

## **ANNEXURE – B**

### **CORPORATE GOVERNANCE REPORT**

#### **IN TERMS OF REGULATION 34(3) READ WITH PARA C OF SCHEDULE V TO SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Company strongly believes that establishing good Corporate Governance practices in each and every function of the organization leads to increase in operational efficiencies and sustained long term value creation for all the stakeholders. The Company always endeavours to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society as a whole.

The Company considers that it is absolutely essential to abide by the laws and regulations of the land in letter and spirit and is always committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country.

As a corporate citizen, the business fosters a culture of ethical behaviour, integrity and disclosures aimed at building trust among the stakeholders. Achieving good governance is an on-going process of the Company.

#### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. It emphasizes wealth creation for society, protection and interest enhancement for all stakeholders, without compromising the environment and health of society at large. This helps the Company to perform better thus culminating into higher productivity of the corporate resources.

The Corporate Governance philosophy of the Company is not only to adhere to the statutory requirements but also to enhance and retain investors' trust in Company. The Company adheres to the highest ethical standards which are combined with an unwavering commitment to certain core values – transparency, fairness in all dealings, quality consciousness, customer satisfaction, and ethical governance practices. All directors and

employees are bound by a Code of Conduct that sets forth the Company's policies on important issues.

The Company has complied with the requirements of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as applicable.

#### **2. BOARD OF DIRECTORS**

The Board of Directors ("Board") strongly believes that effective and good Corporate Governance practices build strong foundation of trust and confidence which in turn enhances the stakeholder's value.

The Company has established an internal governance structure with defined roles and responsibilities of every constituent within the system. The Board plays a critical role in overseeing how the management serves the short-term and long-term interests of shareholders and other stakeholders.

The responsibility of the management, good governance, general affairs direction and performance of the Company is entrusted with the Board. All statutory and other matters of significance including information as mentioned in the Part A of Schedule II to the Listing Regulations are complied with.

##### **(a) Composition and Category of Directors**

The Board has an optimum combination of Executive Directors, Non-Executive Directors and Independent Directors. The Board consisted of Nine (9) Directors as on March 31, 2022. Out of these Nine (9) Directors, Two (2) Directors are Executive Director(s) including the Chairman, Two (2) Directors are Non- Executive and Five (5) are Non-Executive Independent Director(s) including One (1) Woman Director. The Managing Director is assisted by CEO & Senior Managerial Personnel in overseeing the functional matters of the Company.

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Above information as on March 31, 2022 is presented as below:

S. No.	Name of Director	Category
<b>A. Promoter</b>		
1	Mr D.K. Jain	Executive Chairman
2	Mr Anmol Jain	Managing Director
3	Mr Deepak Jain	Non-Executive Director
<b>B. Non-Promoter</b>		
4	Mr Sanjay Mehta	Non-Executive Director
5	Mr Avinash Parkash Gandhi	Independent Director
6	Mr Arun Kumar Malhotra	Independent Director
7	Mr Roop Salotra	Independent Director
8	Mr Milap Jain	Independent Director
9	Mrs Diviya Chanana*	Independent Director

\* Mrs Diviya Chanana resigned from the position of Independent Director w.e.f. May 10, 2022 due to the reason of not being able to comply with the requirements of Section 149 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Furthermore, detailed profile of the Directors is available on Company's website at <https://www.lumaxworld.in/lumaxautotech> and the terms and conditions of appointment of Independent Directors are also hosted on the website of the Company at <https://www.lumaxworld.in/lumaxautotech>.

### ROLE OF CHAIRMAN

Mr D.K. Jain, the Chairman of the Company presides over the Meetings of the Board and Shareholders of the Company. He is primarily responsible for setting and implementing the Company's direction and strategy under superintendence, direction and control of Board. He actively oversees the functioning of the Company, supervise and support the Chief Officers & Senior Team and ensures that all the matters needed to be considered by the Board are in fact brought before it and provides Board members with the opportunity to represent their views and also understands & respect their views.

### ROLE OF MANAGING DIRECTOR ("MD")

Mr Anmol Jain is acting as MD of the Company and owing to the rich experience, he is primarily responsible for monitoring operations, management and supply chain systems in the Company. He ensures successful implementation

of Company's strategy and directions set by the Board for execution by the Management from time to time.

### ROLE OF CHIEF EXECUTIVE OFFICER ("CEO")

Mr Vikas Marwah is presently the CEO of the Company and has been entrusted with the responsibility of day to day and overall management of affairs of the Company both internally and externally viz. achieving annual business targets and budgetary targets, execution of long-term business plans, opportunities of expansion/acquisitions, promotion of business and industry etc.

### INDEPENDENT DIRECTORS

The Company has on its Board, eminent Independent Directors who brought in independent judgement to Board's deliberation including issues of strategy, risk management and overall governance. They play a pivotal role in safeguarding the interests of all stakeholders.

The Independent Directors have submitted declarations that they meet the criteria of independence laid down under the Act and the rules made thereunder and Regulation 16 (1)(b) of the Listing Regulations and have confirmed that they do not hold Directorships more than the prescribed limits.

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### (b) Attendance of Directors at Board Meetings & Last Annual General Meeting (AGM)

During the FY 2021-22, the Board of Directors have met Five (5) times as tabulated below:

S. No.	Name of the Director	Board Meetings					AGM
		May 04, 2021	June 12, 2021	August 11, 2021	November 11, 2021	February 09, 2022	August 31, 2021
1	Mr D.K. Jain	X	✓	✓	✓	✓	✓
2	Mr Anmol Jain	✓	✓	✓	✓	✓	✓
3	Mr Deepak Jain	✓	✓	✓	✓	✓	✓
4	Mr Sanjay Mehta	✓	✓	✓	✓	✓	✓
5	Mr Avinash Parkash Gandhi	✓	✓	✓	✓	✓	✓
6	Mr Arun Kumar Malhotra	✓	✓	✓	✓	✓	✓
7.	Mr Roop Salotra	✓	✓	✓	✓	✓	✓
8.	Mr Milap Jain	✓	✓	✓	✓	✓	✓
9	Mrs Diviya Chanana	✓	X	✓	✓	✓	✓

✓ Present    X Absent

### (c) Selection and Scheduling of Agenda Items for Board Meetings

- The date of next Board Meeting is usually decided at the time of conclusion of Board Meeting.
- Every year at least four Board Meetings are held to review the quarterly results and additional Board Meetings are held on need basis.
- The Company Secretary of the Company drafts and finalize the Agenda in consultation with the Chairman of the Company.

#### (i) Board Agenda

Detailed Agenda and notes on Agenda are provided to the Directors in the defined Agenda format. All material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the Meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the Meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted.

#### (ii) Recording Minutes of proceedings at Board Meetings

The Company Secretary records the Minutes of the proceedings of each Board and other Committees Meeting. Draft minutes are circulated within 15 days

from the conclusion of meeting to all the members of the Board/Committee for their comments. The final minutes are entered in the Minutes Book within 30 days from conclusion of the Meeting.

#### (iii) Post Meeting Follow-up Mechanism

The Guidelines for Board Meetings facilitate an effective post Meeting follow-up, review and reporting process for the decisions taken by the Board. The important decisions taken at the Board Meetings are communicated to the departments /divisions concerned promptly. Action taken report on the decisions/minutes of the previous Meeting(s) is placed at the immediately succeeding Meeting.

#### (iv) Role of the Company Secretary in Overall Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. He ensures that all relevant information, details and documents are made available to the Board for effective decision making. The Company Secretary while preparing the Agenda, Notes on Agenda, Minutes etc. of the Meeting(s), is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Act read with the Rules framed there under and the Secretarial Standards issued by The Institute of Company Secretaries of India.

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(d) Number of Directorships and Chairmanships/Memberships of Committees of each Director in various Companies for the year ending on March 31, 2022 (Including the Name of the Listed Entities and the Category of Directorship)

S. No.	Name of the Directors	DIN	Category (Chairperson/ Executive/Non Executive/ Independent/ Nominee)	No. of directorship in listed entities including this listed entity	No. of Independent directorship in listed entities including this listed entity	No. of membership in Audit/ Stakeholder committee(s) including this listed entity#	No. of post of Chairperson in Audit/ Stakeholder committee(s) including this Listed entity	Name of other listed entity and Category of Directorship
1.	Mr D.K. Jain	00085848	Executive Chairman	1	0	1	0	-
2.	Mr Anmol Jain	00004993	Managing Director	2	0	1	0	<ul style="list-style-type: none"> <li>Lumax Industries Limited (Joint Managing Director)</li> </ul>
3.	Mr Deepak Jain	00004972	Non-Executive - Non Independent Director	4	2	3	1	<ul style="list-style-type: none"> <li>Lumax Industries Limited (Chairman &amp; Managing Director)</li> <li>RSWM Limited (Independent Director)</li> <li>Talbro Automotive Components Limited (Independent Director)</li> </ul>
4.	Mr Sanjay Mehta	06434661	Non-Executive - Non Independent Director	1	0	0	0	-
5.	Mr Avinash Parkash Gandhi	00161107	Non-Executive - Independent Director	5	5	10	2	<ul style="list-style-type: none"> <li>Lumax Industries Limited (Independent Director)</li> <li>Schaeffler India Limited (Independent Director)</li> <li>Minda Corporation Limited (Independent Director)</li> <li>Action Construction Equipment Limited (Independent Director)</li> </ul>

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S. No.	Name of the Directors	DIN	Category (Chairperson/ Executive/Non Executive/ Independent/ Nominee)	No. of directorship in listed entities including this listed entity	No. of Independent directorship in listed entities including this listed entity	No. of membership in Audit/ Stakeholder committee(s) including this listed entity#	No. of post of Chairperson in Audit/ Stakeholder committee(s) including this Listed entity	Name of other listed entity and Category of Directorship
6.	Mr Roop Salotra	06650145	Non-Executive - Independent Director	1	1	2	0	-
7.	Mr Milap Jain	06738071	Non-Executive - Independent Director	1	1	1	0	-
8.	Mr Arun Kumar Malhotra	00132951	Non-Executive - Independent Director	1	1	2	1	-
9.	Mrs Diviya Chanana	00737160	Non-Executive - Independent Director	1	1	0	0	-

# As required under Regulation 26 of Listing Regulations, the disclosure includes chairmanships/ memberships of the Audit Committee and Share Transfer/ Stakeholder Relationship Committee.

