



LUMAX AUTO TECHNOLOGIES LIMITED

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GROUP

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the resolutions as set out below for Sub-division of Face Value of Equity Shares are proposed to be passed by the members by means of Postal Ballot including Electronic Voting (e-voting),

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration, along with a postal ballot form ("Postal Ballot Form").

The Board of Directors of the Company, at its meeting held on March 23, 2018, has appointed Mr. Mandar Jog, Practicing Company Secretary, Pune as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Members have the option to vote either by Postal Ballot or through e-voting. Those Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same, duly completed in the enclosed self-addressed Business Reply Envelope. A Postal Ballot Form sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. Hours (IST) on Saturday, May 05, 2018 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member(s). Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on or before 5.00 P.M. Tuesday, May 08, 2018 at the Registered Office of the Company and also by placing the same on the Company's website: www.lumaxautotech.com and on the website of Karvy: <https://evoting.karvy.com>. The results will simultaneously be communicated to the Stock Exchanges.

The members are requested to consider and, if thought fit, pass the following Resolutions:

1. Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 2/- per share

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d), and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, approval of the members of the Company be and is hereby accorded for sub-division of Equity Shares of the Company having a face value of Rs 10/- each fully paid-up be sub-divided into five (5) equity shares having a face value of Rs. 2/- each fully paid-up."

"RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed and paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Company shall stand sub-divided into Equity Shares of face value of Rs. 2/- (Rupees Two Each only) each fully paid up, without altering the aggregate amount of such capital and shall rank paripassu in all respects with the existing fully paid Equity Share of Rs. 10/- each of the company."

"RESOLVED FURTHER THAT upon sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in the case of the equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Member(s) with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division."

"RESOLVED FURTHER THAT, the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Directors, Company Secretary or any other officer(s) thereof to give effect to the aforesaid resolution."

2. Alteration of Clause V i.e. Capital Clause in Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority (ies), the consent of the members of the Company is hereby provided to alter Clause V of the Memorandum of Association of the Company:

Clause V would be substituted as follows:

The Authorised Share Capital of the Company of Rs. 150,000,000/- (Rupees Fifteen Crores only) divided into 75,000,000 (Seven Crores Fifty Thousand Only) Equity Shares of Rs. 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

3. Alteration of Article 4 (a) i.e. Share Capital in Articles of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), Article 4(a) of the Articles of Association of the company relating to Capital be amended and substituted by the following Clause:

Article 4(a) would be substituted as follows:

The Authorised Share Capital of the Company is Rs. 150,000,000/- (Rupees Fifteen Crores only) divided into 75,000,000 (Seven Crores Fifty Thousand Only) Equity Shares of Rs. 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

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

**Place: Pune
Date: 23/03/2018**

**Swapnal Patane
Company Secretary**

Notes:

1. A Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Member(s) who have registered their e-mail addresses with the Company /Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to Member(s) whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member / Beneficial Owner (in case of electronic shareholding) as on Friday, March 23, 2018.
4. Members who have received this Postal Ballot Notice by an e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link: www.evoting.karvy.com or from the “Investor Relations” section on the Company’s website: www.lumaxautotech.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Saturday, May 05, 2018.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Karvy Computershare Private Limited (“Karvy”) as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. During the e-voting period, Members can login to Karvy’s e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
8. The e-voting period commences on Friday, April 06, 2018 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Saturday, May 05, 2018. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, March 23, 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, Saturday, May 05, 2018.
10. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the Members at the Company's registered office during business hours on all working days from the date of dispatch of this Postal Ballot Notice till Saturday, May 05, 2018.
11. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free) or may send an e-mail request to einward.ris@karvy.com.
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
13. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

14. Voting Through Electronic Means:

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act), read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations, 2015, 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 the Members entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Computershare Pvt. Ltd. (Karvy) to vote at Postal Ballot

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

A. In case a Member receives Notice through an e-mail:

- i. Use the following URL for e-voting: <https://evoting.karvy.com>.
- ii. Enter the login credentials, i.e., user id and password mentioned in your email. Your Folio No./DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT, i.e., Lumax Auto Technologies Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in FOR/'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the scrutinizer through email @ mandar@msjcs.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'

- B. In case a Member receives physical copy of the Postal Ballot Notice** [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
- i. User ID and initial password as provided overleaf.
 - ii. Please follow all steps from Sr.No. (i) to (x) as mentioned in (A) above, to cast your vote.

15. Information and instructions relating to voting through physical Postal Ballot Form

- i. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m. (IST) on Saturday, May 05, 2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- ii. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- iii. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

EXPLANATORY STATEMENT

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

Item No. 1:

The Equity Shares of your Company are listed and traded on National Stock Exchange of India Limited and BSE Limited.

With a view to broaden the investor base by encouraging the participation of the retail investors and affordable for the small investors the Board of Directors at its meeting held on March, 23, 2018 considered desirable to recommend sub-division of One Equity Share of the Company of face value of Rs 10/- each into Five Equity Shares of face value of Rs. 2/- each for approval of the Members. This has further impact of increasing the liquidity of stock and enhancing the Market cap too. The Record Date for the aforesaid sub-division of Equity Shares will be fixed after approval of the Members is obtained.

The Board of Directors recommends the Resolutions set out at Item No. 1 of Notice for approval of members of the Company as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the Resolutions at Item Nos. 1 of the Notice except to the extent of their shareholding, if any, in the Company.

Item No. 2 & 3:

The proposed split of the Face Value of the Equity Shares of the Company of Rs. 10/- each into denomination of Rs. 2/- each fully paid up requires amendment to the Memorandum and Articles of Association of the Company.

Accordingly, Clause V of the Memorandum of Association and Article 4(a) of the Articles of Association are proposed to be amended as set out in Item No. 2 and 3 respectively, in the accompanying notice for reflecting the corresponding changes in the Authorised Share Capital of the Company.

The Board recommends the resolutions as set out in Item No. 2 & 3 of the accompanying notice for the approval of the members of the Company as Special Resolutions.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office / Corporate Office of the Company during working hours on all working days up to the date of declaration of the results of the E-voting & Postal Ballot.

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

**Place: Pune
Date: 23/03/2018**

**Swapnal Patane
Company Secretary**