44<sup>th</sup> Annual General Meeting ('AGM')** of the Company scheduled to be held on **Monday, August 25, 2025 at 11:00 A.M. (IST)** via two-ways communication i.e. Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). The said Notice also forms part of the Integrated Annual Report of the Company for the Financial Year 2024-25.

The Notice convening the 44<sup>th</sup> AGM is also available on the website of the Company at <https://www.lumaxworld.in/lumaxautotech/agm.html>.

You are requested to kindly take the same in your records.

Thanking you,

Yours faithfully,

For **Lumax Auto Technologies Limited**

**Pankaj Mahendru**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No.: A28161**

**Encl:** As stated Above

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Fourth (44th) Annual General Meeting (AGM) of the Members of **Lumax Auto Technologies Limited** will be held as per below mentioned schedule:

**Day** : **Monday**  
**Date** : **August 25, 2025**  
**Time** : **11:00 A.M. (IST)**

via two-ways communication i.e. Video Conferencing (“VC”) or Other Audio-Visual means (“OAVM”) to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Report of Auditors thereon.
2. To declare a dividend of ₹ 5.50/- per equity share as recommended by the Board of Directors for the Financial Year ended March 31, 2025.
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:

To consider and if thought fit, with or without modification(s) to pass the following resolutions:

### 4. AS AN ORDINARY RESOLUTION

#### **APPOINTMENT OF MR. MANEESH GUPTA, PRACTICING COMPANY SECRETARY AS SECRETARIAL AUDITOR OF THE COMPANY FOR 5 (FIVE) CONSECUTIVE YEARS**

“Resolved that pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors of the Company, Mr. Maneesh Gupta, Practicing Company Secretary (FCS No.: 4982, CP No.: 2945 and Peer Review Certificate No.: 2314/2022) be

and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years from financial year 2025-26 to financial year 2029-30, at such annual remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company, based on the recommendation (s) of the Audit Committee, and the Secretarial Auditor of the Company.”

**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, deeds and things as may be considered necessary, proper and expedient for the purpose of giving effect to this resolution.”

### 5. AS AN ORDINARY RESOLUTION

#### **MATERIAL RELATED PARTY TRANSACTIONS WITH LUMAX INDUSTRIES LIMITED**

“Resolved that pursuant to the provisions of Section 188 and 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 the Securities and Exchange Board of India (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 the approval of the Audit Committee and Board of Directors (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) and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, consent of the Members be and is hereby accorded to enter into/continue the contracts, agreements, arrangements and 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 of Finished Goods, Purchase of Finished Goods, Purchase of Raw Materials & Components, Sale of Raw Materials & Components, availing of services, rendering of services, Purchase of other (Consumable), Sale of Packing Materials, Sale - Others, Rent Paid, Rent Received, Purchase of Capital Goods, Sale of Capital Goods, Royalty Payment etc. and such other transactions as may be approved by Audit Committee and Board, for an estimated aggregate amount not exceeding ₹ 675 Crores (Rupees Six Hundred Seventy-Five Crores Only) for the Financial

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Year 2025-26 on such terms and conditions, as may be mutually agreed upon between the Company and LIL.

**Resolved further that** the Board of Directors of the Company 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 for which the transaction(s) may be carried out, 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.”

### 6. AS AN ORDINARY RESOLUTION

#### RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2025-26

“**Resolved that** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the

time being in force), consent of the Members of the Company be and is hereby accorded to the ratification of the remuneration of ₹ 2.00 Lakhs (Rupees Two Lakhs only) plus taxes and reimbursement of out-of-pocket expenses at actuals, incurred in connection therewith, payable to M/s. Jitender, Navneet & Co., Cost Accountants (Firm Registration No. 000119), re-appointed as Cost Auditors by the Board of Directors of the Company, based on the recommendations of the Audit Committee, to conduct the Audit of cost records of the Company for the Financial Year 2025-26.

