

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-Third (43rd) Annual General Meeting (AGM) of the Members of **Lumax Auto Technologies Limited** will be held as per below mentioned schedule:

Day : Friday
Date : September 27, 2024
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, 2024, 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, 2024 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, 2024.
3. To appoint a Director in place of Mr Sanjay Mehta (DIN: 06434661), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Forty Eighth (48th) Annual General Meeting of the Company and to fix their remuneration, and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), be and are hereby appointed as the Statutory Auditors of the Company, in place of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) whose tenure expires at the conclusion of this Annual

General Meeting, to hold office for a period of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2029, on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the said Auditors based on the recommendation of the Audit Committee.

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."

SPECIAL BUSINESS:

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

5. AS A SPECIAL RESOLUTION

PAYMENT OF REMUNERATION TO MR DEEPAK JAIN, NON-EXECUTIVE DIRECTOR

"Resolved that pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and as per Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other approvals, permissions or sanctions as may be necessary, the consent of the Member(s) be and is hereby accorded for the payment of remuneration in form of commission @1% of net profits as calculated in terms of Section 198 and other applicable provisions of the Act, to Mr Deepak Jain (DIN: 00004972), Non-Executive Director of the Company, notwithstanding that the remuneration payable to him exceeds 50% (fifty Percent) of total remuneration payable to all Non-Executive Directors for the Financial Year 2024-25.

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 and things as may be considered necessary and expedient for the purpose of giving effect to this resolution."

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

6. AS AN ORDINARY RESOLUTION

MATERIAL RELATED PARTY TRANSACTIONS WITH LUMAX INDUSTRIES LIMITED

“Resolved that pursuant to the provisions of Section 188 and all 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 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, the consent of Member(s) 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, purchase, transfer or receipt of products, goods, materials, components, consumables, capital goods, assets or services, Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, Royalty etc. and such other transactions as may be approved by Audit Committee and Board, for an estimated aggregate amount not exceeding ₹ 625 Crores (Rupees Six Hundred Twenty Five Crores Only) during the Financial Year 2024-25 on such terms and conditions, as may be mutually agreed upon by the Company and LIL.

Resolved further that the Board 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.”

7. AS A SPECIAL RESOLUTION

APPOINTMENT OF MR PARAG CHANDULAL SHAH (DIN: 00374944) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

“Resolved that pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, pursuant to the recommendation and approval of the Nomination and Remuneration Committee and Board, consent of the members be and is hereby accorded for the appointment of Mr Parag Chandulal Shah (DIN: 00374944), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 23, 2024 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as a Non-Executive Independent Director of the Company.

Resolved further that pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Nomination and Remuneration Committee and Board, Mr Parag Chandulal Shah (DIN: 00374944) be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for Five (5) consecutive years with effect from July 23, 2024 and the period of office of Mr Parag Chandulal Shah shall not be liable to be determined by retirement by rotation.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

8. AS AN ORDINARY RESOLUTION

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2024-25

“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), the consent of Members of the Company be and is hereby accorded to the ratification of the remuneration of ₹ 2.00 Lakhs (Rupees Two Lakhs Only) excluding taxes and reimbursement of out-of-pocket expenses at actuals payable to M/s Jitender, Navneet & Co., Cost Accountants (Firm Registration No. 000119), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2024-25.

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”

9. AS A SPECIAL RESOLUTION

APPROVAL FOR ENHANCEMENT OF LIMITS FOR GIVING LOANS, GUARANTEES, PROVIDING SECURITIES & MAKING INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

“Resolved that pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any amendment(s), 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 Board to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) to invest/acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in one or more tranches, from time to time, as the Board of Directors may deem fit, for an amount upto ₹ 1,000 Crores (Rupees One Thousand Crores only).

Resolved further that the Board of Directors of the Company and/or the Company Secretary or any other Official of the Company as authorized by the Board be and are hereby severally authorized to negotiate and finalize the terms and conditions of giving Loans, Guarantee(s), providing Security(ies) and/or making investments, to sign or execute the necessary agreements, documents as the case may be, obtain necessary permissions, approvals - statutory, contractual or otherwise, if any, as the case may be, to settle all matters arising out of and incidental thereto and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

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

**Pankaj Mahendru
Company Secretary**

Place: Gurugram

Dated: August 10, 2024

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.)

