

LATL:CS:REG30:PB:2021-22

Date: 27.11.2021

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

**Subject: Notice of Postal Ballot dated 11th November, 2021**

**Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir/Ma'am,

In compliance of Regulation 30 read with Schedule III of the SEBI Listing Regulations and in continuation to our intimation dated 11<sup>th</sup> November, 2021, please find enclosed herewith the Notice of Postal Ballot along with Explanatory Statement, seeking consent/approval of the Members for the Resolutions as mentioned in the aforesaid Postal Ballot Notice dated 11<sup>th</sup> November, 2021 by means of Postal Ballot through remote electronic voting ("e-voting").

The Notice of Postal Ballot, has already been sent to the Shareholders today i.e., Saturday, November 27, 2021, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 19<sup>th</sup> November, 2021** i.e., cut-off date.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide the e-voting facility to all its members. The **e-voting** will commence from **Monday, November 29, 2021 at 09:00 A.M. (IST)** and end on **Tuesday, December 28, 2021 at 05:00 P.M. (IST)**. The results of the Postal Ballot will be declared on or before 05:00 P.M. (IST) on Thursday, December 30, 2021.

The Postal Ballot Notice along with explanatory statement is also being made available on the website of the Company at [www.lumaxworld.in/lumaxautotech](http://www.lumaxworld.in/lumaxautotech).

You are requested to take the above information in your records.

Thanking you,

Yours truly,

**For LUMAX AUTO TECHNOLOGIES LIMITED**



**ANIL TYAGI**  
**COMPANY SECRETARY**  
**M.NO. A-16825**



Encl: as stated above



**LUMAX AUTO TECHNOLOGIES LIMITED**

CIN: L31909DL1981PLC349793

Registered Office: 2<sup>nd</sup> Floor, Harbans Bhawan-II, Commercial Complex,  
Nangal Raya, New Delhi-110046

Phone: 011-49857832, Email: [shares@lumaxmail.com](mailto:shares@lumaxmail.com),

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

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**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 that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended (“the **Rules**”), General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively issued by the Ministry of Corporate Affairs (“**MCA**”) (collectively “**MCA Circulars**”) and SEBI Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively (collectively “**SEBI Circulars**”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard–2 on General Meeting (**SS-2**) issued by the Institute of Company Secretaries of India (ICSI), and other applicable laws and regulations, if any, the Company is seeking consent / approval of the Member(s) of the Company for the below appended resolutions by means of postal Ballot only through electronic means i.e. through remote e-voting system (“**E-voting**”).

In compliance with the aforementioned MCA Circulars and SEBI Circulars, this Postal Ballot Notice (“**Notice**”) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ /Depositories and the communication of assent/ dissent of the Members will only take place through the remote e-Voting system. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-Voting system only. If your e-mail address is not registered with the Company/ Registrar and Transfer Agent/Depositories, please follow the process provided in the notes mentioned herein below to receive this Notice and login ID and password for e-voting.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (“the **Board**”) of the Company at its meeting held on November 11, 2021, has appointed Mr. Maneesh Gupta, Practicing Company Secretary, (FCS No. 4982), to act as the Scrutinizer (the “**Scrutinizer**”), for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars and SEBI Circulars, members can vote only through the e-voting. Accordingly, the Company is pleased to provide e-voting facility to all its members to cast their votes electronically. The Members are requested to carefully read the instructions indicated in this notice. The e-voting period shall commence from 9:00 A.M. (IST) on Monday, November 29, 2021 and end at 5:00 P.M. (IST) on Tuesday, December 28, 2021. Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person, as may be authorized by him.

The result of the Postal Ballot will be announced on or before 5:00 P.M. (IST) on Thursday, December 30, 2021. The said results would be displayed on the notice board at the Registered Office of the Company and would also be intimated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website, i.e. [www.lumaxworld.in/lumaxautotech](http://www.lumaxworld.in/lumaxautotech) and also on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to peruse the proposed resolutions along with the Explanatory Statements and thereafter accord your assent or dissent by means of remote e-voting facility as provided by the Company.

## **PROPOSED RESOLUTIONS**

### **SPECIAL BUSINESS**

#### **Item No. 1- Approval of Material Related Party Transactions with Lumax Industries Limited**

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 188 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 and all other applicable provisions of the Act read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and also pursuant to approval of Audit Committee and Board of Directors (hereinafter referred to as the “**Board**”), subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of the Member(s) be and is hereby accorded to enter into/ continue the contracts, agreements, arrangements and material related party 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, assets or availing or rendering of services, rent/ leasing transactions & rent deposits, reimbursement of expenses, etc. and such other transactions as may be approved by Audit Committee and Board for an estimated amount of up to Rs. 300 Crores (Rupees Three Hundred Crores Only) for the Financial Year 2021-22 on such terms and conditions as may be mutually agreed upon between the Company and LIL.