**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, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.

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

**Pankaj Mahendru**

**Company Secretary**

**Place:** Gurugram

**Dated:** May 29, 2025

ICSI Membership No. A28161

#### **Registered Office:**

2nd Floor, Harbans Bhawan-II, Commercial Complex,  
Nangal Raya, New Delhi-110046.

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

Email: [shares@lumaxmail.com](mailto:shares@lumaxmail.com)

CIN: L31909DL1981PLC349793

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

### NOTES FOR AGM NOTICE:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular no. 20/2020 dated May 05, 2020 and Circular no. 09/2024 dated September 19, 2024 and other circulars in this respect ("MCA Circulars") has allowed, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 44th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The registered office of the Company shall be deemed to be the venue for the 44th AGM.
2. The Company has appointed National Securities Depository Limited ("NSDL"), to provide Video Conferencing facility/Other Audio-Visual Means ("VC/OAVM") for conducting the AGM.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars and SEBI Circular, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map for the venue of AGM are not annexed to this notice.
4. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
5. Institutional Investors, who are Members of the Company, are encouraged to attend the AGM through VC/OAVM mode and vote electronically. **Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution** to Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company, by e-mail at vinody@bigshareonline.com with a copy marked to the Company at shares@lumaxmail.com.
6. The attendance of the Members (Members login) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
7. An Explanatory Statement setting out Material Facts pursuant to Section 102(1) of the Act, in respect of Special Business at item no.s 4 to 6 of the Notice is furnished hereunder. The relevant details of the Director seeking appointment/re-appointment at the AGM as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") is annexed as **Annexure - I**.
8. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and as required under SS-2 and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.  
Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
9. In line with the MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent / Depository Participants. Pursuant to Regulation 36(1)(b) of Listing Regulations, a letter will be sent by the Company providing the web-link, including the exact path and Quick Response (QR) code where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/ Registrar and Transfer Agent/ Depository Participants. In case any Member is desirous of obtaining physical copy of the Annual Report for the financial year 2024-25 and Notice of the AGM of the Company, may send a request to the Company at shares@lumaxmail.com mentioning their DP ID and Client ID. The Notice convening the 44th AGM along with the Annual Report for FY 2024-25 is also available on the website of the Company at www.lumaxworld.in/lumaxautotech and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and National

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Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the same will also be available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.

10. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name appears in the Register of Members/list of beneficiaries received from the Depositories/RTA as on **Friday, July 25, 2025**.

11. **Dividend Entitlement:** Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM, will be payable to those Members whose names appear in the Register of Members of the Company, as at the close of **Thursday, August 07, 2025 (the Record Date)** as per the beneficial ownership data to be furnished by NSDL/CDSL/RTA for the purpose.

The Board of Directors had recommended a dividend of ₹ 5.50/- per equity share of the face value of ₹ 2 each (@ 275%), payable to those Shareholders whose names appear in the Register of Members as on the Record Date (subject to the approval of the same by the Shareholders in the AGM).

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates as per Income Tax Act, 1961 ('the IT Act'). The members may note that an email in this regard has been sent to all the shareholders having their email IDs registered with the Company/RTA/Depositories, explaining the applicable conditions for TDS and for submission of the requisite documents along with the links to various forms.

The note for '**Communication on Tax Deduction on Dividend**' is annexed with this notice

Dividend amount for Members holding shares in Electronic Form 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, subject to TDS. If there is any change in the Bank Account they are requested to intimate the same to their respective DP's for their further action.

12. **Transfer of Unclaimed/Unpaid dividend amounts to the Investor Education and Protection Fund (IEPF):**

Members may note that pursuant to the provisions of Section 124, 125 and other applicable provisions, if any, of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer

and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ("IEPF Rules"), (as amended from time to time), the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the date of transfer of the amount to Unpaid dividend account, shall be transferred to the Investor Education and Protection Fund ("IEPF") set up by Government of India. Further all the corresponding shares for which dividend has not been paid/claimed for 7 (seven) consecutive years shall also be transferred to the demat account of the IEPF authority.

It may be noted that the Unpaid/Unclaimed Dividend lying in the Unpaid Dividend Account of the Company for the Financial Year 2016-17, which was declared on August 18, 2017 was transferred to IEPF on October 08, 2024. Further the corresponding shares were also transferred to the demat account of the IEPF authority within the stipulated timelines.