### (e) Number of Board Meetings held and the dates on which held

The Board of Directors met Five (5) times during the Financial Year ended March 31, 2022. The intervening period between two Board Meetings was within the maximum time gap of 120 days, as prescribed under Listing Regulations. The details of Board Meetings held during the year are as under:-

S. No.	Date of Board Meeting	Board's Strength	Number of Directors Present
1	May 04, 2021	9	8
2	June 12, 2021	9	8
3	August 11, 2021	9	9
4	November 11, 2021	9	9
5	February 09, 2022	9	9

### (f) Disclosure of relationships between Directors inter-se

S. No.	Name of Directors	Relationship inter-se
1	Mr D.K. Jain	Related as Father of Mr Deepak Jain and Mr Anmol Jain
2	Mr Anmol Jain	Related as Son of Mr D.K. Jain and Brother of Mr Deepak Jain
3	Mr Deepak Jain	Related as Son of Mr D.K. Jain and Brother of Mr Anmol Jain
4	Mr Sanjay Mehta	Not related to any Director
5	Mr Avinash Parkash Gandhi	Not related to any Director
6	Mr Arun Kumar Malhotra	Not related to any Director
7	Mr Roop Salotra	Not related to any Director
8	Mr Milap Jain	Not related to any Director
9	Mrs Diviya Chanana	Not related to any Director

### (g) Number of Shares and Convertible instruments held by Non-Executive Directors as on March 31, 2022

S. No.	Name of the Directors	Number of Shares
1	Mr Deepak Jain	1,29,21,047
2	Mr Sanjay Mehta	1,525

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### (h) Separate Meeting of Independent Director

Provisions of Schedule IV of the Companies Act, 2013 (“the Act”) and Regulation 25 of the Listing Regulations has mandated that the Independent Directors of the Company shall hold at least one meeting during the financial year without the attendance of Non-Independent Directors.

The Separate Meeting of the Independent Director was held on February 25, 2022 to discuss the performance of Non-Independent Directors and the Board as a whole, performance evaluation of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and the evaluation of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### (i) Web link where details of Familiarization Programmes imparted to Independent Directors is disclosed

In accordance with provisions of Regulation 25 of Listing Regulations, the Board has adopted a Familiarization Programme for Independent Directors to familiarize the Independent Directors of the Company with the organization.

In pursuit of this, the Board of Directors of the Company are updated on changes/ developments in the domestic/ global corporate and industry scenario including

those pertaining to statutes/ legislations & economic environment and on matters affecting the Company, to enable them to take well informed and timely decisions.

Any Director who joins the Board is presented with a brief background of the Company, its operations and is informed of the important policies of the Company including the Code of Conduct for Directors and Code of Conduct for Prevention of Insider Trading of the Company. The Independent Directors are also provided with regular updates on relevant statutory changes to ensure that they remain up to date on the Compliance framework.

The details of the Familiarization Programme imparted to Independent Directors is also made available on the website of the Company at <https://www.lumaxworld.in/lumaxautotech/downloads/familiarisation-program.pdf>

### (j) Skills/Expertise/Competence of the Board

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board Members follow and committed that the Company is in compliance with the highest standards of the Corporate Governance.

The Board has identified the following skills/ expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

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<b>Industry Knowledge</b>	Understanding of industry and organizations involved in design, development, manufacturing, marketing and selling of automobiles and auto components.
<b>Finance &amp; Accounting</b>	Understanding of Financial Statements, transactions, financial process and financial controls and management of assets and liabilities.
<b>Understanding of Government legislation/ legislative process</b>	Awareness of general framework of principles within which the Government is expected to act and within which regulations are issued.
<b>Corporate Laws and Governance</b>	Ability to understand and interpret the corporate laws, rules and regulations by which businesses are regulated and controlled.
<b>Risk Management</b>	Ability to identify, evaluate and prioritize risks followed by coordinated and economical application of resources to minimize, monitor and control the probability or impact of unforeseen events or to maximize the realization of opportunities.
<b>Sales and Marketing</b>	Building effective sales and marketing strategies to grow market share and experience of operations and activities in global front across various geographical markets and industry verticals.
<b>Human Resource Management</b>	Understands and is familiar with human resource legislation and issues. Experience in the field of performance evaluation and skill set development.
<b>Information Technology</b>	Ability to understand and appreciate the importance and robust use of Information technology in various aspects of business.
<b>Strategy Development and Implementation</b>	Experience in developing corporate strategies for growth. Operates or has relevant industry experience in operating businesses.
<b>Stakeholder Relationships</b>	Experience in building and nurturing relationships with key stakeholders viz. shareholders, customers, employees, bankers, government/semi-government authorities and fulfilment of commitment towards them.
<b>Production and Quality Assurance</b>	Familiar with products and services of the Company and understands quality issues of products/services.

The Board has identified the names of Directors who possess the skills/expertise/competence as required in the context of the business(es) and sector(s) in which the Company performs its functions effectively in form of chart/matrix:

### Matrix setting out the Skills/ Expertise/ Competence of the Board of Directors

Directors	Mr D.K. Jain	Mr Anmol Jain	Mr Deepak Jain	Mr Sanjay Mehta	Mr Avinash Parkash Gandhi	Mr Arun Kumar Malhotra	Mr Roop Salotra	Mr Milap Jain	Mrs Diviya Chanana
<b>Industry Knowledge</b>	✓	✓	✓	✓	✓	✓	✓	X	✓
<b>Finance &amp; Accounting</b>	✓	✓	✓	✓	✓	✓	✓	✓	✓
<b>Understanding of Government legislation/ legislative process</b>	✓	✓	✓	✓	✓	✓	✓	✓	X
<b>Corporate Laws and Governance</b>	✓	✓	✓	✓	✓	✓	✓	✓	X
<b>Risk Management</b>	✓	✓	✓	✓	✓	✓	✓	✓	X

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Directors	Mr D.K. Jain	Mr Anmol Jain	Mr Deepak Jain	Mr Sanjay Mehta	Mr Avinash Parkash Gandhi	Mr Arun Kumar Malhotra	Mr Roop Salotra	Mr Milap Jain	Mrs Diviya Chanana
Sales and Marketing	✓	✓	✓	✓	✓	✓	✓	X	✓
Human Resource Management	✓	✓	✓	✓	✓	✓	✓	✓	✓
Information Technology	✓	✓	✓	✓	✓	✓	✓	✓	✓
Strategy Development and Implementation	✓	✓	✓	✓	✓	✓	✓	X	X
Stakeholder Relationships	✓	✓	✓	✓	✓	✓	✓	✓	X
Production and Quality Assurance	✓	✓	✓	X	✓	✓	X	X	✓

Yes	✓
No	X

**(k) Confirmation that in opinion of the Board, the Independent Directors fulfil the conditions specified in Listing Regulations and are independent from the Management**

Based on the declarations/disclosures/intimations received from the Independent Directors, as prescribed under Companies Act, 2013 and Listing Regulations, the Board confirms that in their opinion, the Independent Directors fulfill the conditions of independence as specified in Listing Regulations and are independent from the management of the Company.

**(l) Detailed reasons for Resignation of Independent Directors who resigns before the expiry of his tenure along with a confirmation by such Director that there are no other material reasons other than those provided**

During the year under review, none of the Independent Directors has resigned from the Directorship of the Company.

However, Mrs Diviya Chanana resigned from the position of Independent Director of Company w.e.f. May 10, 2022 due to the reason of not being able to comply with the requirements of Section 149 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Mrs Diviya Chanana has confirmed that there are no material reasons other than those provided above.

### 3. COMMITTEES OF THE BOARD

The Board has constituted Five (5) Committees i.e. Audit Committee, Nomination and Remuneration Committee,

Corporate Social Responsibility Committee, Share Transfer/ Stakeholder Relationship Committee and Risk Management Committee. Every Committee has an important role to play within terms of its reference. The Committee Meetings are duly convened and held as considered appropriate from time to time. The process and procedure related to the Board Meetings are also applicable and followed in the Committee Meetings. The Chairperson of Committees provides a brief committee update during the Board Meetings.

#### A. Audit Committee

The Company has duly constituted Audit Committee in terms of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations, with the powers and roles assigned under applicable laws. The Committee acts as a link amongst the Management, Auditors and the Board. The Company Secretary of the Company acts as Secretary to the Audit Committee.