NOTES FOR AGM NOTICE:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 20/2020 and 09/2023 dated May 05, 2020 and September 25, 2023 respectively and other circulars in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility on or before September 30, 2024, 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/2023/167 dated October 07, 2023 ("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 Companies Act, 2013 ("the Act") and the Listing Regulations, the 43rd 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 43rd AGM.
2. The Company has appointed National Securities Depository Limited ("NSDL"), to provide Video Conferencing facility/ Other Audio-Visual Means 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 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 vinod.y@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 Act.
7. An Explanatory Statement setting out Material Facts pursuant to Section 102(1) of the Act, in respect of Item No. 4 and Special Business at Item No. 5 to 9 of the Notice is furnished hereunder. The relevant details of the Directors 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 2023-24 is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/RTA/Depositories. Further, the Notice of the AGM has been uploaded on the website of the Company at <https://www.lumaxworld.in/lumaxautotech>.
The AGM Notice can be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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, August 30, 2024**.

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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 **Monday, September 09, 2024 (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 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 is being sent to all the shareholders having their email IDs registered with the Company/RTA/Depositories, explaining the applicable conditions for deduction of 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 deduction of income-tax at source ('TDS'). If there is any change in the Bank Account of Demat Members, 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 are requested to 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 (as amended from time to time), the amount of dividend which remains unclaimed or unpaid 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 set up by Government of India.

It may be noted that the Unpaid/Unclaimed Dividend (Interim Dividend) lying in the Unpaid Dividend Account

of the Company for the FY 2015-16, which was declared on March 12, 2016, was transferred to IEPF on May 03, 2023 and accordingly the shares lying unclaimed for the respective Financial Year were also transferred to IEPF within stipulated timelines.

Further, 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 2016-17 which was declared on August 18, 2017 is September 19, 2024. Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more 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 under the aforesaid provisions of the Act. The shareholders are further advised to refer Companies (Significant Beneficial Owners) Amendment Rules, 2019 before making declaration in respect of Beneficial Owner and Significant Beneficial Owner.

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

The shareholders holding shares in Demat form may note that if they have either not furnished nomination or submitted declaration for opting out of nomination, as the case may be, on or before June 30, 2024, their demat accounts shall be frozen for debits.

Accordingly, the shareholders are advised to furnish/submit the details with their DPs, in compliance with the SEBI guidelines for trading without any hindrance.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Availability of Dispute Resolution Mechanism

SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/ 2022/76 dated May 30, 2022 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.

Further, SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

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, 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 atleast 7 days in advance before the start of the AGM i.e. by **Friday, September 20, 2024 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.

19. **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, 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 **Saturday, September 21, 2024, ("the Cut-off Date")** fixed in terms of the provisions of Rule 20 (4) (vii) of the Rules for determining voting rights of Members, entitled to participate in the remote e-Voting process, through the e-Voting platform provided by NSDL i.e. <https://www.evoting.nsdl.com/> or to vote at the AGM.
20. The e-Voting period shall be from **Tuesday, September 24, 2024 (09:00 A.M.) to Thursday, September 26, 2024 (05:00 P.M.)**. During this period, members holding shares in dematerialized form, 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.
21. During the AGM, the Chairman 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.

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22. The recorded transcript of the AGM shall also be made available on the website of the Company <https://www.lumaxworld.in/lumaxautotech/index.html> in the Investors Section, as soon as possible after the conclusion of Meeting.
23. The Board has appointed Mr Maneesh Gupta, Practicing Company Secretary, FCS 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.
24. 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 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 NSDL website i.e. <https://www.evoting.nsdl.com> and shall also be communicated to the Stock Exchanges.
25. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. **Friday, September 27, 2024.**
26. Notice of this AGM, Audited Financial Statements for Financial Year 2023-24 together with Board's Report and Auditors' Report are also available on the website of the Company <https://www.lumaxworld.in/lumaxautotech/index.html>. Person who is not a member as on the Cut-off date should treat this Notice for information purposes only.
27. Instructions for attending the AGM through VC/OAVM and remote e-Voting are given below:

A. Instructions for Members attending the AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number, email id, mobile number at shares@lumaxmail.com. The same will be replied by the company suitably.