It may be noted that the due date for transfer into IEPF of the Unpaid/Unclaimed Dividend lying in the Unpaid Dividend Account of the Company for the Financial Year 2017-18 which was declared on August 21, 2018 is September 25, 2025. Further, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years shall also be transferred to IEPF i.e. in case any dividend is claimed for any year during the said period of seven consecutive years, the shares shall not be transferred to IEPF.

The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application in Form No. IEPF-5 to the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

13. Members are requested to support Green Initiative by choosing to receive the Company's communication through e-mail and are requested to update their email addresses with their DPs.
14. As per the provisions of Section 89 read with Section 90 of the Act, the combined effect of which is that every person, who is holding a beneficial interest in the shares of the Company, shall submit his/her declaration to the Company in the prescribed form and thereafter the Company shall intimate to the Registrar of Companies in the prescribed form along with such declaration.

Every member(s) of the Company is requested to provide the declaration(s) regarding their beneficial interest, if any, in the shares of the Company as required under Section 89 and 90 of the Act. The shareholders are further advised to refer Companies (Significant Beneficial Owners) Amendment Rules, 2019 before

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

making declaration in respect of Beneficial Owner and Significant Beneficial Owner.

### 15. **Change/Updation of details by Shareholders and availability of Dispute Resolution Mechanism:**

As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to submit the said form to their DPs.

#### **Availability of Dispute Resolution Mechanism**

SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/ 2022/76 dated May 30, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 07, 2024) read with Regulation 40 of Listing Regulations has laid down Standard Operating Procedures (SOP) to be followed for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Shareholder(s)/ Investor(s) pertaining to disputes emanating from investor service requests such as transfer/transmission of shares, demat/remat, issue of duplicate shares, transposition of holders, investor entitlements like corporate benefits, dividend, bonus shares, rights entitlements, credit of securities in public issue, interest /coupon payments on securities and delay in processing/wrongful rejection of aforesaid investor service.

SEBI, through Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023, which subsumed earlier circulars issued by SEBI in this regard, has established a common Online Dispute Resolution (ODR) Portal for resolution of disputes arising in the Indian Securities Market through Online Conciliation, Mediation or Arbitration, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

16. The SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested

to submit their PAN to their DPs with whom they are maintaining their demat accounts.

17. Electronic copy of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at <https://www.lumaxworld.in/lumaxautotech>.

During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

18. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs.
19. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number and mobile number, to reach the Company's email address [shares@lumaxmail.com](mailto:shares@lumaxmail.com) atleast 7 days in advance before the start of the AGM i.e. by **Monday, August 18, 2025 by 05:00 P.M. (IST)**. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, DP ID and Client ID, number of shares held, Email ID, PAN and mobile number, to [shares@lumaxmail.com](mailto:shares@lumaxmail.com) by Monday, August 18, 2025 by 05:00 P.M. (IST). These queries will be suitably replied by the Company.

20. **Voting through electronic means:** In terms of the provisions of Section 108 of 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 Listing Regulations read with SEBI Circular dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/ CIR/2023/166 dated October 06, 2023), the Company is providing remote e-Voting facility to exercise votes on the items of business given in the Notice through

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electronic voting system, to Members holding shares as on **Tuesday, August 19, 2025, being the Cut-off date** for the purpose of Rule 20(4)(vii) of the Rules fixed for determining voting rights of Members, entitled to participate in the remote e-Voting process, through the e-Voting platform provided by National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> or to vote at the AGM.

21. The e-Voting period shall be from **Friday, August 22, 2025 (09:00 A.M.) to Sunday, August 24, 2025 (05:00 P.M.)**. During this period, members holding shares as on the Cut-off date may cast votes electronically. A person, whose name appears in the Register of Beneficial Owners maintained by the RTA as on the Cut-off date, shall be entitled to avail the facility of remote e-Voting.

