NOTICE OF 45TH ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-Fifth (45th) Annual General Meeting ("AGM") of the Members of **Lumax Industries Limited** ("Company") will be held as per below mentioned schedule:

Day	**:**	**Wednesday**
Date	**:**	**August 26, 2026**
Time	**:**	**02:30 P.M. (IST)**

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

ORDINARY BUSINESS:

1. To receive, consider and adopt
   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Report of Auditors thereon.
2. To declare a dividend of ₹ 55/- per equity share of ₹ 10/- each, as recommended by the Board of Directors for the Financial Year ended March 31, 2026.
3. To appoint a Director in place of Mr Tomohiro Kondo (DIN:10637013), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

4. AS SPECIAL RESOLUTION

APPROVAL FOR RE-APPOINTMENT OF MR TADAYOSHI AOKI (DIN: 08053387) AS SENIOR EXECUTIVE DIRECTOR - WHOLE TIME DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY FOR A PERIOD OF 3 YEARS.

"Resolved that in accordance with the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and subject to the approval of Central Government and other authorities, as applicable and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in terms of the notice received in writing from a Member under Section 160 of the Act, proposing the candidature of Mr Tadayoshi Aoki (DIN:08053387) for the office of Director, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr Tadayoshi Aoki (DIN: 08053387) as Senior Executive Director - Whole Time Director (Key Managerial Personnel) of the Company, for a further period of 3 (Three) years with effect from February 03, 2027 on the terms & conditions including remuneration, allowances and perquisites as set out in the explanatory statement annexed to the notice with liberty and authority to the Board of Directors to grant increments and to alter and vary the terms and conditions and/ or remuneration, subject to the provisions of the applicable laws and approvals and/ or as may be directed by the Central Government, if any, and agreed to by the said Senior Executive Director.

Resolved further that since the period of office of Mr Tadayoshi Aoki (DIN: 08053387) as Director is liable to determination by retirement by rotation, he shall continue to hold office of Senior Executive Director as soon as he is reappointed as a Director immediately post-retirement by rotation and such reappointment as Director shall not be deemed to constitute a break in his tenure as Senior Executive Director - Whole Time Director (Key Managerial Personnel).

Resolved further that in the event of absence of or inadequacy of net profits in any of the financial year during the tenure, the above remuneration shall be paid to the Senior Executive Director - Whole Time Director (Key Managerial Personnel) as the minimum remuneration.

Resolved further that for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities, sign such documents or papers as may be necessary, file such applications, forms and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

5. AS SPECIAL RESOLUTION

CHANGE IN DESIGNATION OF MR DEEPAK JAIN (DIN:00004972) FROM CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) TO CHAIRMAN (KEY MANAGERIAL PERSONNEL) OF THE COMPANY

"Resolved that in partial modification of the earlier resolution passed by the Members in their Annual General Meeting held on August 25, 2025 and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, Secretarial Standards issued by the ICSI and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to change the designation of Mr Deepak Jain (DIN:00004972) from Chairman and Managing Director (Key Managerial Personnel) to Chairman (Whole Time Director - Key Managerial Personnel) of the Company, with effect from May 28, 2026 without any change in the terms and conditions of appointment, including remuneration, allowances and perquisites as set out in earlier Special Resolution passed by the Members in their Annual General Meeting held on August 25, 2025.

Resolved further that for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities, sign such documents or papers as may be necessary, file such applications, forms and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

6. AS SPECIAL RESOLUTION

CHANGE IN DESIGNATION OF MR ANMOL JAIN (DIN: 00004993) FROM JOINT MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) TO MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY

"Resolved that in partial modification of the earlier resolution passed by the Members in their Annual General Meeting held on August 25, 2025 and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, and in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, Secretarial Standards issued by the ICSI and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to change the designation of Mr Anmol Jain (DIN:00004993) from Joint Managing Director (Key Managerial Personnel) to Managing Director (Key Managerial Personnel) of the Company, with effect from May 28, 2026 without any change in the terms and conditions of appointment, including remuneration, allowances and perquisites as set out in earlier Special Resolution passed by the Members in their Annual General Meeting held on August 25, 2025.