B. The instructions for remote e-Voting and Joining Annual General Meeting are as under:

The remote e-Voting period begins on Tuesday, September 24, 2024 at 09:00 A.M. and ends on Thursday, September 26, 2024 at 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. Saturday, September 21, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

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How to 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 dated December 09, 2020 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.

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.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. 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 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. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - 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 & 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. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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 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 at evoting@nsdl.co.in.

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 09, 2020 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.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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.
4. 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.

- Mr Amit Vishal, Deputy Vice President, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number: +91-22- 2499 4360.
- Ms Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in, pallavid@nsdl.co.in or at telephone number +91 22 2499 4545.

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

Pankaj Mahendru

Company Secretary

Place: Gurugram

Dated: August 10, 2024

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

(PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013)

Item No. 4

S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) have been the Statutory Auditors of the Company since their appointment in 33rd Annual General Meeting of the Company held on July 23, 2014.

Pursuant to the provisions of Section 139(2) of the Act read with the applicable Rules framed thereunder, the second tenure of 5 years of S.R. Batliboi & Co. LLP, Chartered Accountants expires at the conclusion of the 43rd AGM.

Accordingly, the Board of Directors in its meeting held on August 10, 2024 based on the recommendation of the Audit Committee proposed the appointment of Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), as the Statutory Auditors of the Company in place of S.R. Batliboi & Co. LLP, Chartered Accountants.

The Board recommends the appointment of Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of the 43rd AGM up to the conclusion of the 48th AGM.

Details as required Pursuant to Regulation 36 (5) of the Listing Regulations, are as under:

- **Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:**

₹ 42,00,000/- (Rupees Forty Two Lakhs only) per annum for the Financial Year 2024-25. The audit fees for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as approved by the Board of Directors of the Company. The appointment shall be for a period of 5 years from the conclusion of the 43rd AGM up to the conclusion of the 48th AGM. There is no material change in the fee payable to the new auditors.

- **Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:**

The recommendations are based on the fulfillment of the eligibility criteria prescribed in the Act.

Price Waterhouse Chartered Accountants LLP is registered with the Institute of Chartered Accountants of India. The firm was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The Firm is primarily engaged in providing

auditing and other assurance services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of separate, distinct and independent Indian Chartered Accountant firms, each of which is registered with the Institute of Chartered Accountants of India. The Firm has more than 115 Assurance Partners as at June 18, 2024. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

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

Item No. 5

In terms of the provisions of Regulation 17 (6) (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is required to obtain approval of the shareholders by way of special resolution every year, in which the annual remuneration payable to a single non-executive director exceeds 50% (fifty percent) of the total annual remuneration payable to all non-executive directors giving details of the remuneration thereof.

The members may note that Mr Deepak Jain, who is a Non-Executive Director of the Company, is entitled to receive remuneration in the form of commission out of the profits of the Company calculated in terms of the provisions of Section 198 of the Companies Act, 2013. Besides him, none of Non-Executive Directors of the Company are receiving any remuneration from the Company except fee for attending the Board/Committee meetings and reimbursement of expenses. Therefore, the commission to be paid to Mr Deepak Jain for the Financial Year 2024-25 will exceed the limits stipulated in the above Regulation, hence approval of the member(s) of the Company is being sought through the Special Resolution as set out at Item No. 5 of the notice.

Mr Deepak Jain, aged 49 years, holds a business graduate degree from the Illinois Institute of Technology, USA with specialization in operations management & international business. He has over 25 years of work experience in the Automotive Components Industry. Mr Deepak Jain has undergone extensive training at Stanley Co. Inc. USA & Stanley Electric Co. Limited, Japan.