**Resolved further that** the Board of Directors of the Company be and are hereby authorized to decide upon the nature and value of the products, goods, materials, assets or services to be transacted with LIL within the aforesaid limits.

**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.

**Resolved further that** the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

**Item No. 2: Approval of Remuneration being paid to Mr. Deepak Jain, Non-Executive Director.**

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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to other approvals, permissions or sanctions as may be necessary, the consent of the Member(s) be and is hereby accorded for payment of remuneration in form of commission @ 1% of net profit as calculated in terms of Section 198 and other applicable provisions of the Act, to Mr. Deepak Jain (DIN: 00004972), a Non-Executive Director of the Company, notwithstanding that the remuneration payable to him exceeds 50% of the total remuneration payable to all Non-Executive Directors for the financial year 2021-22.

**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."

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

**Date: 11<sup>th</sup> November 2021  
Place: Gurugram**

**Anil Tyagi  
Company Secretary  
Membership No: ACS-16825**

## **Notes:**

1. An Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts and reasons relating to the proposed resolutions is annexed hereto.
2. The Notice is being sent to the members of the Company only through electronic mode whose names appear in the Register of Members/List of Beneficial Owners and who have registered their e-mail addresses with the Company /Registrar and Transfer Agent of the Company/Depositories as on **Friday, November 19, 2021** (“the **cut-off date**”). The notice is also available on the website of the Company at [www.lumaxworld.in/lumaxautotech](http://www.lumaxworld.in/lumaxautotech), National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
3. If e-mail address is not registered with the Company /Registrar and Transfer Agent of the Company/Depositories, please follow the below mentioned procedure for registration of email address and for receipt of login ID and password for e-voting:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar & Transfer Agent (RTA), Bigshare Services Private Limited at [vinod.y@bigshareonline.com](mailto:vinod.y@bigshareonline.com).
  - b) Members holding shares in dematerialised mode are requested to register / update email addresses with their respective Depository Participant.

After successful registration of the e-mail address, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the member. In case of any queries, Members may write to [shares@lumaxmail.com](mailto:shares@lumaxmail.com).

4. Pursuant to the provisions of Section 108 & 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of Listing Regulations and the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-voting to all Members in respect of the businesses to be transacted through Postal Ballot. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to Members. Instructions for remote e-voting are provided herein below at point no. 18.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member / Beneficial Owner as on the Cut-off date.
6. A person, whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of E-voting.
7. During the e-voting period, Members can login to [evoting.nsdl.com](http://evoting.nsdl.com) 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.

8. The e-voting period shall commence on Monday, November 29, 2021 at 09:00 a.m. (IST) and end on Tuesday, December 28, 2021 at 05.00 p.m. (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. A person who is not a shareholder on the cut-off date should treat this notice for information purpose only.
9. The details of voting by e-voting shall be under safe custody of the scrutinizer till the Chairman consider, approve and sign the results of the voting.
10. The Scrutinizer will after the conclusion of voting through e-voting, unlock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit his report to the Chairman of the Company or in his absence, to the person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the Postal ballot would be announced by the Chairman or any other Director / authorized person of the Company on or before Thursday, December 30, 2021 and shall be displayed on the notice board of the Company at its Registered Office besides being communicated to Stock Exchanges. The results will also be displayed on the website of the Company at [www.lumaxworld.in/lumaxautotech](http://www.lumaxworld.in/lumaxautotech) and on the website of the E-Voting agency at <https://www.evoting.nsdl.com> for the information of the member(s).
11. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection by the Members in the Electronic mode upto the date of declaration of results of Postal Ballot from 10 a.m. (IST) to 5:00 p.m. (IST) on all working days. Members seeking to inspect such documents can send an email to [shares@lumaxmail.com](mailto:shares@lumaxmail.com).
12. A Member cannot exercise his vote by proxy on postal ballot.
13. In terms of SEBI circular dated December 9, 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/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.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in New Delhi (in vernacular language, i.e. Hindi).

16. Members may download the Notice from the Company's website at [www.lumaxworld.in/lumaxautotech](http://www.lumaxworld.in/lumaxautotech) or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A Copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
17. Resolution passed by the Members through e-voting is deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolution, once passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e. Tuesday, December 28, 2021.
- 18. Voting Through Electronic Means (E-Voting):**

**The 'Step by Step' procedure, Instructions and other information for casting your vote electronically through e-voting are as under:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. The remote e-Voting facility will be available during the following period:
  - Commencement: 09:00 a.m. (IST) on Monday, November 29, 2021.
  - End: 05.00 p.m. (IST) on Tuesday, December 28, 2021.
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- iv. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

### **How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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](mailto:guptamaneeshcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [shares@lumaxmail.com](mailto:shares@lumaxmail.com).
2. In case shares are held in demat mode, 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), AADHAR (self attested scanned copy of Aadhar Card) to [shares@lumaxmail.com](mailto:shares@lumaxmail.com). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

## **EXPLANATORY STATEMENT**

**(Pursuant to the Provisions of Section 102 (1) of the Companies Act, 2013)**

### **Item No. 1**

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a Related Party shall be considered Material if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a Financial Year, exceeds ten percent of the Annual Consolidated Turnover of the Company as per the last audited Financial statements of the Company.