Resolved further that for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities, sign such documents or papers as may be necessary, file such applications, forms and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

7. AS ORDINARY RESOLUTION

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2026-27

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force), the consent of members of the Company be and is hereby accorded to the ratification of the remuneration of ₹ 1,75,000/- (Rupees One Lakhs Seventy-Five Thousand Only) plus taxes and reimbursement of out of pocket expenses at actuals, incurred in connection therewith, payable to M/s Jitender Navneet & Co., Cost Accountants (Firm Registration No. 000119), re-appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2026-27.

Notice (Contd.)

Resolved further that the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

8. **AS ORDINARY RESOLUTION**

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH LUMAX AUTO TECHNOLOGIES LIMITED.

"Resolved that pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and also pursuant to approval of Audit Committee and Board of Directors (hereinafter referred to as 'Board', which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of Member(s) be and is hereby accorded to enter into/ continue the contracts, agreements, arrangements and transactions (including transactions already entered) with Lumax Auto Technologies Limited ("LATL"), a related party of the Company, within the meaning of Section 2(76) of the Act, for Purchase of Raw materials, Components and Moulds, Sale of Finished Goods, Semi Finished Goods & Moulds, Sale of Raw Materials and components, Sale of services, Sale/Purchase of Fixed Assets, Purchase of packing Material & others, Rent Paid/Received, Royalty Received, Purchase/Sale of Services etc. and such other transactions as may be approved by the Board, for an estimated aggregate amount not exceeding ₹ 805.21 Crores (Rupees Eight Hundred Five Crores and Twenty-One Lakhs Only) during the Financial Year 2026-27 on such terms and conditions, as may be mutually agreed upon between the Company and LATL.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may deem fit, in its absolute discretion and to take all such steps as may be required in this connection including deciding the nature and value of the products, goods, materials, assets or services for which the transaction(s) may be carried out, finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board
For **Lumax Industries Limited**

Raajesh Kumar Gupta
Executive Director &
Company Secretary
M. No. ACS 8709

Place: Gurugram
Date: July 16, 2026

Registered Office:
2nd Floor, Harbans Bhawan-II,
Commercial Complex, Nangal Raya, New Delhi– 110046
Website: https://www.lumaxworld.in/lumaxindustries
Email id: lumaxshare@lumaxmail.com
CIN: L74899DL1981PLC012804

Notes for AGM Notice:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular no. 20/2020 dated May 05, 2020 and Circular no. 03/2025 dated September 22, 2025 and other circulars in this respect ("MCA Circulars") has allowed, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means ("VC/OAVM"), in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 45th AGM of the Company is being conducted through VC/ OAVM which does not require physical presence of members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Company has appointed National Securities Depository Limited ("NSDL"), to provide Video Conferencing facility/ Other Audio Visual Means ("VC/ OAVM") for conducting the AGM.
3. Since this AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map for the venue of AGM are not annexed to this notice.
4. The Members can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
5. Institutional Investors, who are Members of the Company, are encouraged to attend the AGM through VC/ OAVM and vote electronically. **Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution** to KFin Technologies Limited, Registrar and Share Transfer Agent of the Company, by e-mail at einward.ris@kfintech.com with a copy marked to the Company at lumaxshare@lumaxmail.com
6. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. An Explanatory Statement setting out Material Facts pursuant to Section 102 (1) of the Act, in respect of Special Business set out at item nos. 4 to 8 of the Notice is furnished hereunder. The relevant details of the Directors seeking appointment/re–appointment at the AGM as required by Regulation 36(3) of Listing Regulations, and Secretarial Standard on General Meetings ("SS-2") issued by the ICSI is annexed as **Annexure - I.**
8. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and as required under SS-2 and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

   Only those Members who will be present in the AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
9. In line with the MCA Circulars and Listing Regulations, the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depository Participants. Pursuant to Regulation 36(1)(b) of Listing Regulations, a letter will be sent by the Company providing the web-link, including the exact path and Quick Response (QR) code where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/ Registrar and Transfer Agent/ Depository Participants. In case any Member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26 and Notice of the AGM, may send a request to the Company at lumaxshare@lumaxmail.com mentioning their Folio No./ DP ID and Client ID. The Notice convening the 45th AGM along with the Annual Report for the Financial Year 2025-26 is also available on the website of the Company at www.lumaxworld.in/lumaxindustries and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the same will also be available on the website of NSDL i.e. https://www. evoting.nsdl.com.