He has held various key positions in the different associations:

- Co-Chair of CII Manufacturing Excellence Council and CII National Committee on Environment, also member

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

of CII International Council 2024-25.

- 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)
- Holds the position of 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
- Immediate past Chairman of CII Northern Region
- Past President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)

His rich experience and continued valuable guidance to the management, strong Board performance has been instrumental in providing expert guidance in the area of marketing, business development and customer relationship. In view of his valuable contribution made to the Company, he is being paid commission @1% of the net profit as calculated in terms of Companies Act, 2013 as amended up-to-date.

Details of Mr Deepak Jain, pursuant to the provisions of the Listing Regulations and Secretarial Standards -2 issued by the Institute of Company Secretaries of India are provided in the **Annexure I** to this Notice.

Except, Mr D.K. Jain, Mr Deepak Jain and Mr Anmol Jain and their relatives (to the extent of their shareholding, if any), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the agenda, as set out at Item 5 of the Notice.

Mr Anmol Jain, Managing Director and Mr Deepak Jain, Director of the Company being interested, and any other Related Parties, whether interested or not in this particular transaction shall not vote on this Item No. 5.

The Board recommends the resolution set forth in Item No. 5 for approval of the Members as a Special Resolution.

Item No. 6

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, 2024 was ₹ 2,821.74 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(f)

(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 analyzes are presented to the Audit Committee on quarterly basis.

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 are 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 Crores; or (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 Companies Act, 2013 and Regulation 23 of the Listing Regulations and the Company has entered into certain transactions for purchase/sale of raw materials, finished goods, availing / rendering of services etc. and further proposes to undertake transactions as to sale, purchase, transfer or receipt of products, goods, materials, components, consumables, capital goods, assets or services, Rent/ Leasing Transactions & Rent Deposits, Reimbursement of Expenses, Royalty etc.

The members may further 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 (NCLT) 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 on or before March 31, 2025 and in that event no separate financials of LAL will be made for the financial year 2024-25, hence the transactions of LIL with

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

LAL will also be considered as transactions with the Company for the financial year 2024-25. The Audit Committee of the Company had in their meeting held on March 21, 2024 granted omnibus approval for transactions for an amount of ₹ 400 Crores by the Company with LIL for the financial year 2024-25. The Audit Committee of the Company had also in its meeting held on May 27, 2024 granted its approval for the transactions of ₹ 221.40 Lakhs by LAL with LIL in terms of the provisions of Regulation 23(2) (c) of the Listing Regulations. Consequent upon merger of LAL with the Company, these transactions shall also be considered to be the transactions between the Company and LIL.

Accordingly, your approval is being sought for a consolidated amount of ₹ 625 Crores.

The particulars and details of transactions carried out/to be carried out with LIL during the Financial Year 2024-25 together with the projections until March 31, 2025 are tabulated as under:

S. No.	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 wholly Owned subsidiary of LATL. Mr Raajesh Kumar Gupta is 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 themselves the brothers and are sons of Mr D.K. Jain. Mr Raajesh Kumar Gupta is Executive Director and Company Secretary of LIL and is also acting as Non-Executive Director on the Board of LAL.
3.	Type, material terms and particulars of the transactions (entered /proposed to be entered)	Sale, purchase, transfer or receipt of products, goods, materials, components, consumables, capital goods, assets or services, Rent/ Leasing Transactions & Rent Deposits, Reimbursement of Expenses, Royalty 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 the financial year 2024-25.
5.	Value of the transactions (entered /proposed to be entered)	The value of transactions to be entered into together with transactions already entered into is likely up to an amount of ₹ 625 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.	22.15%

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

S. No.	Particulars	Details
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	
	(i) details of the source of funds in connection with the proposed transaction	Not Applicable
	(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	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. 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. Besides the above, both LIL and the Company share their respective resources with each other to achieve optimum cost targets and economies of scale. 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.
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 important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

During the Financial Year 2024-25, the transactions already entered into by the Company along with transactions 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 shareholders for their approval.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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 other Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the said resolution.