##### i) Brief Description of terms of reference

The brief description of the terms of reference of the Audit Committee 'inter alia' includes the followings:

##### Roles of Audit Committee

- (i) to oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statements are correct, sufficient and credible;
- (ii) to recommend the appointment, remuneration and terms of appointment of Statutory Auditors;



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- (iii) approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
- (iv) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - matters required to be included in the Director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- (v) reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval;
- (vi) reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (vii) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (viii) approval or any subsequent modification of transactions of the listed entity with related parties;
- (ix) scrutiny of inter-corporate loans and investments;
- (x) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (xi) evaluation of internal financial controls and risk management systems;
- (xii) reviewing, with the management, performance of Statutory and Internal auditors, adequacy of the internal control systems;
- (xiii) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;
- (xiv) discussion with internal auditors of any significant findings and follow up there on;
- (xv) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xvi) discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) to review the functioning of the whistle blower mechanism;
- (xix) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (xx) carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (xxi) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.

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(xxii) to consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Company and its shareholders.

In addition to above, the Audit Committee shall mandatorily review the following information:

- (i) management discussion and analysis of financial condition and results of operations;
- (ii) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (iii) management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- (iv) internal audit reports relating to internal control weaknesses;

(v) the appointment, removal and terms of remuneration of the internal auditor and

(vi) statement of deviations:

(a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

(vii) Any other matter with the specific permission of the Committee or referred by the Board.

### ii) Composition, Name of Members and Chairperson

The Audit Committee comprises of Five Members including Four (4) Non-Executive Independent Directors and a Managing Director. The Composition of the Audit Committee as on March 31, 2022 was as follows:

S. No.	Name of the Chairman/Member	Status	Category of Membership
1	Mr Arun Kumar Malhotra	Chairman	Non-Executive Independent Director
2	Mr Roop Salotra	Member	Non-Executive Independent Director
3	Mr Avinash Parkash Gandhi	Member	Non-Executive Independent Director
4	Mr Milap Jain	Member	Non-Executive Independent Director
5	Mr Anmol Jain	Member	Managing Director

### iii) Meetings and attendance

During FY 2021-22, Seven (7) Meetings of the Audit Committee were held. The details of the Meetings and attendance of the Committee Members are as follows:

S. No	Name of the Chairman/ Member	Details of Audit Committee Meetings						Number of Meetings Attended	
		May 04, 2021	June 12, 2021	August 11, 2021	August 25, 2021	November 11, 2021	February 09, 2022		February 25, 2022
1	Mr Arun Kumar Malhotra	✓	✓	✓	✓	✓	✓	✓	7
2	Mr Roop Salotra	✓	✓	✓	✓	✓	✓	✓	7
3	Mr Avinash Parkash Gandhi	✓	✓	✓	✓	✓	✓	✓	7
4	Mr Milap Jain	✓	✓	✓	✓	✓	✓	✓	7
5	Mr Anmol Jain	✓	✓	✓	X	✓	✓	X	5

✓ Present X Absent

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The meeting with Internal Auditors of the Company are held and the findings of internal audits are reported directly to the Audit Committee. The Statutory Auditors, Finance Head are invitees to the Audit Committee Meetings as and when required.

### iv) Subsidiary Company

In terms of Regulation 16 read with Regulation 24 of Listing Regulations Company do monitors the performance of unlisted Subsidiary Companies, inter alia, by the following means:

- a) Financial Results, in particular the investments made by unlisted Subsidiary Companies are reviewed quarterly by the Audit Committee of the Company.
- b) Minutes of the Board Meetings of unlisted Subsidiary Companies are placed before the Board of Directors of the Company regularly.
- c) A statement containing all the significant transactions and arrangements entered into by the unlisted Subsidiary Company is being placed before the Company's Board/ Audit Committee.

Further, as per Regulation 24(1) Company has appointed its 2 (Two) Independent Director on the Board of Lumax Mannoh Allied Technologies Limited (LMAT), a Material unlisted Subsidiary of the Company.

The Company has formulated a policy for determining 'Material' subsidiary and such policy has been disclosed on the Company's website at <https://www.lumaxworld.in/lumaxautotech> and the web link of the same is <https://www.lumaxworld.in/lumaxautotech/downloads/Material%20Subsidiary%20Policy-%20LATL.pdf>

## B. Nomination and Remuneration Committee

### i) Brief Description of Terms of Reference

The Nomination and Remuneration Committee has been duly constituted in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations and its terms of reference is in compliance with the governing provisions of the Act and Listing Regulations. The role of the Nomination and Remuneration Committee is in line with those specified in Part D of the Schedule II of the Listing Regulations and is as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
4. Devising a policy on diversity of Board of Directors;
5. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
7. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management and
8. Any other matters as may be prescribed by Board from time to time.

### ii) Composition, Name of Members and Chairperson

The Nomination and Remuneration Committee (NRC) comprises of Three (3) Members, all being Non- Executive Directors and two-third of them are Independent Directors. The Chairman of the Committee is a Non- Executive Independent Director.

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

## ANNEXURE – B (Contd.)

The Composition of the Nomination and Remuneration Committee as on March 31, 2022 was as follows:

S. No.	Name of Chairman/Members	Status	Category of Membership
1	Mr Milap Jain	Chairman	Non-Executive Independent Director
2	Mr Roop Salotra	Member	Non-Executive Independent Director
3	Mr Deepak Jain	Member	Non-Executive Director

### iii) Meetings and Attendance

During FY 2021-22, Two (2) Meetings of Nomination and Remuneration Committee were held. The details of the meeting and attendance of Committee Members are as follows:

S. No.	Name of the Chairman/Members	Details of Nomination and Remuneration Committee Meetings		Number of Meetings Attended
		June 12, 2021	November 11, 2021	
1	Mr Milap Jain	✓	✓	2
2	Mr Roop Salotra	✓	✓	2
3	Mr Deepak Jain	✓	✓	2
4	Mr Sanjay Mehta*	✓	✓	2

✓ Present X Absent

\*Mr Sanjay Mehta Ceased to be a Member of the Committee w.e.f. February 09, 2022.

### iv) Performance Evaluation Criteria for Independent Directors

One of the key responsibilities endowed on Board and Nomination and Remuneration Committee is to ensure continuity of a dynamic and forward-thinking Board and Committees of Board. In order to achieve the same, a formal annual evaluation of Board, Committees and Individual Directors (including Independent Directors) as per the provisions of the Act and Listing Regulations was carried out with a view to ensure that individual Directors, Committee and the Board as a whole work efficiently and effectively in achieving Company's objectives.

The overall responsibility of the said exercise laid with Nomination and Remuneration Committee.

The Independent Directors were evaluated on various performance indicators including aspects relating to:

- Ethical Standards of Integrity and probity.
- Exercises objective independent judgement in the best interests of the Company.
- Effectively assisted the Company in implementing best Corporate Governance Practices.
- Willingness to devote time and effort to understand the Company and its business.
- Adherence to applicable code of conduct and fulfillment of Director's obligations.

- Independent judgement during Board deliberations on strategy, performance etc.
- Maintaining high level of Confidentiality.
- Interpersonal relationships with fellow Board Members and Senior Management.

### C. Share Transfer/Stakeholders Relationship Committee

The Company has constituted Share Transfer/ Stakeholders Relationship Committee in terms of Section 178 of the Act read with Regulation 20 of the Listing Regulations to oversee Investor's grievances and redressal mechanism and recommend measures to improve the level of Investors' services and to look into and decide matters pertaining to share transfers, duplicate share certificates/ letter of confirmation and related matters.

#### i. Brief description of Terms of Reference

The brief description of the terms of reference of Share Transfer/ Stakeholder Relationship Committee 'inter alia' include the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared Dividends, issue of new/duplicate certificates, general meetings etc.

## ANNEXURE – B (Contd.)

2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed Dividends and ensuring timely receipt of Dividend warrants/annual reports/statutory notices by the Shareholders of the Company.

### ii. Composition, Name of Members and Chairperson

The Share Transfer/ Stakeholder Relationship Committee comprises of Three (3) Members including Non-Executive Director as Chairman of the Committee. The Composition of the Committee as on March 31, 2022 was as follows:

S. No.	Name of the Chairman/ Member	Status	Category of Membership
1	Mr Deepak Jain	Chairman	Non-Executive Director
2	Mr D.K. Jain	Member	Executive Chairman
3	Mr Arun Kumar Malhotra	Member	Non-Executive Independent Director

### iii. Name of Non-Executive Director heading the Committee

Mr Deepak Jain, Non- Executive Director.

### iv. Name and Designation of Compliance Officer

Mr Anil Tyagi, Company Secretary

### v. SEBI Complaints Redress System (SCORES)

The Investors can also raise complaints in a centralized web-based complaints redress system called “Scores”. The Company uploads the action taken report on the complaints raised by the Shareholders on “Scores”, which can be viewed by the Shareholder. The complaints are closed to the satisfaction of the shareholders and SEBI.

### vi. Status of Investor Complaints received, pending and resolved during the FY 2021-22

S. No.	Particulars	Status
1	Number of Investors’ Complaints Received	Nil
2	Number of Investors’ Complaints Resolved	Nil
3	Number of Investors’ Complaints Pending	Nil

### vii. Meetings and Attendance

During FY 2021-22, Four (4) Meetings of Share Transfer/Stakeholders Relationship Committee were held. The details of the meeting and attendance of Committee Members are as follows:

S. No.	Name of the Chairman/Members	Details of Share Transfer/Stakeholders Relationship Committee				Number of Meetings Attended
		June 12, 2021	August 11, 2021	November 11, 2021	February 09, 2022	
1	Mr Deepak Jain	✓	✓	✓	✓	4
2	Mr D.K. Jain	✓	✓	✓	✓	4
3	Mr Arun Kumar Malhotra	✓	✓	✓	✓	4

✓ Present X Absent

## ANNEXURE – B (Contd.)

### D. Risk Management Committee

The Company has constituted and defined the Role and Responsibility of the Risk Management Committee in terms of Regulation 21 of Listing Regulations.