The remote e-Voting module will be disabled by NSDL for voting thereafter. A shareholder shall not be allowed to vote again on any resolution on which vote has already been cast.

22. During the AGM, the Chairman/Managing Director shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote(s) through the e-Voting system. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, who have cast their votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
23. The recorded transcript of the AGM shall also be made available on the website of the Company <https://www.lumaxworld.in/lumaxautotech> in the Investors Section, as soon as possible after the conclusion of Meeting.
24. The Board has appointed Mr. Maneesh Gupta, Practicing Company Secretary, FCS No. 4982, New Delhi as the scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting process in a fair and transparent manner.
25. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unlock the votes cast through remote e-Voting, and shall submit a consolidated Scrutinizer's report of the total votes cast in favor or against, invalid votes, if any, to the Chairman of the Company or any authorized person, who shall countersign the same, within 2 (Two) working days of the conclusion of the meeting.
- The Scrutinizer shall submit his report to the Chairman/ Authorized Person who shall declare the result of the

voting. The results declared along with the Scrutinizer's report shall be placed on the Company's website <https://www.lumaxworld.in/lumaxautotech> and National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> and shall also be communicated to the Stock Exchanges.

26. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. **Monday, August 25, 2025**.
27. Notice of this AGM, Audited Financial Statements for Financial Year 2024-25 together with Board's Report and Auditors' Report are also available on the website of the Company <https://www.lumaxworld.in/lumaxautotech>. Any person who is not a member as on the Cut-off date should treat this Notice for information purposes only.
28. Instructions for attending the AGM through VC/OAVM and remote e-Voting are given below:

**The remote e-Voting period begins on Friday, August 22, 2025 (09:00 A.M.) and ends on Sunday, August 24, 2025 (05:00 P.M.). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cut-off Date i.e. Tuesday, August 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.**

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/ MRD-PoD-2/P/CIR/2023/166 dated 6th October 2023) 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.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.</li> <li>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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

**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.**

Login type	Helpdesk details
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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

#### How to Log-in to NSDL e-Voting website?

- 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.

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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.nsd.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:

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
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*****.

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.nsd.com](http://www.evoting.nsd.com).
  - b) If you are still unable to get the password by aforesaid option, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - c) 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 and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select **“EVEN”** of company for which you wish to cast your vote during the remote e-Voting period

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

and casting your vote during the General Meeting. For joining virtual meeting, you need to click on **“VC/OAVM”** link placed under **“Join Meeting”**.

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 with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East,

Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

### Process for procuring user ID, Password and registration of e-mail IDs for e-Voting on the resolutions by the shareholders, whose email ids are not registered with the depositories:

1. 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**
2. Alternatively, shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated 6th October 2023), 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.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE ANNUAL GENERAL MEETING ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shares@lumaxmail.com. The same will be replied by the Company suitably.

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

**Pankaj Mahendru  
Company Secretary**

**Place:** Gurugram

**Dated:** May 29, 2025

ICSI Membership No. A28161

**Registered Office:**

2nd Floor, Harbans Bhawan-II, Commercial Complex,  
Nangal Raya, New Delhi-110046.

Website: www.lumaxworld.in/lumaxautotech

Email: shares@lumaxmail.com

CIN: L31909DL1981PLC349793

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

### EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS

#### (PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013)

##### Item No. 4

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the provisions of Section 204 and any other provisions, if any, of the Companies Act, 2013 ("the Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint Secretarial Auditors for a consecutive period of 5 years commencing from FY 2025-26 till Financial Year 2029-30, to conduct the Secretarial Audit of the Company.

For identification of Secretarial Auditor, the Management had considered the eligibility of Mr. Maneesh Gupta, Practicing Company Secretary, who is the Secretarial Auditor of the Company from FY 2019-20 till date. Mr. Maneesh Gupta, Peer Reviewed Practicing Company Secretary, is a Fellow Member of the Institute of Company Secretaries of India and is having more than 30 years of experience in the areas of Corporate Laws, Merger/ Demerger of Companies, Takeover, Secretarial Audit, Financial Engineering and Representations to Financial Institutions & Banks at NCLT, Loan syndication.