Notes for AGM Notice (Contd.)

10. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories/RTA as on **Friday, July 24, 2026.**

11. Members are requested to support Green Initiative by choosing to receive the Company's communication through e-mail and are requested to update their email addresses with their DPs/Company's RTA.

12. **Dividend Entitlement:** Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM, will be payable to those Members whose names appear in the Register of Members of the Company, as at the close of **Thursday, August 06, 2026 (the Record Date)** as per the beneficial ownership data to be furnished by NSDL/CDSL/RTA for the purpose and in respect of shares held in physical form after giving effect to all valid shares transfers/ transmission(s), which are lodged with the Company / RTA before the record date.

    The Board of Directors had recommended a dividend of ₹ 55/- per equity share of the face value of ₹ 10/- each (@550%), payable to those Shareholders whose names appear in the Register of Members as on the Record Date (subject to the approval of the same by the Shareholders in the AGM).

    Pursuant to the Income Tax Act, 2025 ('the IT Act'), dividend paid by a Company shall be taxable in the hands of the shareholders and the Company shall be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.

    Please send your documents through e-mail at lumaxshare@lumaxmail.com, before close of business hours of **Monday, August 03, 2026** to enable the Company to determine the appropriate TDS/withholding tax rate applicable to the Members, verify the documents and provide exemption, if applicable.

    The members may note that an email in this regard has been sent to all the members having their email IDs registered with the Company/RTA/Depositories, explaining the applicable conditions for deduction of tax at source and for submission of the requisite documents along with the links to various forms.

    For detailed process, please visit website of the Company at https://www.lumaxworld.in/lumaxindustries/tax-deduction-at-source-on-dividend.html and also refer to the e-mail sent to members in this regard.

    Dividend amount, subject to TDS, for Members holding shares in Electronic Form and to those Members holding in Physical Form, who have given their Bank details, will be credited to their respective Bank Accounts through Electronic Clearing Service (ECS), wherever such facilities are available, soon after the declaration of the Dividend in the AGM. If there is any change in the Bank Account the Members are requested to intimate the same to their respective DPs for further action.

    Further, in order to receive dividend(s) in a timely manner, Members holding shares in physical form, who have not updated their mandate for receiving the dividend directly in their bank accounts through ECS or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate, by sending the below mentioned documents to the RTA of Company at Kind Attn: Mr Ganesh Chandra Patro, KFin Technologies Limited, Unit: Lumax Industries Limited, Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad-500032.

    a) a signed request letter mentioning the name, folio number, complete address and following details relating to bank account in which the dividend is to be received:

        a. Name and Branch of Bank and Bank Account type;

        b. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;

        c. 11 digit IFSC Code;

    b) self-attested scanned copy of cancelled cheque or original cancelled cheque leaf bearing the name of the Member or first holder, in case shares are held jointly;

    c) self-attested scanned copy of the PAN Card; and

    d) self-attested scanned copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

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

    Members may note that pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (read with the relevant circulars and amendments thereto ("IEPF Rules"), (as amended from time to time), the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the date of transfer of the amount to Unpaid dividend account, shall be transferred to the Investor Education and Protection Fund ("IEPF") set up by Government of India. Further, all the corresponding

Notes for AGM Notice (Contd.)

shares for which dividend has not been Paid/Claimed for 7(Seven) consecutive years shall also be transferred to the demat account of the IEPF Authority.

It may be noted that the Unpaid/Unclaimed Dividend lying in the Unpaid Dividend Account of the Company for the FY 2017-18, which was declared on July 18, 2018, was transferred to IEPF on September 18, 2025. Further the corresponding shares were also transferred to the Demat account of IEPF Authority within stipulated timelines.

It may be noted that the last date for transfer of the Unpaid/Unclaimed Dividend lying in the Unpaid Dividend Account of the Company for the Financial Year 2018-19, which was declared on August 23, 2019, to IEPF is October 21, 2026. Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall also be transferred to IEPF.