#### i. Brief description of Terms of Reference

The brief description of the terms of reference of Risk Management Committee 'inter alia' include the following:

1. To formulate a detailed risk management policy which shall include:
  - a) A framework for identification of internal and external risks specifically faced by the Company in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
  - b) Measures for risk mitigation including systems and processes for internal control of identified risks;
  - c) Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
6. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Further, the Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

#### ii. Composition, Name of Members and Chairperson

The Risk Management Committee comprises of Five (5) Member including One Independent Director. The composition of the Committee as on March 31, 2022 was as follows:

S. No.	Name of the Chairman/Members	Status	Category of Membership
1.	Mr Avinash Parkash Gandhi	Chairman	Non-Executive Independent Director
2.	Mr Anmol Jain	Member	Managing Director
3.	Mr Sanjay Mehta	Member	Non-Executive Director
4	Mr Vikas Marwah	Member	Chief Executive Officer
5	Mr Ashish Dubey	Member	Chief Financial Officer

#### iii. Meetings and Attendance

During FY 2021-22, Two (2) Meetings of the Risk Management Committee were held. The details of the meetings and attendance of Committee Members are as follows:

S. No.	Name of the Chairman/Members	Details of Risk Management Committee		Number of Meetings Attended
		August 25, 2021	February 09, 2022	
1	Mr Avinash Parkash Gandhi	✓	✓	2
2	Mr Anmol Jain	X	✓	1
3	Mr Sanjay Mehta	✓	✓	2
4	Mr Vikas Marwah	✓	✓	2
5	Mr Ashish Dubey	✓	✓	2

✓ Present X Absent

## ANNEXURE – B (Contd.)

### E. Corporate Social Responsibility (CSR) Committee

Board has constituted CSR Committee pursuant to the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

#### i. Brief description of Terms of Reference

The brief description of the terms of reference of Corporate Social responsibility Committee '*inter alia*' includes the followings:

- (i) to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act;
- (ii) to recommend the amount of expenditure to be incurred on such activities;
- (iii) to monitor the Corporate Social Responsibility Policy of the Company from time to time.

#### ii. Composition, Name of Members and Chairperson

The Corporate Social Responsibility Committee comprises of Three (3) Members including One Independent Director. The Composition of the Committee as on March 31, 2022 was as follows:

S. No.	Name of the Chairman/Members	Status	Category of Membership
1.	Mr Roop Salotra	Chairman	Non-Executive Independent Director
2.	Mr D.K. Jain	Member	Executive Chairman
3.	Mr Deepak Jain	Member	Non-Executive Director

#### iii. Meetings and Attendance

During FY 2021-22, Two (2) Meetings of Corporate Social Responsibility Committee were held. The details of Meetings and attendance of Committee Members are as follows:

S. No.	Name of the Chairman/Members	Details of Corporate Social Responsibility Committee Meetings		Number of Meetings Attended
		June 12, 2021	February 09, 2022	
1.	Mr Roop Salotra	✓	✓	2
2.	Mr D.K. Jain	✓	✓	2
3.	Mr Deepak Jain	✓	✓	2

✓ Present x Absent

## 4. REMUNERATION OF DIRECTORS

### A. All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors and Independent Directors during FY 2021-22 except for the Commission and Sitting Fees payable to them respectively as approved by the Board and committees of Directors from time to time.

### B. Criteria of making payments to Non-Executive Directors:

The Criteria of making payments to Non-Executive Directors has been given on the Company's Website i.e. <https://www.lumaxworld.in/lumaxautotech>.

While deciding the payments to be made to Non-Executive Directors various factors such as Director's participation in Board and Committee meeting during the year, other responsibilities undertaken are taken into consideration.

The Non-Executive Independent Directors are entitled to sitting fees for attending meetings of the Board or Committees thereof as may be decided by the Board from time to time.

Apart from sitting fees and commission referred to above, reimbursement of traveling expenses for attending the Board and Committee meetings, no payment by way of bonus, pension, incentives etc. is paid to any of the Non- Executive Directors.

## ANNEXURE – B (Contd.)

### C. Details of Remuneration to Directors:

#### 1. Remuneration to Executive Directors for the FY 2021-22:

The details of remuneration paid to Executive Directors during the Financial Year ended March 31, 2022 are as follows:

(₹ in Lakhs)

S. No.	Name of the Directors	Designation	Salary	Perquisites & Allowances	Statutory and other contribution	Commission	Total
1	Mr D.K. Jain	Executive Chairman	126.00	1.57	14.40	426.46	<b>568.43</b>
2	Mr Anmol Jain	Managing Director	126.00	14.65	-	170.28	<b>310.93</b>

#### 2. Remuneration to Non-Executive Directors for the FY 2021-22:

(₹ in Lakhs)

S. No.	Name of the Directors	Designation	Commission	Sitting Fees
1	Mr Deepak Jain	Non-Executive Director	87.94	-
2	Mr Sanjay Mehta	Non-Executive Director	-	-
3	Mr Avinash Parkash Gandhi	Non-Executive Independent Director	-	7.60
4	Mr Arun Kumar Malhotra	Non-Executive Independent Director	-	8.00
5	Mr Roop Salotra	Non-Executive Independent Director	-	8.00
6	Mr Milap Jain	Non-Executive Independent Director	-	7.60
7	Mrs Diviya Chanana	Non-Executive Independent Director	-	3.20

### D. Service Contracts, Notice Periods, Severance Fees:

The service contracts, notice period and severance fees are not applicable to Executive Directors, Non-Executive or Independent Directors. The term and tenure of appointment of all the Directors are governed through Board Resolutions which are subject to Shareholders Approval in the General Meetings of the Company.

### E. Stock Options Details, if any:

No Stock Options have been granted to any Directors during the FY 2021-22.

## 5. GENERAL BODY MEETINGS

### A. The details of Annual General Meeting (AGMs) held in the last three years are as follows:

Financial Year	Date	Time	Location
2018-19	August 23, 2019	03:00 P.M.	Air Force Auditorium, Subroto Park, New Delhi-110010
2019-20	August 28, 2020	03.00 P.M.	2 <sup>nd</sup> Floor, Harbans Bhawan -II, Commercial Complex, Nangal Raya, New Delhi -110046 (through Video Conferencing)
2020-21	August 31, 2021	03.00 P.M.	2 <sup>nd</sup> Floor, Harbans Bhawan -II, Commercial Complex, Nangal Raya, New Delhi -110046 (through Video Conferencing)



## ANNEXURE – B (Contd.)

### B. Details of Special Resolutions passed in previous three Annual General Meetings (AGM):

#### I. AGM held on August 23, 2019

- No Special resolution was passed at the Meeting.

#### II. AGM held in August 28, 2020

- Approval of the proposal for the continuation of directorship of Mr Kanchan Kumar Gandhi (DIN: 08165876), Non-Executive and Independent Director.
- Approval of Remuneration being paid to Mr Deepak Jain (DIN: 00004972), Non-Executive Director.
- Approval of the fees or compensation payable to Executive Director - Mr D. K. Jain (DIN: 00085848), Chairman.
- Approval of the fees or compensation payable to Executive Director - Mr Anmol Jain (DIN: 00004993), Managing Director.

#### III. AGM held on August 31, 2021

- No Special resolution was passed at the Meeting.

### C. Special Resolution passed last year through Postal Ballot:

The details of Special Resolution passed last year through Postal Ballot:

#### I. Date of Notice of Postal Ballot: November 11, 2021

Voting Period: November 29, 2021 to December 28, 2021

Date of Approval: December 28, 2021

Date of Declaration of Results: December 29, 2021

<b>Item No. 1: Approval of Material Related Party Transactions with Lumax Industries Limited.</b>				
<b>Number of Votes Polled</b>	<b>Number of Votes in Favour</b>	<b>Number of Votes Against</b>	<b>% of Votes in favour on Votes Polled</b>	<b>% of Votes against on Votes Polled</b>
1,52,30,003	1,52,15,372	14,631	99.9039	0.0961
<b>Item No. 2: Approval of Remuneration being paid to Mr Deepak Jain (DIN: 00004972), Non-Executive Director</b>				
<b>Number of Votes Polled</b>	<b>Number of Votes in Favour</b>	<b>Number of Votes Against</b>	<b>% of Votes in favour on Votes Polled</b>	<b>% of Votes against on Votes Polled</b>
1,52,22,003	1,40,38,682	11,83,321	92.2262	7.7738

### D. Person who conducted the Postal Ballot exercise:

Mr Maneesh Gupta, Practicing Company Secretary, (FCS: 4982) was appointed as the Scrutinizer for conducting the Postal Ballot/ remote e-voting process in accordance with the Act and the Companies (Management and Administration) Rules, 2014 in a fair and transparent manner.

### E. Special Resolution proposed to be conducted through Postal Ballot:

There are no Special Resolutions proposed to be conducted through Postal Ballot.

### F. Procedure of Postal Ballot:

In Compliance with the provisions of Section 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 the Company completed the dispatch of Postal Ballot Notice on November 27, 2021

through e-mails to the Shareholders whose names appeared in the register of shareholders/list of beneficiaries as on cut-off date i.e. November 19, 2021. The Company also published a notice in the newspapers intimating completion of dispatch of notice and providing other informations as mandated under the Act and applicable rules.

Further, Company had engaged the services of National Securities Depository Limited (NSDL) for providing the e-voting platform for its members to enable them to cast their votes electronically on the resolutions as set out in the Notice of Postal Ballot.