The Management evaluated the background, expertise and past performance of Mr. Maneesh Gupta, Practicing Company Secretary, as the Secretarial Auditors of the Company and apprised the Audit Committee members on the evaluation of the same.

The Audit Committee and the Board of Directors, at their respective meetings held on May 29, 2025, have considered the proposal. In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of Mr. Maneesh Gupta, Practicing Company Secretary (FCS No.: 4982; CP No.: 2945 & Peer Review Certificate No.: 2314/2022) as the Secretarial Auditors for a term of five (5) years from FY 2025-26 to FY 2029-30 for conducting secretarial audit of the Company.

Mr. Maneesh Gupta, Practicing Company Secretary (FCS 4982) has provided his consent to be appointed as Secretarial Auditor and has confirmed that, his appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. He has also confirmed his eligibility and independence under Regulation 24A of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and other relevant applicable SEBI Circulars issued in this regard, the Companies Act, 2013, the Companies Secretaries Act,

1980, and Rules and Regulations made thereunder and have expressed their willingness to accept the appointment upon approval.

The proposed remuneration to be paid to Mr. Maneesh Gupta for secretarial audit services for the financial year ending March 31, 2026, is ₹ 1,25,000 (Rupees One Lakh Twenty-Five Thousand only) plus applicable taxes and out-of-pocket expenses. The fees for subsequent years of the term will be approved by the Board of Directors in consultation with the Audit Committee. Besides the secretarial audit services, the Company may also obtain certifications from Mr. Maneesh Gupta under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, which is in line with the industry benchmark.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the agenda as set out at Item No. 4 of the Notice.

The Board of Directors recommends the resolution set forth in Item No. 4 for approval of the Members as an Ordinary Resolution.

##### Item No. 5

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, 2025 was ₹ 3,636.67 Crores.

As a part 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 transactions with such related parties of the Company are / will be 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.

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Further, all related party transactions are undertaken after obtaining approval of the Audit Committee. Presently more than 2/3rd 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 provides that shareholders' approval should be obtained for the related party transactions which in a financial year, exceed the lower of (i) ₹ 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 Act and Regulation 23 of the Listing Regulations and the Company has entered into certain transactions for Sale of Finished Goods, Purchase of Finished Goods, Purchase of Raw Materials & Components, Sale of Raw Materials & Components, Availing of services, Rendering of services, Purchase of other (Consumable), Sale of Packing Materials, Sale-Others, Rent Paid, Rent Received,

Purchase of Capital Goods, Sale of Capital Goods and Royalty Payment etc.

The members may also note that Lumax Ancillary Limited (LAL) is a wholly owned subsidiary of the Company and a Scheme for merger of LAL with the Company has already been filed with the Hon'ble National Company Law Tribunal and the appointed date for the said merger is April 01, 2024. It is expected that the said scheme will be approved by the Hon'ble NCLT by March 31, 2026 and in that event, no separate financials of LAL will be made for the financial year 2025-26, hence the transactions of LIL with LAL will also be considered as transactions with LATL for the financial year 2025-26. The Audit Committee of the Company in its meeting held on March 26, 2025 granted omnibus approval for the transactions up to an amount ₹ 415.62 Crores by the Company with LIL for the financial year 2025-26. The Audit Committee of the Company had also granted its approval for the transactions of ₹ 256.61 Crores by LAL with LIL in terms of the provisions of Regulation 23(2)(c) of the Listing Regulations. Consequent upon the merger of LAL with the Company, these transactions shall also be considered to be the transactions between the Company and LIL. Based on the recommendations of the Audit Committee, the Board of Directors in its meeting held on May 29, 2025 had also approved the said related party transactions for the consolidated amount of ₹ 675 Crores.

Accordingly, your approval is being sought for a consolidated amount of ₹ 675 Crores (rounded-off) i.e. ₹ 415.62 Crores with LIL and ₹ 256.61 Crores between LIL and LAL.