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

14. As per the provisions of Section 89 read with Section 90 of the Act, the combined effect of which is that every person, who is holding a beneficial interest in the shares of the Company, shall submit his/her declaration to the Company in the prescribed form and thereafter the Company shall intimate to the Registrar of Companies in the prescribed form along with such declaration.

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

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

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

    SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-POD1/P/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026) has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (Contact Details, Bank Details, and Specimen Signature), and Nomination details.

    SEBI vide Circular Nos. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 (subsumed as part of SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026), has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature. Therefore, shareholders holding shares in physical mode are advised to furnish their PAN, contact details including mobile number, bank account details and specimen signature for seamless receipt of Dividend. Such shareholders are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms to the following address:

    KFin Technologies Ltd,
Unit: Lumax Industries Limited
Selenium, Tower B,
Plot 31-32,
Financial District,
Nanakramguda, Hyderabad, 500032 Telangana

    The Company/RTA will be sending individual letters to all the members, holding shares of the Company in physical form, who have not furnished their PAN, KYC, and Nomination details and accordingly their Dividend will be stopped unless the aforementioned details are updated.

    Availability of Dispute Resolution Mechanism

    SEBI vide its circular No. SEBI /HO/ MIRSD/ MIRSD_RTAMB/P/CIR/ 2022/76 dated May 30, 2022 (subsumed as part of the SEBI Master Circular No HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026) read with Regulation 40 of the Listing Regulations has laid down Standard Operating Procedures (SOP) to be followed for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Shareholder(s)/Investor(s) pertaining to disputes emanating from investor service requests such as transfer/transmission of shares, demat/remat, issue of duplicate shares, transposition of holders, investor entitlements like corporate benefits, dividend, bonus shares, rights entitlements, credit of securities in public issue, interest /coupon payments on securities and delay in processing/wrongful rejection of aforesaid investor service.

Notes for AGM Notice (Contd.)

SEBI, through Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, which subsumed earlier circulars issued by SEBI in this regard, has established a common Online Dispute Resolution (ODR) Portal for resolution of disputes arising in the Indian Securities Market through Online Conciliation, Mediation or Arbitration, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. The investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

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

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

In terms of the requirements of Regulation 40 of the Listing Regulations, securities can be transfered only in dematerialized form. Further, the request for transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2022/8 dated January 25, 2022 and HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026 (being part of the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026), has mandated the listed entities to issue securities for the following service requests only in dematerialized 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 dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

The Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form(s) can be downloaded from the Company's website under Investor Relations section at https://www.lumaxworld.in/lumaxindustries /investor-relations.html. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. The Securities and Exchange Board of India has mandated that the transfer of securities would be carried out in dematerialized form only, therefore the members holding shares in physical form are requested to convert their holding into dematerialized form to eliminate all risk associated with the physical shares. Members can contact the Company or RTA for any further assistance in this regard.

Special Window for lodgement of physical share transfer requests:

Pursuant to SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 and HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026 (subsumed as part of SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026), a special window is opened till February 04, 2027, to facilitate lodgement of transfer requests executed before April 01, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents.

Eligible shareholders are requested to submit the requisite documents before February 04, 2027 to Company/RTA.

Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they cannot be transferred, lien marked or pledged.

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company/ RTA.

Notes for AGM Notice (Contd.)

19. Electronic copy of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.lumaxworld.in/lumaxindustries.

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

20. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address lumaxshare@lumaxmail.com at least 7 days in advance before the start of the AGM i.e. by **Wednesday, August 19, 2026 by 05:00 P.M. (IST)**. Only those Members who have registered themselves as a speaker shall be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

    The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, DP ID and Client ID/Folio Number, number of shares held, Email ID, PAN and mobile number, to lumaxshare@lumaxmail.com by **Wednesday, August 19, 2026 by 05:00 P.M. (IST).** These queries will be suitably replied by the Company.

21. **Voting through electronic means:** In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026), the Company is providing remote e-Voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to Members holding shares as on **Thursday, August 20, 2026,** being the Cut-off date for the purpose of Rule 20(4)(vii) of the Rules fixed for determining voting rights of Members, entitled to participate in the remote e-Voting process, through the e-Voting platform provided by National Securities Depository Limited (NSDL) i.e. https://www.evoting.nsdl.com/ or to vote at the AGM.