Mr Maneesh Gupta, Scrutinizer, submitted his report on the result of Postal Ballot on December 29, 2021. Further, in the absence of the Chairman, Mr Anil Tyagi, Company Secretary of the Company, after completion of the due scrutiny and verification announced the result of Postal Ballot on

## ANNEXURE – B (Contd.)

December 29, 2021 at the Registered Office of the Company. The said results of postal ballot/e-voting were placed on the website of the Company at <https://www.lumaxworld.in/lumaxautotech>, and also communicated to Stock Exchanges, Depository and its Registrar and Share Transfer Agent.

For further details on the above the Shareholders may visit <https://www.lumaxworld.in/lumaxautotech/postal-ballot.html>

### 6. CODE OF CONDUCT

The Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct on annual basis. The Annual Report contains a declaration to this effect signed by the Chief Executive Officer of the Company. The Code of Conduct is also available on the website of Company under the web link <https://www.lumaxworld.in/lumaxautotech/corporategovernance.html>

### 7. MEANS OF COMMUNICATION

In compliance with Regulation 46 of the Listing Regulations, the Company's website, <https://www.lumaxworld.in/lumaxautotech> contains a dedicated functional segment, named 'INVESTORS' where all the information meant for the Shareholders is available, including information on Directors, shareholding pattern, quarterly reports, financial results, annual reports, press releases, details of unpaid/unclaimed Dividends and various policies etc. of the Company.

#### A. Financial Results (Quarterly/Annual), Newspapers wherein Results are normally published and Website where displayed:

- Financial Results: Pursuant to Regulation 33 of Listing Regulations, the Company has regularly furnished the quarterly unaudited as well as annual audited financial results to the Stock Exchanges i.e. BSE & NSE within the prescribed timeline.
- Results Publication: The Quarterly/ Yearly Results of the Company are published in leading and widely circulated English dailies viz. (1) The Financial Express - All Editions (English) (2) Jansatta – New Delhi Edition (Hindi).
- Website: The Company's results are displayed on the Company's website at <https://www.lumaxworld.in/lumaxautotech>

and the websites of the Stock Exchanges i.e. BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE).

#### B. Official News Releases/Conference Calls with Investors:

All official news releases, invitations and transcript of the Analyst/ Investor conference call are posted on the website of the Company at <https://www.lumaxworld.in/lumaxautotech> under the section of Investors and simultaneously disseminated to the Stock Exchanges viz. BSE and NSE.

#### C. Presentations made to Institutional Investors or to the Analysts:

Detailed presentations are made to the investors of Company and the same is hosted on the Company's website at <https://www.lumaxworld.in/lumaxautotech> and also disseminated to the Stock Exchanges viz. BSE and NSE.

#### D. Website:

The Company's website is a comprehensive reference on Lumax's Management, Vision, Mission, Policies, Corporate Governance, updates and news etc.

#### E. Stock Exchange:

The Company makes timely disclosure of all necessary information to BSE and NSE in terms of the Listing Regulations and other rules and regulations issued by the SEBI from time to time.

#### BSE Corporate Compliance & Listing Centre (the Listing Centre)

BSE's Listing Centre is a web-based application designed for corporates. All periodical as well as event based compliances filings like shareholding pattern, corporate governance report, media releases etc. are filed electronically on the Listing Centre.

#### NSE Electronic Application System (NEAPS)

The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance as well as filings like Shareholding Pattern, Corporate Governance Report, Media Releases etc. are filed electronically on NEAPS.

#### F. Reminders/Correspondences with Investors:

The periodical reminders regarding unclaimed shares/dividend, e-mail registrations, Notice of General Meetings or any other information is communicated and dispatched to Shareholders.

## ANNEXURE – B (Contd.)

### 8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report forms part of the Directors Report.

### 9. GENERAL SHAREHOLDERS INFORMATION

- A. Annual General Meeting** : The 41st Annual General Meeting is scheduled as under  
 Day : Friday  
 Date : July 22, 2022  
 Time : 02:30 p.m. (IST)  
 Venue/ Mode: The Company is conducting meeting through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") pursuant to the MCA Circulars.  
 For details please refer to the Notice of AGM.
- B. Date of Book Closure** : **Tuesday, July 12, 2022 to Friday, July 22, 2022 (both days inclusive)**
- C. Registered Office** : Lumax Auto Technologies Limited  
 2nd Floor, Harbans Bhawan-II, Commercial Complex,  
 Nangal Raya, New Delhi- 110046
- D. Financial Year** : April 01 to March 31

#### E. For the FY 2021-22 results were announced on:

Approval of Quarterly Results Ended	Date
June 30, 2021	August 11, 2021
September 30, 2021	November 11, 2021
December 31, 2021	February 09, 2022
March 31, 2022 (Audited Annual Accounts)	May 12, 2022

#### F. Provisional Calendar for FY 2022-23:

Approval of Quarterly Results Ended	Tentative Calendar*
June 30, 2022	On or before August 14, 2022
September 30, 2022	On or before November 14, 2022
December 31, 2022	On or before February 14, 2023
March 31, 2023 (Audited Annual Accounts)	On or before May 30, 2023

\*Within 45/60 days of the end of the Quarter/year, as per the Listing Regulations.

#### G. Dividend & Dividend Payment Date

Dividend @ 175% which is ₹ 3.50/- per equity share of ₹ 2/- each has been recommended by the Board in their Meeting held on May 12, 2022 for the FY 2021-22, which is subject to the approval of the Shareholders at the ensuing Annual General Meeting.

For Demat Shareholders and Physical Shareholders who have opted for NECS/ECS, Dividend Amount of ₹ 3.50/- per share will be credited directly to their respective bank accounts through NECS/ECS, wherever such facilities are available after the declaration of dividend in the AGM. For others, Dividend Warrants/Demand Drafts will be posted on or before August 20, 2022 (tentative).

## ANNEXURE – B (Contd.)

### H. Name and Address of Stock Exchange where Company's Equity are listed:

Stock Exchange	Scrip Code
<b>BSE Limited (BSE)</b> Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	532796
<b>National Stock Exchange of India Limited (NSE)</b> Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.	LUMAXTECH

The ISIN of the Company is INE872H01027.

### I. Listing Fees

The Listing Fees for the FY 2022-23 has been paid to both BSE Limited and National Stock Exchange of India Limited within the prescribed time limits.

### J. Market price data – High and Low during each month in last Financial Year:

The monthly High and Low Prices of the Shares of the Company Listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are as follows:

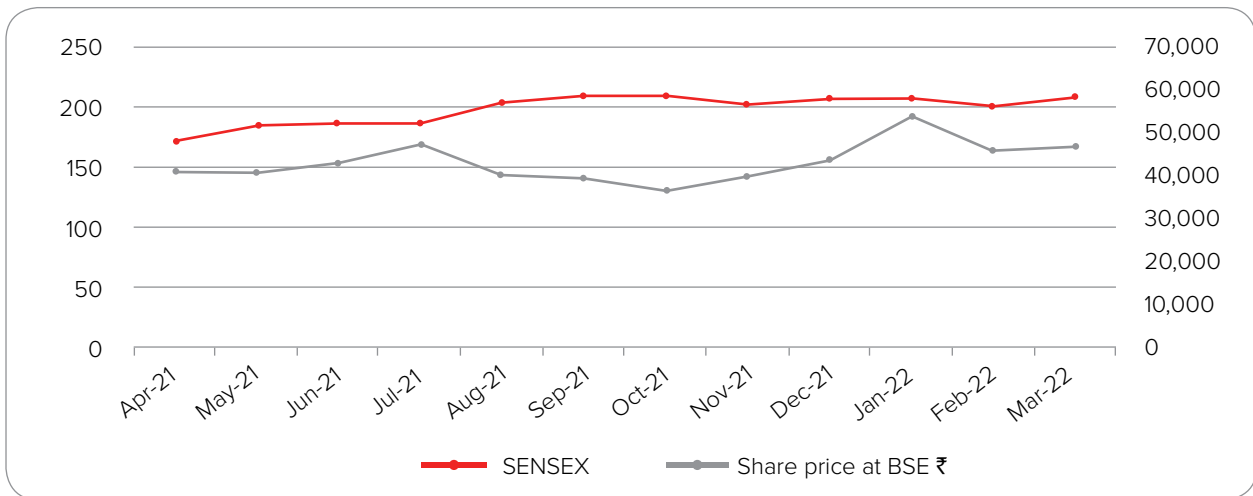
Month	BSE		NSE	
	Share Price		Share Price	
	High	Low	High	Low
	(₹)	(₹)	(₹)	(₹)
April, 2021	174.00	143.70	152.90	145.00
May, 2021	155.00	130.00	146.70	144.15
June, 2021	164.50	142.45	156.80	152.05
July, 2021	181.40	151.00	172.30	165.00
August, 2021	171.10	131.35	147.00	142.25
September, 2021	146.55	130.35	144.75	139.40
October, 2021	155.00	128.85	132.20	128.65
November, 2021	158.70	128.10	147.30	141.00
December, 2021	166.50	141.00	160.50	154.05
January, 2022	209.45	157.55	199.50	190.50
February, 2022	207.00	157.00	166.85	159.00
March, 2022	187.45	156.45	173.00	166.00

Stock Performance vis - a - vis S&P CNX Nifty in graphical manner and Monthly Closing Share Price on BSE & NSE from April 2021 to March 2022 is given below:

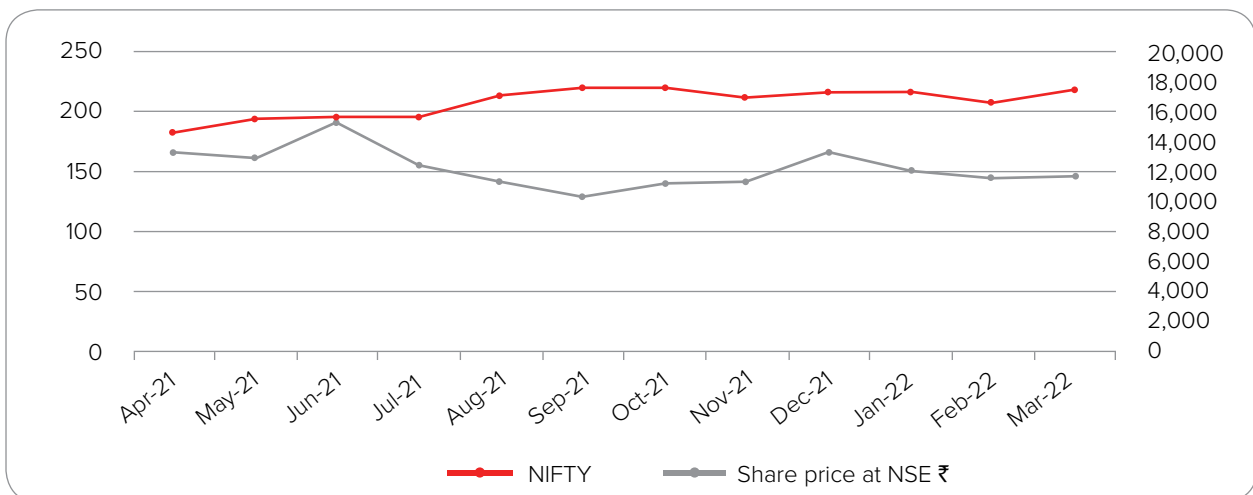
MONTH	BSE (₹)	SENSEX	NSE (₹)	NIFTY
April, 2021	146.40	48,782.36	146.80	14,631.10
May, 2021	146.00	51,937.44	145.55	15,582.80
June, 2021	152.45	52,482.71	152.35	15,721.50
July, 2021	168.10	52,586.84	167.95	15,763.05
August, 2021	143.10	57,552.39	142.70	17,132.20
September, 2021	140.05	59,126.36	140.05	17,618.15
October, 2021	129.85	59,306.93	129.80	17,671.65
November, 2021	142.15	57,064.87	141.60	16,983.20
December, 2021	156.05	58,253.82	156.30	17,354.05
January, 2022	191.60	58,014.17	191.85	17,339.85
February, 2022	163.55	56,247.28	163.30	16,793.90
March, 2022	167.30	58,568.51	167.55	17,464.75

## ANNEXURE – B (Contd.)

### PRICE MOVEMENT AT BSE AND SENSEX



### PRICE MOVEMENT AT NSE AND NIFTY



**K. In case the securities are suspended from trading, the Boards' Report shall explain the reason thereof:**

The trading in the equity shares of the Company was not suspended at any point of time during the year.

**L. Registrar and Share Transfer Agent (For Physical as well as for Demat Segment)**

<b>Address</b>	Bigshare Services Private Limited, 1st Floor, Bharat Tin works building, Opp. Vasant Oasis Apartments, Makwana Road, Marol, Andheri East, Mumbai -400059.
<b>Tel</b>	+91-22-62638200
<b>Fax</b>	+91-22-62638299
<b>Email</b>	vinod.y@bigshareonline.com
<b>Website</b>	www.bigshareonline.com

**M. Share Transfer System**

All work related to Share Registry, both in physical form as well as electronic form, is handled by the Company's Registrar and Share Transfer Agent. The Company has appointed Bigshare Services Private Limited as the Registrar & Share Transfer Agent.

There were no shares transferred/transmitted during the FY 2021-22.

## ANNEXURE – B (Contd.)

### N. Reconciliation of Share Capital Audit

As stipulated by SEBI, Reconciliation of Share Capital Audit was carried out by the Practicing Company Secretary in every quarter to reconcile the total admitted capital with NSDL and CDSL and available in Physical form. The same reports were also submitted to BSE and NSE by the Company in every quarter. The audit confirms that the total issued / paid-up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

### O. Distribution of Shareholding as on March 31, 2022

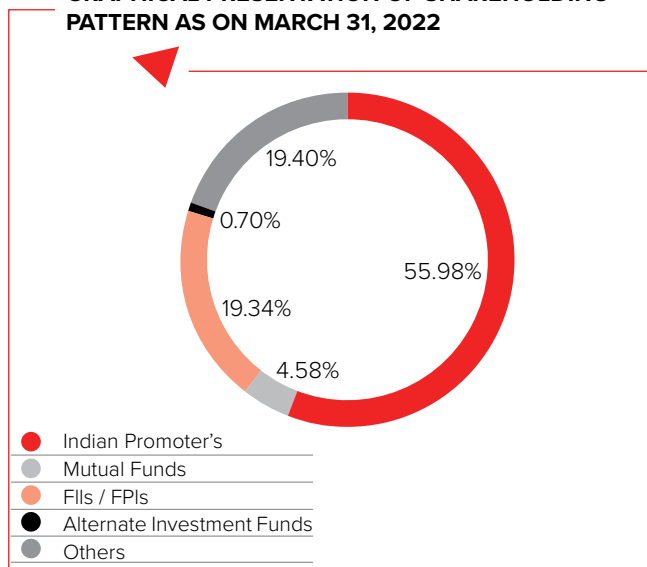
Range of Shares		No. of Shareholders	% of Shareholders	No. of Shares	% of total
1	5,000	24,602	97.18	47,31,796	6.94
5,001	10,000	353	1.39	13,07,204	1.92
10,001	20,000	176	0.70	13,21,234	1.94
20,001	30,000	54	0.21	6,75,245	0.99
30,001	40,000	31	0.12	5,44,446	0.80
40,001	50,000	19	0.08	4,33,231	0.63
50,001	1,00,000	37	0.15	12,65,593	1.86
1,00,001	& above	44	0.17	5,78,78,956	84.92
<b>Total</b>		<b>25,316</b>	<b>100.00</b>	<b>6,81,57,705</b>	<b>100.00</b>

### P. Shareholding Pattern of the Company as on March 31, 2022

Category	Number of shares held	% age of shareholding
<b>A. Promoters' holding</b>		
<b>1. Promoters</b>		
i Indian Promoters	3,81,54,430	55.98
ii Foreign Promoters	-	-
<b>2. Persons acting in concert</b>	-	-
<b>SUB – TOTAL (A)</b>	<b>3,81,54,430</b>	<b>55.98</b>
<b>B. Non-Promoters Holding</b>		
<b>3. Institutional Investors</b>		
i Mutual Funds	31,22,342	4.58
ii FIs/FPIs	1,31,82,907	19.34
iii Alternate Investment Funds	4,78,606	0.70
<b>SUB – TOTAL (B3)</b>	<b>1,67,83,855</b>	<b>24.62</b>
<b>4. Others:-</b>		
i Bodies Corporate & Clearing Member	11,35,792	1.67
ii Indian Public	1,03,38,794	15.17
iii NRIs	10,07,562	1.48
iv IEPF	9,871	0.01
v HUF	7,27,401	1.07
<b>SUB – TOTAL (B4)</b>	<b>1,32,19,420</b>	<b>19.40</b>
<b>SUB – TOTAL (B) [B3 + B4]</b>	<b>3,00,03,275</b>	<b>44.02</b>
<b>GRAND TOTAL (A+B)</b>	<b>6,81,57,705</b>	<b>100.00</b>

## ANNEXURE – B (Contd.)

### GRAPHICAL PRESENTATION OF SHAREHOLDING PATTERN AS ON MARCH 31, 2022



#### Q. Dematerialization of Shares and Liquidity

The shares of the Company are available for trading in the Dematerialized Form under both the Depository Systems in India - with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's shares are liquid and are actively traded on Stock Exchanges.

#### Status of Dematerialization and Liquidity as on March 31, 2022

##### Dematerialization:

Category	Number of Shares
Shares in Demat mode with NSDL	6,24,03,558
Shares in Demat mode with CDSL	57,54,132
Shares in Physical mode	15
<b>Total</b>	<b>6,81,57,705</b>

##### Liquidity:

The Number of Shares of the Company traded in the Stock Exchanges for the FY 2021-22 is given below:

Particulars	BSE	NSE	Total
Number of Shares Traded	57,89,512	4,82,84,043	5,40,73,555
% of Total Equity	8.50	70.84	79.34

#### R. Outstanding GDR's/ADR's/Warrants or any convertible Instrument, Conversion Date and Likely impact on Equity

There are no convertible instruments which could result in increasing the equity capital of the Company and the Company has not issued any GDR/ADR/FCCB etc.

#### S. Commodity price risk or foreign exchange risk and hedging activities:

In order to manage the Company's Foreign Exchange Exposure, the Company has in place an appropriate mechanism for management of Corporate Foreign Exchange Risk by defining its exposures, measuring them and defining appropriate actions to control this risk. The same is reviewed by the management during the year at appropriate time and placed before Board of Directors. The intent of this mechanism is to minimize the impact on Financial Statements due to fluctuation in Foreign Currency Exchange Rates. During the period, it deliberated across the team to mitigate the forex loss and cope with commodity price risk.

The Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing in shares in Dematerialized form.