The particulars of transactions carried out with LIL during the Financial Year 2025-26 together with the projections until March 31, 2026 are tabulated as under:

	Particulars	Details
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. Lumax Ancillary Limited ("LAL") is a wholly owned subsidiary of LATL. Mr. Raajesh Kumar Gupta is an Executive Director and Company Secretary of LIL and is also acting as Non-Executive Director on the Board of LAL.
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 brothers and the sons of Mr. D.K. Jain. Mr. Raajesh Kumar Gupta is an Executive Director and Company Secretary of LIL and is also acting as Non-Executive Director on the Board of LAL.

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

	Particulars	Details
3.	Type, material terms and particulars of the transactions (entered /proposed to be entered)	Sale of Finished Goods, Purchase of Finished Goods, Purchase of Raw Materials & Components, Sale of Raw Materials & Components, availing of services, rendering of services, Purchase of other (Consumable), Sale of Packing Materials, Sale – Others, Rent Paid, Rent Received, Purchase of Capital Goods, Sale of Capital Goods and Royalty Payment 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 FY 2025-26.
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 ₹ 675 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.	18.56% (Based on Annual Consolidated Turnover of the Company for FY 2024-25).
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 are 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> <p>LAL is into the business of Wiring Harness and Lamp Assembly. Both LIL and LAL share their respective resources with each other to achieve optimum cost targets and economies of scale.</p>

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

	Particulars	Details
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	The pricing/commercial terms will be determined based on the transactions with unrelated parties for similar nature of transactions, if any. All the relevant important information forms a part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, which forms a part of this Notice.

During the Financial Year 2025-26, the transactions already entered into by the Company along with transaction to be entered into would exceed the limit of ten percent of the annual consolidated turnover of the Company for the last financial year, hence will qualify as Material Related Party Transactions and require approval of the shareholders through ordinary resolution.

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 Directors on the Board of the Company as well as Promoters of LIL and Mr. Raajesh Kumar Gupta being Executive Director and Company Secretary of LIL and also acting as Non-Executive Director on the Board of LAL and their relatives to the extent of their shareholding, none of the other Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the said resolution.

Mr. D.K. Jain, Chairman, Mr. Anmol Jain, Managing Director and Mr. Deepak Jain, Director of the Company being interested, and any other Related Parties, whether interested or not to this particular transaction(s), shall not vote on this Item No. 5.

The Board of Directors recommends the resolution set forth in Item No. 5 for approval of the Members as an Ordinary Resolution.

### Item No. 6

The Board of Directors, based on the recommendation of the Audit Committee, in its Meeting held on May 29, 2025 have approved the re-appointment of M/s Jitender, Navneet & Co., Cost Accountants (Firm Regn. No. 000119) as the Cost Auditor of the Company for audit of cost accounting records of the Company for the Financial Year 2025-26 and fixed their fee at ₹ 2.00 Lakhs (Rupees Two Lakh Only) excluding taxes and reimbursement of out-of-pocket expenses at actuals, if any, in connection with the audit.

M/s Jitender, Navneet & Co., Cost Accountants (Firm Regn. No.000119) have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959 and have also shared their eligibility and consent to act as the Cost Auditors of the Company for the Financial Year 2025-26.

In accordance with the provisions of Section 148 of the Act 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, ratification by the Members is sought to the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2026.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the agenda as set out at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for approval of the Members as an Ordinary Resolution.

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

**Pankaj Mahendru**  
**Company Secretary**

**Place:** Gurugram

**Dated:** May 29, 2025

ICSI Membership No. A28161

### Registered Office:

2nd Floor, Harbans Bhawan-II, Commercial Complex,  
Nangal Raya, New Delhi-110046.