22. The e-Voting period shall be from **Sunday, August 23, 2026 (09:00 A.M.) to Tuesday, August 25, 2026 (05:00 P.M.).** During this period Members holding shares either in physical or dematerialized form, as on cut-off date may cast votes electronically. A person, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the RTA as on the Cut-off date, shall be entitled to avail the facility of remote e-voting. The remote e-voting module will be disabled by NSDL for voting thereafter. A shareholder shall not be allowed to vote again on any resolution on which vote has already been cast.

23. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM to vote on the resolutions as set out in the Notice of the AGM and announce the start of the time for casting of vote(s) through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, who have cast their votes, the e-Voting will be closed with the formal announcement of closure of the AGM.

24. The recorded transcript of the AGM shall be made available on the website of the Company www.lumaxworld.in/lumaxindustries in the Investor Section, as soon as possible after the conclusion of the Meeting.

25. The Board has appointed Mr Maneesh Gupta, Practicing Company Secretary, FCS No. 4982, New Delhi as the scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

26. The Scrutinizer shall, after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unlock the votes cast through remote e-voting, and shall submit a consolidated Scrutinizer's report, of the total votes cast in favor or against, invalid votes, if any, to the Chairman of the Company or any authorized person who shall countersign the same, within 2 (Two) working days of the conclusion of AGM.

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

27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. **Wednesday, August 26, 2026.**

Notes for AGM Notice (Contd.)

28. Notice of the AGM, Audited Financial Statements for Financial Year 2025-26 together with Directors' Report and Auditors' Report are also available on the website of the Company www.lumaxworld.in/lumaxindustries.
29. Instructions for attending the AGM through VC/OAVM and remote e-voting are given below:

The remote e-Voting period will begin on Sunday, August 23, 2026 (09:00 A.M.) and will remain open till Tuesday, August 25, 2026 (05:00 P.M.). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cut-off Date i.e. Thursday, August 20, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026) on 'e-Voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Notes for AGM Notice (Contd.)

Type of shareholders	Login Method
	5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

Notes for AGM Notice (Contd.)

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Notes for AGM Notice (Contd.)

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **"EVEN"** of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on **"VC/OAVM"** link placed under **"Join Meeting"**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to guptamaneeshcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to lumaxshare@lumaxmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to lumaxshare@lumaxmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026),

Notes for AGM Notice (Contd.)

on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

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

By Order of the Board
For **Lumax Industries Limited**

Raajesh Kumar Gupta
Executive Director &
Company Secretary
M. No. ACS 8709

Place: Gurugram
Date: July 16, 2026

Registered Office:
2nd Floor, Harbans Bhawan-II,
Commercial Complex, Nangal Raya, New Delhi– 110046
Website: https://www.lumaxworld.in/lumaxindustries
Email id: lumaxshare@lumaxmail.com
CIN: L74899DL1981PLC012804

Notes for AGM Notice (Contd.)

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS (PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013)

Item No. 4

Mr. Tadayoshi Aoki, nominee of Stanley Electric Co. Ltd., Japan, the financial and technical collaborator of the Company, was appointed as a Senior Executive Director of the Company for a period of 3 (Three) Years by the Shareholder of the Company on November 07, 2023 by way of Postal Ballot. The Current tenure of Mr. Aoki is expiring on February 02, 2027.

The Board of Directors in their meeting held on May 28, 2026 had, based on the recommendation of the Nomination and Remuneration committee, approved the re- appointment of Mr Tadayoshi Aoki (DIN: 08053387) as a Senior Executive Director – Whole Time Director (Key Managerial Personnel) of the Company for a further period of 3 years w.e.f. February 03, 2027, subject to the approval of the Members of the Company.

Mr Tadayoshi Aoki, aged 60 years, has done Mechanical Engineering from Tokyo Denki, University, Japan. He is having rich experience of over Three (3) decades in the field of Car Electronics, Engineering, Sales of car electronic parts and Sales Planning Division.