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, shall not vote on this Item No. 6.

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

Item No. 7

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had in their meeting held on July 22, 2024 appointed Mr Parag Chandulal Shah (DIN: 00374944) as an Additional Director of the Company with effect from July 23, 2024. In accordance with the provisions of Section 161 of Companies Act, 2013 and Articles of Association of the Company, Mr Parag Chandulal Shah shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as a Director.

Notice under Section 160 of the Companies Act, 2013, proposing the candidature of Mr Parag Chadulal Shah as Director has been received from a member of the Company.

The Company has received declarations from Mr Parag Chandulal Shah to the effect that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, Mr Parag Chandulal Shah fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and he is independent of the management of the Company. Mr Parag Chandulal Shah is not debarred from holding the office of Director pursuant to any SEBI Order. The terms and conditions of his appointment shall be open for inspection by the Members at the registered office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief Profile:

Mr Parag Chandulal Shah, in his career spanning over 25 years, has held various positions with the Mahindra Group including as a Member of the Group Executive Board. He has extensive experience in building new businesses, turn arounds, joint ventures, mergers & acquisitions and IPOs. He was the Managing Partner of Mahindra Partners, the USD 1 Billion Private Equity and Venture Capital division of the Group that was in charge of diverse businesses like Logistics, Renewable Energy, Retail, Manufacturing (Steel components, Conveyor Systems, Boats), Consulting, Media and Healthcare.

Mr Parag holds a BS Degree in Computer Engineering from the Illinois Institute of Technology with special electives in Psychology and Manufacturing Technology. He is also a graduate of the General Management Program from Harvard Business School.

Mr Parag has been an Executive Committee Member of the CII National Committee on Private Equity and Venture Capital, FICCI Solar Energy Task Force, CII National Committee on Renewable Energy, CII National Healthcare Council, American Alumni Association in addition to other external associations.

Mr Parag is a Director on several Companies such as Mahindra Accelo, Mahindra Waste to Energy, the Indian and Easter Engineer Company, Global Chess League (Geneva) & PSL Media and Communication. He is also an Independent Director on the Board of HDFC AMC Ltd.

The requirements as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standard 2 are mentioned in the **Annexure I**.

Except Mr Parag Chandulal Shah, none of the Directors, Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned or interested, financially or otherwise, in the agenda as set out at Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No. 7 for approval of the Members as a Special Resolution.

Item No. 8

The Board on the recommendation of the Audit Committee, in its Meeting held on May 27, 2024 have approved the 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 2024-25 and fixed their fee at ₹ 2.00 Lakhs (Rupees Two Lakhs Only) excluding taxes and reimbursement of out-of-pocket expenses at actuals, if any, in connection with the audit.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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.

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, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned or interested, financially or otherwise, in the agenda as set out at Item No. 8 of the Notice.

The Board recommends the resolution set forth in Item No. 8 for approval of the Members as an Ordinary Resolution.

Item No. 9

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives including organic or inorganic growth, the Board of Directors of the Company proposes to make use of the same by investing/acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, give any loan to any person(s) or other body corporate(s), give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s).

The Company has during its business, formed subsidiaries which may require support from the Company from time to time in the form of infusion of funds into their business for their expansion activities as well as for operations. Accordingly, some part of the investment / loan / guarantee / security limits can also be used by the Company for this purpose, if the Board deem appropriate.

The members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with

a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of shareholders by special resolution passed at the general meeting.

The members may note that based on the audited financials of the Company for the financial year ended March, 31, 2024, Company's current limit, in terms of Section 186 of Companies Act, 2013, to provide intercorporate loans, guarantee/security or to make acquisition / investment works out to ₹ 656.02 Crores (equivalent to 100% of the Free Reserves including Securities Premium account). Against the said limit, the Company's existing loans, guarantee, security and investment made/granted amounts to ₹ 414.19 Crores.

In view of the aforesaid, it is proposed to take approval from the members under Section 186 of the Act by way of special resolution, to an amount of ₹ 1,000 Crores (Rupees One Thousand Crores only).