Lumax Industries Limited ("LIL") is a '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 sale, purchase, transfer or receipt of products, goods, materials, assets or availing or rendering of services, rent/leasing transactions & rent deposits, reimbursement of expenses, etc. and further also proposes to undertake similar transactions during the current financial year.

The particulars of transactions carried out with LIL during the Financial Year 2021-22 together with the projections until March 31, 2022 are tabulated as under:

<b>Sl.</b>	<b>Particulars</b>	<b>Details</b>
1.	<b>Name of the Related Party &amp; Nature of Relationship</b>	Lumax Industries Limited (LIL).  Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain are the Promoters of LIL and Mr. Deepak Jain and Mr. Anmol Jain are also Directors on the Board of LIL and holds more than 2% of shareholding of LIL.
2.	<b>Name of the Director or Key Managerial Personnel who is related and Relationship</b>	Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain. Mr. Deepak Jain and Mr. Anmol Jain are themselves the brothers and sons of Mr. D.K. Jain.
3.	<b>Nature, duration of the Contract and particulars of Contract or arrangement, Material Terms of the Contracts or Arrangements</b>	Sale, purchase, transfer or receipt of products, goods, materials, assets or services, rent/leasing transactions & rent deposits, reimbursement of expenses etc. on arm's length basis. The approval is being taken for the Related Party transactions for the Financial Year 2021-2022.
4.	<b>Monetary Value</b>	The value of transactions to be entered into together with already entered into is likely up to an amount of Rs. 300 Crores.

5.	<b>Whether the transactions have been approved by Audit Committee and the Board of Directors.</b>	Approved in the Audit Committee Meeting and Board Meeting held on November 11, 2021.
6.	<b>Any advance paid or received for the contracts or arrangements, if any</b>	No
7.	<b>The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract</b>	The pricing/commercial terms will be determined based on the transactions with unrelated parties for similar nature of transactions, if any.  The transactions are in the ordinary course of business and are at an Arm's Length basis.
8.	<b>Any other information relevant or important for the Board to take the decision on the proposed transaction</b>	N.A.

These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis.

During the Financial Year 2021-22 the transactions already entered into and to be entered into would qualify as Material Related Party Transactions i.e. exceeding 10% of the Company's Annual Consolidated Turnover as per the last audited Financial Statements.

The aforesaid proposal has been approved by the Audit Committee and Board of Directors and the same is being recommended to Members for their approval.

Except Mr. D.K. Jain, Mr. Anmol Jain and Mr. Deepak Jain, being Director on the Board of the Company as well as Promoters of LIL, none other Directors, Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding are concerned or interested, financial or otherwise, in the said Resolution.

Mr. D.K. Jain, Chairman, Mr. Anmol Jain, Managing Director and Mr. Deepak Jain, Director of the Company being interested and any other related parties, whether interested or not to this particular transaction(s) shall not vote in this Resolution No. 1.

The Board of Directors recommends passing of the Ordinary Resolution set out in Item No. 1 of the Postal Ballot Notice by the members of the company.

## **Item No. 2**

In terms of the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the shareholders every year by Special Resolution, in which annual remuneration payable to a single Non-Executive Director exceeds 50% 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 the other Non-Executive Directors of the Company are receiving any remuneration from the Company excepting the fee for attending the Board / Committee meetings. Therefore, the commission to be paid to Mr. Deepak Jain for the financial year 2021-22 will exceed the limits stipulated in the above Regulation, hence approval of the members of the Company is being sought through the resolution set out at item no. 2 of the notice.

Mr. Deepak Jain has undergone extensive training at I.I. Stanley Co., Limited U.S. and Stanley Electric Co., Limited Japan after qualifying his MBA from Illinois Institute of Technologies, U.S.A with specialization in operational management & international business. Mr. Deepak Jain, aged 46 years is associated with various key positions in different Association and has more than 26 years of work experience in the manufacturing Automotive Components. He is holding various positions in different associations like ACMA, Toyota Kirloskar Suppliers Association. 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

Except, Mr. D. K. Jain, Mr. Deepak Jain and Mr. Anmol Jain none of other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda, as set out in at Item 2 of the Notice.

The Board of Directors recommends passing of the Special Resolution set out in Item No. 2 of the Postal Ballot Notice by the members of the Company.

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

**Date: 11<sup>th</sup> November 2021  
Place: Gurugram**

**Anil Tyagi  
Company Secretary  
Membership No: ACS-16825**