Considering his educational background, experience in the Auto lighting business and contribution in the growth of the Company, approval of the Members of the Company is sought for reappointment of Mr Tadayoshi Aoki as Senior Executive Director - Whole time Director (Key Managerial Personnel) for a period of 3 years w.e.f. February 03, 2027, liable to retire by rotation, on the terms and conditions, including remuneration, allowances and perquisites as mentioned below:-

Particulars	Amount
Salary	₹ 2,88,000 per annum
HRA	₹ 1,44,000 per annum
Special/ Other Allowance	₹ 28,80,000 per annum
Family Allowances	₹ 1,44,000 per annum
Perquisites & Allowances for Mr Tadayoshi Aoki	
Proceeding/Outfitting allowance to self and his family.	Mr Tadayoshi Aoki shall be eligible for proceeding/ outfit allowance at the rate of maximum of two months' salary. Further he will be paid all travelling expenses and incidentals incurred in India. His spouse and each of his children of above 12 years age are eligible for proceeding & returning allowances subject to maximum at the rate of 50% of 2 months' salary and at the rate of 25% in case of children below 12 years.
Medical Aid	Expenses in connection with the medical checkup twice a year, Air fare from India to Japan and return and other medical expenses etc.
Other Benefits	The Company will provide a Chauffeur driven Car to him. The Company shall bear all the expenses in respect of car such as garaging charges, servicing, repairs, fuel, taxes, comprehensive insurance premium etc. including the salary for the Chauffeur.
	The Company will also provide the facilities of Telephone and Gas etc.
	The Company to pay to and fro traveling expenses of Mr Tadayoshi Aoki and his family when he goes on special leave/holiday passage granted to him.

The value of perquisites and allowances, shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The use of Company maintained cars, telephones, mobile phone, travelling and hotel expenses incurred for business purposes shall not be included in the computation of perquisites and allowances for the purpose of calculating ceiling of remuneration.

Apart from the above, the Company shall make all applicable Statutory/Other Payments viz. Provident Fund, Superannuation fund, National Pension Scheme, Gratuity, as per the rules of the Company in respect of above remuneration.

In the event of absence or inadequacy of net profits in any of the financial year during the tenure, the above remuneration shall be paid to the Senior Executive Director, Whole Time Director (Key Managerial Personnel) of the Company as minimum remuneration.

The aforesaid proposal has been recommended by Board of Directors, at its meeting held on May 28, 2026, based on the recommendations of the Nomination and Remuneration Committee considering financial position of the Company, trend in the industry, appointee's qualification, experience, past performance and past remuneration amongst others.

Notes for AGM Notice (Contd.)

Mr Tadayoshi Aoki has accorded consent for his reappointment as Senior Executive Director - Whole Time Director (Key Managerial Personnel) of the Company. Further, Mr Tadayoshi Aoki is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Pursuant to the provisions of Section 190 of the Companies Act, 2013, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection by the members at the Registered Office of the Company during business hours on any working day of the Company without payment of fee. The Members seeking to inspect the same can send an email to lumaxshare@lumaxmail.com

Relevant details relating to appointment of Mr Tadayoshi Aoki as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in **Annexure - I** to this Notice. The statement as required under Section II, Part II of the Schedule V of the Act with reference to the Special Resolution at Item No. 4 is annexed hereto as **Annexure - II**.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr Tadayoshi Aoki, himself and Mr Tomohiro Kondo, Mr Kenjiro Nakazono (being Nominee Directors of Stanley Electric Co. Limited), is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Your Directors recommend the resolution set forth in Item No. 4 for approval of the members as a Special Resolution.

Item No. 5

The members, vide Special Resolution passed at the Annual General Meeting of the Company held on August 25, 2025, had approved the reappointment of Mr Deepak Jain (DIN:00004972) as Chairman and Managing Director (Key Managerial Personnel) of the Company for a period of five years commencing from February 01, 2026 to January 31, 2031. The terms and conditions of his reappointment, including remuneration, were approved in accordance with Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The Board of Directors, at its meeting held on May 28, 2026, based on the recommendations of the Nomination and Remuneration Committee, resolved that in the interest of good corporate governance practice and evolving leadership structure and strategic oversight, it would be appropriate to separate the roles of Chairperson and Managing Director. Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Director had in their meeting held on May 28, 2026, approved the proposed to change the designation of Mr Deepak Jain (DIN:00004972) from Chairman and Managing Director (Key Managerial Personnel) to Chairman (Whole Time Director – Key Managerial Personnel) of the Company, with effect from May 28, 2026, for the remainder of his tenure up to January 31, 2031.