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant (DP)
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar & Share Transfer Agents.
- Registrar & Share Transfer Agents will process the DRF and confirm or reject the request to DP.
- Upon confirmation of request, the Shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

## ANNEXURE – B (Contd.)

### T. Plant Locations of the Company as on March 31, 2022

The Company has following manufacturing units:

S. No.	Plant Locations
1	W-230-E, 'S' Block, M.I.D.C. Bhosari, Pune, Maharashtra
2	Gat No. 156/1, Mahalunge, Chakan, Pune, Maharashtra
3	B - 14/3 , M.I.D.C., Waluj, Industrial Area, Aurangabad, Maharashtra
4	Sy. No. 334, 366 & 367, Bellur Village, Narsapura Hobli, Kolar, Bengaluru, Karnataka
5	K-76, M.I.D.C., Waluj, Industrial Area, Aurangabad, Maharashtra
6	Plot No. 164-165, Sector-5, IMT Manesar, Gurugram, Haryana
7	Plot No. 12, Sector- 10, IIE Pantnagar, District Udham Singh Nagar, Uttarakhand
8	Plot No. 9, 10, 23-25, Gat No. 53, Sahajapur, Aurangabad, Maharashtra
9	Plot no. G8, G Block, Chakan Industrial area, Phase III, village Kuruli, Tehsil Khed, District Pune, Maharashtra
<b>Marketing/ Trading Division</b>	
10	Plot No. 2, Industrial Estate, Udyog Vihar, Phase IV, Gurugram, Haryana
11	Khasra No. 25/12/2,18,23,19, Revenue Estate, Vill. Khawaspur, Jamalpur, Main Pataudi Road, Gurugram- 122503, Haryana

### U. Address for Investors Correspondence:

All queries of investors regarding the Company's shares in Physical/Demat form may be sent either to the Registrar & Share Transfer Agent or to the Secretarial Department of the Company at the following address:

<b>The Registrar and Share Transfer Agent</b>	
Address	Bigshare Services Private Limited 1st Floor, Bharat Tin works building, Opp. Vasant Oasis Apartments, Makwana Road, Marol, Andheri East, Mumbai -400059.
Tel	+91-22-62638200
Fax	+91-22-62638299
Email	vinod.y@bigshareonline.com
Website	<a href="http://www.bigshareonline.com">www.bigshareonline.com</a>
<b>The Company</b>	
Address	Lumax Auto Technologies Limited 2nd Floor, Harbans Bhawan- II, Commercial Complex, Nangal Raya, New Delhi- 110046
Tel	+91-11-49857832
Email	shares@lumaxmail.com
Website	<a href="http://www.lumaxworld.in/lumaxautotech">www.lumaxworld.in/lumaxautotech</a>



## ANNEXURE – B (Contd.)

**V. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit program or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:**

During the year under review, the Company had obtained the Credit Ratings from CRISIL which are as follows:

1. Long Term Rating - CRISIL A+/ Positive
2. Commercial Paper - CRISIL A1+

The Company does not have any fixed deposit program or any scheme or proposal involving mobilization of Funds in India or abroad. There were no revision/changes in the aforesaid ratings issued by CRISIL.

**W. Unclaimed/Unpaid Dividends and Shares:**

Pursuant to the provisions of Section 124 & 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Authority"), the Dividend which remains unclaimed/unpaid for a period of 7 years from the date of transfer to the Unpaid Dividend Account shall be transferred to Investor Education and Protection Fund (IEPF). Further, all shares for which Dividend has not been claimed/paid for seven (7) consecutive years shall also be transferred to the Demat Account of IEPF Authority.

The Company had sent notices to all Shareholders whose shares were due to be transferred to IEPF and the newspaper advertisement with respect to same was also published. During the FY 2021-22 ₹ 1,54,302/- of unclaimed/unpaid Dividends and 2,631 equity shares were transferred to the IEPF Authority.

Further, the Unclaimed Dividend for the FY 2014-15 shall become transferable to the IEPF by September 27, 2022. The Company will issue a notice in the newspapers and will also issue the letters to the concerned Shareholders, whose Dividend/Shares are liable to be transferred to IEPF, in compliance with the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time. Members who have not encashed their Dividend for the FY 2014-15 and onwards are therefore, requested to make their claims to the Company immediately.

The Company Secretary has been appointed as Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company.

### 10. OTHER DISCLOSURES

**A. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:**

- There were no transaction of significant material nature by Company that have a potential conflict with the interest of Company at large.
- During the FY 2021-22, all the transactions entered into were in the normal course of business and at arms' length basis. The said transactions are reported as the Related Party Transactions in the Annual Accounts.
- However, as per Section 188 of the Act read with Regulation 23 of Listing Regulations, the Related Party Transactions which fall under the definition of 'Materiality' have been disclosed in the **Annexure - C i.e. Form AOC-2**.

The Audit Committee is briefed with all Related Party Transactions (material & non-material) undertaken by the Company on quarterly basis.

**B. Details of non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years**

On November 06, 2019, a fine of ₹ 10,000 was imposed on the Company by Stock Exchange for non-compliance of Regulation 44(3) of Listing Regulations which was duly paid by the Company.

**C. Details of establishment of vigil mechanism/ whistle blower policy, and affirmation that no personnel has been denied access to the Audit Committee**

Under the Vigil Mechanism, the Company has provided a platform to Directors and employees to raise concerns regarding any irregularity, misconduct or unethical matters/dealings which have a negative bearing on the organization either financially or otherwise.

The Company has a robust Whistle Blower Policy to enable its Directors and Employees to report to the Management their concerns about unethical

## ANNEXURE – B (Contd.)

behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Company promotes a favourable environment for employees to have an open access to the respective functional Heads, Executive Directors, Chairman and Managing Director, so as to ensure ethical and fair conduct of the business of the Company.

Further, during the year, no individual was denied access to the Audit Committee for reporting concerns.

### D. Details of compliance with mandatory requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has fully complied with all the mandatory requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Adoption of Non - mandatory Requirements in adherence with Regulation 27(1) of Listing Regulations:

The Company has voluntarily complied with following non-mandatory requirements:

- (i) During the year under review, there is no Audit qualifications on the Company's Financial Results.

The Company continues to adopt best practices to ensure regime of Unmodified Opinion.

- (ii) The Internal Auditors have direct access to the Audit Committee and the Internal Auditors presents their Audit Observations to the Audit Committee of Board.

### E. Web link where policy for determining 'material' subsidiaries is disclosed

The policy for determining 'material' subsidiaries is disclosed on the website of the Company at <https://www.lumaxworld.in/lumaxautotech> and the web link of the same is <https://www.lumaxworld.in/lumaxautotech/policies.html>.

### F. Web link where policy on dealing with related party transactions is disclosed

The Board approved policy on related party transactions can be accessed on <https://www.lumaxworld.in/lumaxautotech/pdf/related-party-transaction-policy.pdf>.

### G. Commodity price risk or foreign exchange risk and hedging activities:

In order to manage the Company's Foreign Exchange Exposure, the Company has in place an appropriate mechanism for management of Corporate Foreign Exchange Risk by defining its exposures, measuring them and defining appropriate actions to control this risk. The intent of this mechanism is to minimize the Financial impact of fluctuating Foreign Currency Exchange Rates.

### H. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

The Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement basis of which disclosure to be made under Regulation 32 (7A) of Listing Regulation.

### I. A Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the Board/Ministry of Corporate Affairs or any such statutory authority is enclosed with this report.

A certificate from Mr. Maneesh Gupta, Practising Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI/MCA or any such Statutory Authority forms part of this Report.

Mrs Diviya Chanana an Independent Director of the Company resigned from the Board of the Company w.e.f. May 10, 2022 due to the reason of not being able to comply with the requirements of Section 149 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

### J. Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant Financial Year, the same to be disclosed along with reasons thereof

There has been no such incidence where the Board has not accepted the recommendation of any Committees of the Board during the year under review.

## ANNEXURE – B (Contd.)

- K. Details of all the Fees for all the services paid to M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company i.e. LATL and Subsidiaries of the Company namely, Lumax Cornaglia Auto Technologies Private Limited (“LCAT”), Lumax Yokowo Technologies Private Limited (“LYTL”) and Lumax Alps Alpine India Private Limited (LAIPL) on a Consolidated basis during the Financial Year ended March 31, 2022**

(₹ in Lakhs)

S. No.	Particulars	Fees Paid			
		LATL	LCAT	LYTL	LAIPL
1	Statutory Audit	30.75	3.50	3.00	4.00
2	Limited Review	9.00	-	-	-
3	Tax Audit	1.75	-	-	-
4	Out of Pocket Expenses	2.55	-	-	-
5	Other Services	0.50	-	-	-
	<b>Total</b>	<b>44.55</b>	<b>3.50</b>	<b>3.00</b>	<b>4.00</b>

- L. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

S. No.	Particulars	Number of Complaints
1	Number of Complaints filed during the Financial Year	NIL
2	Number of Complaints disposed off during the Financial Year	NIL
3	Number of Complaints pending as on end of the Financial Year	NIL

- M. Disclosure by the Company and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested**

Details of Loan/Advances made by Company to its Subsidiaries during the FY 2021-22.

S. No.	Name of Firms/Companies	Interest of Directors	Amount of Loans and advances (₹ in Lakhs)
1	Lumax FAE Technologies Pvt. Ltd. (LFAE)	Mr. Anmol Jain is Director on the Board of LFAE	100
2	Lumax Ituran Telematics Pvt. Ltd. (LITPL)	Mr. Anmol Jain and Mr. Deepak Jain are Directors on the Board of LITPL	275

**11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED:**

The Company is fully compliant with all the requirements of Corporate Governance Report as stated in sub paras (2) to (10) of Schedule V of Listing Regulations.