None of the Directors, Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned or interested, financially or otherwise, in the agenda as set out at Item No. 9 of the Notice.

The Board recommends the resolution set forth in Item No. 9 for approval of the Members as a Special Resolution.

By Order of the Board
For Lumax Auto Technologies Limited

Pankaj Mahendru

Company Secretary

Place: Gurugram

Dated: August 10, 2024

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.)

ANNEXURE I

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AND FIXATION OF REMUNERATION IS FURNISHED BELOW:

Particulars	Mr Deepak Jain (DIN: 00004972)	Mr Sanjay Mehta (DIN: 06434661)	Mr Parag Chandulal Shah (DIN: 00374944)
Age/ Date of Birth	April 06, 1975	October 01, 1967	November 29, 1975
Qualification	Business Graduate from Illinois Institute of Technology, USA with specialization in Operations Management and International Business.	Chartered Accountant and Company Secretary	BS Degree in Computer Engineering from Illinois Institute of Technology and Graduate of the General Management Program from Harvard Business School.
Brief Resume, Experience & Expertise	Mr Deepak Jain is the Chairman & 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. Mr Deepak Jain has undergone extensive training at Stanley Co. Inc. USA & Stanley Electric Co. Limited, Japan. He holds various key positions in the different associations: - Co-Chair of CII Manufacturing Excellence Council and CII National Committee on Environment, also member of CII International Council 2024-25 - 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) - 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 He held various key positions in the different associations: - Immediate past Chairman of CII Northern Region - Past President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)	He has rich experience of over 3 decades in the field of Corporate Finance and Corporate Strategy. He has expertise in Business Leadership, Risk Management, Corporate Governance, Merger & Acquisition. He is the Group CFO of Lumax DK Jain Group. He is associated with group since last 17 years and instrumental in sustainable growth of the Company.	Mr Parag Chandulal Shah, in his career spanning over 25 years, has held various positions with the Mahindra Group including as a Member of the Group Executive Board. He has extensive experience in building new businesses, turn arounds, joint ventures, mergers & acquisitions and IPOs. He was the Managing Partner of Mahindra Partners, the USD 1 Billion Private Equity and Venture Capital division of the Group that was in charge of diverse businesses like Logistics, Renewable Energy, Retail, Manufacturing (Steel components, Conveyor Systems, Boats), Consulting, Media and Healthcare. Mr Parag has been an Executive Committee Member of the CII National Committee on Private Equity and Venture Capital, FICCI Solar Energy Task Force, CII National Committee on Renewable Energy, CII National Healthcare Council, American Alumni Association in addition to other external associations. Mr Parag is a Director on several Companies such as Mahindra Accelo, Mahindra Waste to Energy, the Indian and Easter Engineer Company, Global Chess League (Geneva) & PSL Media and Communication. He is also an Independent Director on the Board of HDFC AMC Ltd.
Terms and Conditions of Appointment/ Re-appointment	Non - Executive Rotational Director	In terms of the provisions of Section 152(6) of the Act, Mr Sanjay Mehta is liable to retire by rotation at the ensuing Annual General Meeting	Non - Executive Independent Director
Remuneration Proposed to be paid	Commission @1% of the net profits as calculated in terms of Companies Act, 2013 (More specifically provided in the Explanatory Statement to the Notice)	Nil	Mr Parag is entitled for sitting fees for attending the meetings of the Board and its Committees, as may be permissible under law from time to time.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Particulars	Mr Deepak Jain (DIN: 00004972)	Mr Sanjay Mehta (DIN: 06434661)	Mr Parag Chandulal Shah (DIN: 00374944)
Remuneration last drawn	₹ 123.61 Lakhs as a Commission on Net profits	Not Applicable	Not Applicable
Directorship on the Board of other Companies	- Lumax Industries Limited - RSWM Limited - Talbros Automotive Components Limited - Lumax Mannoh Allied Technologies Limited - Lumax Cornaglia Auto Technologies Private Limited - Lumax Alps Alpine India Private Limited - Lumax Ituran Telematics Private Limited - SL Lumax Limited - Lumax Finance Private Limited - Backcountry Estates Private Limited - IAC International Automotive India Private Limited (formerly Lumax Integrated Ventures Private Limited) - Lumax Resources Private Limited	- Lumax Management Services Private Limited - Lumax Tours & Travels Limited - Lumax Yokowo Technologies Private Limited - Lumax FAE Technologies Private Limited - IAC International Automotive India Private Limited (formerly Lumax Integrated Ventures Private Limited) - Lumax Ancillary Limited - Lumax Resources Private Limited	- Mahindra Accelo Limited (formerly Mahindra Intertrade Limited) - Blue Planet Integrated Waste Solutions Limited (formerly Mahindra Waste to Energy Solutions Limited) - HDFC Asset Management Company Limited - PSL Media & Communications Limited - The Indian and Eastern Engineer Company Private Limited
Date of first appointment on the Board	August 07, 2013	December 04, 2017	July 23, 2024
Shareholding	1,29,21,047 Equity Shares	1,525 Equity Shares [#]	NIL*
Relationship with Directors Inter-se	Related as son of Mr D.K. Jain, Executive Chairman and Brother of Mr Anmol Jain, Managing Director of the Company	Not related to any Director	Not related to any Director
Chairman/Member of the Committee of the Board of other Companies	i. Lumax Industries Limited - Audit Committee - Member - Share Transfer/Stakeholders Relationship Committee - Member - Risk Management Committee - Chairman - Corporate Social Responsibility Committee - Chairman ii. Lumax Mannoh Allied Technologies Limited - Corporate Social Responsibility Committee - Chairman	i. IAC International Automotive India Private Limited (formerly Lumax Integrated Ventures Private Limited) - Audit Committee - Chairman - Nomination and Remuneration Committee - Member - Corporate Social Responsibility Committee - Member	i. Mahindra Accelo Limited - Audit Committee- Member ii. HDFC Asset Management Company Limited - Stakeholder Relationship and Unit Holder Protection Committee-Member - Nomination and Remuneration Committee-Member - Environmental, Social & Governance and Corporate Social Responsibility Committee-Member
Number of meetings of the Board attended during the financial year 2023-24	Five (5)	Five (5)	Not Applicable
Listed entities from which the person has resigned in the past three years	-	-	-