Except for the change in designation, all other terms and conditions of his appointment, including remuneration, as approved by the members at the AGM held on August 25, 2025, shall remain unchanged.

The disclosures, including a brief resume and other details as prescribed under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Secretarial Standard - 2 on General Meetings issued by the ICSI, are provided in **Annexure - I** to the Notice. The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No. 5 is annexed hereto as **Annexure - II**.

Except Mr Deepak Jain and Mr Anmol Jain, being related, none of the Directors, Key Managerial Personnel of the Company, or their relatives, other than to the extent of their shareholding, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the members.

Item No. 6

The members, vide Special Resolution passed at the Annual General Meeting of the Company held on August 25, 2025, had approved the reappointment of Mr Anmol Jain (DIN:00004993) as Joint Managing Director (Key Managerial Personnel) of the Company for a period of five years commencing from August 01, 2026 to July 31, 2031. The terms and conditions of his reappointment, including remuneration, were approved in accordance with Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The Board of Directors, at its meeting held on May 28, 2026, based on the recommendations of the Nomination and Remuneration Committee, resolved that in the interest of good corporate governance practice and evolving leadership structure and strategic oversight, it would be appropriate to separate the roles of Chairperson and Managing Director. Accordingly, based on the recommendation of Nomination and Remuneration Committee, the Board of Director had in their meeting held on May 28, 2026, approved the proposed to change the designation of Mr Anmol Jain (DIN:00004993) from Joint Managing Director (Key Managerial Personnel) to Managing Director (Key Managerial Personnel) of the Company, with effect from May 28, 2026, for the remainder of his tenure up to January 31, 2031.

Notes for AGM Notice (Contd.)

Except for the change in designation, all other terms and conditions of his appointment, including remuneration, as approved by the members at the AGM held on August 25, 2025, shall remain unchanged.

The disclosures, including a brief resume and other details as prescribed under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Secretarial Standard - 2 on General Meetings issued by the ICSI, are provided in **Annexure - I** to the Notice. The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No. 6 is annexed hereto as **Annexure - II**.

Except Mr Deepak Jain and Mr Anmol Jain, being related, none of the Directors, Key Managerial Personnel of the Company, or their relatives, other than to the extent of their shareholding, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the members.

Item No. 7

The Board of Directors, based on the recommendation of the Audit Committee, in its Meeting held on May 28, 2026 have approved the appointment of M/s Jitender Navneet & Co., Cost Accountants (Firm Regn. No. 000119) as the Cost Auditor of the Company for audit of cost accounting records of the Company for the Financial Year 2026-27 and fixed their fee at ₹ 1,75,000 excluding taxes and reimbursement of out-of-pocket expenses at actuals, if any, in connection with the audit.

M/s. Jitender Navneet & Co., Cost Accountants (Firm Regn. No. 000119) have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959 and have also shared their eligibility and consent to act as the Cost Auditors of the Company for the Financial Year 2026-27.

In accordance with the provisions of Section 148 of the Act and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2027.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 7 of the Notice.

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

Item No. 8

The Company is engaged in manufacturing and supply of various automotive lighting products. The annual consolidated turnover of the Company for the financial year ended March 31, 2026 was Rs. 4,184.16 Crores.

Lumax Auto Technologies Limited ("LATL"), a company listed on the BSE Limited and the National Stock Exchange of India Limited, is a related party to the Company within the meaning of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 23 of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). LATL is also engaged in the manufacturing and supply of various automotive components including automotive lighting products. LATL is also engaged in manufacturing of wire assembly, wiring harness and sub-assemblies and supplying the same to the Company for being used in the manufacture of automotive lighting products. Besides, LATL is also having After Market division which primarily sells automotive lighting products as spare parts through channel partners and dealers across the country and for this purpose, LATL purchases these products from the Company. Thus, there is a business case for the Company to enter into various transactions with LATL, which form part of the related party transactions.