**12. DISCLOSURE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED**

(i) **The Board:** The Chairman of the Company is of Executive category, hence the requirement of maintaining a Chairperson’s office at the Company’s expense and reimbursement of expenses incurred in performance of his duties does not apply.

(ii) **Shareholder Rights:** Quarterly Financial Statements are published in newspapers and uploaded on Company’s website to be accessible by Shareholders.

(iii) **Modified opinion(s) in audit report:** During the year under review, there is no Audit qualifications on the Company’s Financial Results. The Company continues to adopt best practices to ensure regime of Unmodified Opinion.

(iv) **Reporting of Internal Auditor:** M/s Deloitte Touche Tohmatsu India LLP was the Internal Auditor of the Company for the the Financial Year 2021-22.

Further, for the Financial Year 2022-23, M/s Grant Thornton Bharat LLP has been appointed as Internal Auditors of the Company by the Board

## ANNEXURE – B (Contd.)

of Directors in its Meeting held on May 12, 2022. The Internal Auditors have direct access to the Audit Committee and separate meeting of Audit Committee are held wherein Internal Auditors present their Audit Observations to the Audit Committee of the Board.

### 13. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) AND (T) OF SUB-REGULATION (2) OF REGULATION 46

The Company has complied with all the requirements of Corporate Governance as follows:

- Regulations 17 to 20 and 22 to 27;
- Clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46; and
- Para C, D and E of Schedule V

### 14. DECLARATION SIGNED BY THE CHIEF EXECUTIVE OFFICER STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Company has a Code of Conduct for its Board and Senior Management as per Listing Regulations and the same is also available at the Company's website. The Company has obtained compliance certificates from all the Board Members and Senior Management Personnel

affirming the compliance of Code of Conduct during the FY 2021-22.

A declaration to that effect, signed by the Chief Executive Officer is attached and forms part of this Report.

The Company has formulated a Code of Conduct for prevention of Insider Trading in the Shares of the Company in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

### 15. COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Compliance Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance forms an integral part of this Report.

### 16. CEO AND CFO CERTIFICATE

The Chief Executive Officer and the Chief Financial Officer have furnished the requisite certificate to the Board of Directors on the Financial Statements pursuant to Regulation 17(8) of the Listing Regulations which forms part of this Report.

### 17. UNCLAIMED SUSPENSE ACCOUNT

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, the Company reports the following details in respect of the equity shares lying in the suspense account during the Financial Year 2021-22:

Particulars	Number of Shareholders	Number of Shares
Aggregate number of shareholders and outstanding shares at the beginning of the year i.e. as on April 01, 2021	-	-
Number of shareholders who approached for issue/transfer of Shares during the FY 2021-22	-	-
Number of shareholders to whom shares were issued/ transferred	-	-
Transfer to IEPF	-	-
Aggregate number of shareholders and the Outstanding shares lying at the end of the year i.e. March 31, 2022	-	-

## ANNEXURE – B (Contd.)

### 18. IMPORTANT INFORMATION FOR SHAREHOLDERS

#### A. Nomination Facility

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, read with the Companies (Share Capital and Debentures) Amendment Rules, 2015 are requested to submit to the Company nomination in the prescribed Form SH-13 for this purpose.

#### B. Updation of Shareholders Information

Shareholders holding shares in physical form are requested to notify the changes to the Company/ its RTA, promptly by a written and duly signed request and Shareholders holding shares in electronic form are requested to send their instructions directly to their Depository Participants (DPs).

It is further informed that the Company had intimated its members pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 that the members holding Physical shares are mandatorily required to update their PAN, KYC details and Nomination details with the Registrar and Share Transfer Agent of the Company i.e. Bigshare Services Private Limited by March 31, 2023.

On Non-submission of the said documents, such folios shall be frozen by RTA on or after April 01, 2023 in the following manner, as per the directive issued by SEBI:

- a. Folios wherein any one of the said document/ details are not available on or after April 01, 2023, shall be frozen by the RTA and you will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend in physical mode.
- b. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
- c. Shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhaar by March 31, 2022 or any other date as may be specified by the Central Board of Direct Taxes to avoid freezing of folio. In view of the above, Shareholders holding

shares in physical form are requested to furnish valid PAN, KYC details and Nomination immediately to the Company/RTA in the required forms viz. Form ISR-1, ISR-2, ISR-3, SH-13 and SH-14.

#### C. Mandatory Requirement for Dematerialization of Shares

As per SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018, the requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the Dematerialized Form with the depositories. Therefore, the Shareholders are requested to immediately take action to dematerialize their Equity Shares of the Company.

#### D. Permanent Account Number (PAN).

Attention is drawn that the Shareholders holding shares in the physical form are mandatorily required to furnish copy of PAN Card in the following cases:

- i) Legal heirs'/Nominees' PAN Cards for transmission of shares,
- ii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
- iii) Joint holders' PAN Cards for transposition of shares

#### E. Mandatory transfer/transmission transposition of shares in dematerialized mode

Transfer, Transmission, transposition, dematerialisation of shares and all other investor related matters are attended to and processed by the Company's RTA.

In terms of requirements of Regulation 40 of the Listing Regulations, the request for transfer of securities shall not be processed unless the securities are held in the dematerialised form with Depositories. Further, the request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated the listed entities

## ANNEXURE – B (Contd.)

to issue securities for the following service requests only in dematerialised form:

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal/ Exchange of securities certificate;
- iv. Endorsement;
- v. Sub-division/Splitting of securities certificate;
- vi. Consolidation of securities certificates/folios;
- vii. Transmission; and
- viii. Transposition.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

**Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:**

Due to the spread of pandemic COVID-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses

registered by following the procedure given below:

1. Those shareholders who have not registered their mail address and mobile no. including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited in case the shares held in physical form.
2. Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by sending the email at [vinody@bigshareonline.com](mailto:vinody@bigshareonline.com).
3. Shareholders may also visit the website of the Company <https://www.lumaxworld.in/lumaxautotech> for downloading the Annual Report and Notice of the e-AGM.
4. Alternatively member may send an e-mail request at the email id [vinody@bigshareonline.com](mailto:vinody@bigshareonline.com) or [shares@lumaxmail.com](mailto:shares@lumaxmail.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of e-AGM and the e-voting instructions.

### CERTIFICATE ON COMPLIANCE OF CODE OF CONDUCT BY BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

I, Vikas Marwah, Chief Executive Officer of the Company hereby certify that the Board of Directors and the Senior Management Personnel have affirmed compliance of the Code of Conduct of the Company for the Financial Year 2021-22.

Place : Gurugram  
Date : May 12, 2022

**Vikas Marwah**  
Chief Executive Officer

## ANNEXURE – B (Contd.)

### LUMAX AUTO TECHNOLOGIES LIMITED

#### CEO and CFO Certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- a. We certify to the Board that we have reviewed Financial Statements and Cash Flow Statement for the year ended March 31, 2022 and that to the best of our knowledge and belief;
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies, if any.
- d. We have indicated to the Auditors and the Audit Committee
- (i) significant changes in internal control over financial reporting during the year, if any;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and
  - (iii) There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Ashish Dubey**

Chief Financial Officer

Place : Gurugram

Date : May 12, 2022

**Vikas Marwah**

Chief Executive Officer

Place : Gurugram

Date : May 12, 2022

## ANNEXURE – B (Contd.)

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to clause 10 of Part C of Schedule V read with Regulation 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

#### **Lumax Auto Technologies Limited**

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

I/We have examined the relevant records, forms, returns and disclosures received from the Directors of Lumax Auto Technologies Limited having CIN L31909DL1981PLC349793 and having registered office at 2nd Floor, Harbans Bhawan-II, Commercial Complex, Nangal Raya, New Delhi-110046 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Further, it is informed that Mrs Diviya Chanana has given her resignation w.e.f. May 10, 2022 from the post of the Independent Director of the Company due to the reason of not being able to comply with the requirements of Section 149 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Ensuring the eligibility of the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Maneesh Gupta**

FCS No. 4982

C P No. 2945

UDIN: F004982D000301696

Place : New Delhi

Date : May 11, 2022



## ANNEXURE – B (Contd.)

### Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

#### The Members of Lumax Auto Technologies Limited

1. The Corporate Governance Report prepared by Lumax Auto Technologies Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2022 as required by the Company for annual submission to the Stock exchange.

#### Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

#### Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:

- i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
- ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
- iii. Obtained and read the Register of Directors as on March 31, 2022 and verified that atleast one independent woman director was on the Board of Directors throughout the year;
- iv. Obtained and read the minutes of the following committee meetings/other meetings held between April 01, 2021 to March 31, 2022:
  - (a) Board of Directors;
  - (b) Audit Committee;
  - (c) Annual General Meeting (AGM);
  - (d) Nomination and Remuneration Committee;
  - (e) Stakeholders Relationship Committee;
  - (f) Independent Director Meeting;
  - (g) Corporate Social Responsibility Committee; and
  - (h) Risk Management Committee.
- v. Obtained necessary declarations from the directors of the Company.
- vi. Obtained and read the policy adopted by the Company for related party transactions.
- vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
- viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

## ANNEXURE – B (Contd.)

8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

### Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 4 above.

### Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Amit Yadav**

Partner

Membership Number: 501753

UDIN: 22501753AIVZYZ1365

Place of Signature: Gurugram

Date: May 12, 2022