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

Email: [shares@lumaxmail.com](mailto:shares@lumaxmail.com)

CIN: L31909DL1981PLC349793

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

### 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 IS FURNISHED BELOW:**

<b>Particulars</b>	<b>Mr. Deepak Jain (DIN: 00004972)</b>
<b>Age/ Date of Birth</b>	April 06, 1975, 50 years
<b>Qualification</b>	Business Graduate from Illinois Institute of Technology, USA with specialization in Operations Management and International Business.
<b>Brief Resume, 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, with market leaders in Lighting. He has over 25 years of work experience in the Automotive Components Industry.</p> <p>He has undergone extensive training at Stanley Co. Inc., USA &amp; Stanley Electric Co. Limited, Japan. His exceptional management skills and strategic vision has helped the DK Jain group grow in newer markets.</p> <p>He holds various key positions in the different associations:</p> <ul style="list-style-type: none"> <li>• Chairman for the CII Centre of Excellence for Competitiveness for SMEs - 2025-26</li> <li>• Co-Chair of the CII manufacturing Excellence Council</li> <li>• Member of Governing Council for National Automotive Board (NAB), Member of International Centre for Automotive Technology (ICAT), Member of Research Advisory Board (RAB) and Vice President of the Governing Council of Central Manufacturing Technology Institute (CMTI)</li> <li>• President of Toyota Kirloskar Supplier's Association (TKSA), Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council and Hero Supplier Council</li> </ul> <p>He has held various key positions in the different associations:</p> <ul style="list-style-type: none"> <li>• Chairman of CII Northern Region</li> <li>• President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)</li> </ul>
<b>Terms and Conditions of Re-appointment</b>	Non - Executive Rotational Director
<b>Remuneration Proposed to be paid</b>	NIL
<b>Remuneration last drawn</b>	₹ 123.61 Lakhs as a Commission on Net profits for FY 2023-24 NIL for FY 2024-25
<b>Directorship on the Board of other Companies</b>	<ul style="list-style-type: none"> <li>• Lumax Industries Limited</li> <li>• RSWM Limited</li> <li>• Talbros Automotive Components Limited</li> <li>• Lumax Mannoh Allied Technologies Limited</li> <li>• Lumax Alps Alpine India Private Limited</li> <li>• Lumax Ituran Telematics Private Limited</li> <li>• SL Lumax Limited</li> <li>• Lumax Finance Private Limited</li> <li>• Backcountry Estates Private Limited</li> <li>• IAC International Automotive India Private Limited (formerly Lumax Integrated Ventures Private Limited)</li> <li>• Lumax Resources Private Limited</li> <li>• Greenfuel Energy Solutions Private Limited</li> </ul>
<b>Date of first appointment on the Board.</b>	August 07, 2013

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

<b>Shareholding</b>	1,29,21,047 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>Chairman/Member of the Committee of the Board of other Companies</b>	<p><b>i. Lumax Industries Limited</b></p> <ul style="list-style-type: none"> <li>- Audit Committee - Member</li> <li>- Share Transfer/Stakeholders Relationship Committee - Member</li> <li>- Risk Management Committee - Chairman</li> <li>- Corporate Social Responsibility (CSR) Committee - Chairman</li> </ul> <p><b>ii. Lumax Mannoh Allied Technologies Limited</b></p> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee – Member</li> </ul>
<b>Number of meetings of the Board attended during the financial year 2024-25</b>	Attended 6 (six) out of 7 (Seven) Board Meetings held during FY 2024-25.
<b>Listed entities from which the person has resigned in the past three years</b>	Nil

### Notes:

- The Directorships and Chairmanships/Memberships of Section 8 Companies and Private Companies is not included in above table.

## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

(Refer Note 11 of the Notice of 44th AGM)

### COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

Members may note that the Income-tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that Dividend paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (“TDS”) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

**For resident shareholders,** taxes shall be deducted at source under Section 194 of the IT Act as follows:

- Members having valid Permanent Account Number (“PAN”): 10% or as notified by the Government of India if member has provided a valid PAN (Linked with Aadhar).
- Members not having PAN / valid PAN: 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend paid by the Company during the financial year 2025-26 does not exceed ₹ 10,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

**For non-resident shareholders,** taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates

in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”), read with Multilateral Instrument (“MLI”) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate (TRC) for FY 2025-26 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Form 10F filed electronically for FY 2025-26 on the Indian Income Tax web portal
- Self-declaration by the member of having no permanent establishment in India for FY 2025-26 in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.