[#] Mr Sanjay Mehta holds 1,525 shares in his name and apart from this he holds 5 Shares in the name of Sanjay Mehta HUF (Mr Sanjay Mehta is Karta of Sanjay Mehta HUF).

* Amara Partners Trust - Amara Partners Growth Fund I, holds 6,06,000 Shares of the Company constituting 0.89% of the Capital. Mr Parag Chandulal Shah is the Founder and Partner of Amara Partners.

Note:

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

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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 01, 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 he is not a specified person to be checked by Company based on Valid PAN provided by the member.
- Members not having PAN / valid PAN: 20% or as notified by the Government of India
- Further the Finance Act, 2021 inserted section 206AB in the Income-tax Act 1961 (hereinafter referred to as "the Act") which takes effect from July 01, 2021.
- This section mandate tax deduction at higher rate in case of certain non-filers (specified persons) with respect to tax deductions twice the prescribed rate or 5%, whichever is higher. Specified person means a person who satisfies both the following conditions:
 - (i) he/she has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted/collected. The previous year to be counted is required to be the one whose return filing date under sub-section (I) of section 139 has expired.
 - (ii) Aggregate of tax deducted at source and tax collected at source is rupees fifty thousand or more in said immediate previous year.

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 2024-25 does not exceed ₹ 5,000 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 financial year 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Form 10F filed electronically on the Indian Income Tax web portal pursuant to Notification no. 03/2022 dated July 16, 2022 and a subsequent notification dated December 12, 2022 issued by the Central Board of Direct Taxes (CBDT), as required under the Income-tax Act, 1961.
- Self-declaration by the member of having no permanent establishment in India 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.