Accordingly, the Company has entered and will continue to enter into transactions with LATL in terms of Regulation 2(1)(zc)(i) of the Listing Regulations for purchase of raw materials, Components and Moulds, Sale of Finished Goods, Semi Finished Goods and moulds, Sale of raw materials and components, sale / purchase of services, sale / purchase of fixed assets, purchase of packing materials and others, rent paid / received, and royalty received etc. All such transactions are / will be in the ordinary course of business for the Company. The Company ensures that the transactions with the related parties are carried out on arms' length basis and accordingly the the factors including market dynamics, pricing benchmark available for similar types of products / transactions, comparable with unrelated parties, cost plus reasonable margin, market price, transaction net margin methods are considered while fixing the consideration and other terms of the transaction. Further, wherever required, valuation certificate from an independent agency is obtained.

Keeping in view on business needs and the future projections, the management of the Company prepared estimates for each nature of transaction to be carried out during the financial year 2026-27 with each related party including LATL and placed the same before the Audit Committee of Directors in their meeting held on March 31, 2026 along with detailed justification and the information prescribed by SEBI in terms of

Notes for AGM Notice (Contd.)

the industry standards and a certificate provided by the CEO and Chief Financial Officer of the Company, to seek their omnibus approval in terms of the provisions of Section 177(4) of the Act and Regulation 23 of the Listing Regulations. Only the independent directors, as required by the Listing Regulations, comprising of 2/3 of the total strength of the Audit Committee, deliberated in detail and unanimously accorded their omnibus approval for the transactions to be carried out with each related party during the financial year 2026-27, which included aggregate value of transactions of Rs. 805.21 Crores with LATL. Further, as required under the Listing Regulations, the Audit Committee reviews the actual value of transactions against each specific nature of transaction on a quarterly basis to ensure that the actual value remain within the overall limits of omnibus approval originally accorded. Furthermore, on a quarterly basis, a certificate from an independent firm of Chartered Accountant confirming that all these transactions were in the ordinary course of business and at arms' length basis, is being placed before the Audit Committee of Directors.

In terms of the provisions of Regulation 23 of the Listing Regulations read with Schedule XII thereto, where the annual consolidated turnover of the Company is up to Rs. 20,000 crores, transaction(s) of the Company with a related party transaction will be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% (Ten Percent) of the annual consolidated turnover of the listed entity. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is Rs. 418.41 Crores and the said limits apply even if the transactions are undertaken in the ordinary course of business and at an arm's length basis.

The Audit Committee has also reviewed the certificate provided by the CEO and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed Related Party Transactions between the Company and LATL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circulars dated June 26, 2025 and October 13, 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S. No.	Particulars of the information	Information provided by the management
A. Details of the related party and transactions with the related party		
A (1). Basic details of the related party		
1	Name of the related party	Lumax Auto Technologies Limited ("LATL")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturer of automotive components
A (2). Relationship and ownership of the related party		
4	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	LATL is controlled and/or significantly influenced by the Key Managerial Personnels and/or their Relatives. - Mr Deepak Jain holds 18.96% shares of LATL and is acting as Non-Executive Director on the Board of LATL. - Mr Anmol Jain holds 18.95% shares of LATL and is acting as Managing Director on the Board of LATL. - LATL is a promoter group entity and holds 5.62% equity stake in the Company.
5	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
6	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA

Notes for AGM Notice (Contd.)

S. No.	Particulars of the information	Information provided by the management		
7	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	LATL holds 5.62% equity stake in the Company.		
A (3). Details of previous transactions with the related party				
8	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.			
				(Amount in ₹ Lakhs)
	Nature of Transactions	**FY 2025-26 (Audited)**		
		Lumax Auto Technologies Limited	**Lumax Ancillary Limited**	**Total**
	Sale of Raw Material Components including semi-Finished Goods	238.26	431.96	670.22
	Sale of Finished Goods	20,426.21	9.19	20,435.4
	Sale of Assets	1,443.20	-	1,443.2
	Purchase of Packing Material & Spare parts	16.32	-	16.32
	Purchase of Raw Materials and Components	14,690.01	23,802.10	38,492.11
	Rent Paid	311.95	-	311.95
	Sale of Services	650.75	-	650.75
	Rent Received	0.14	27.99	28.13
	Miscellaneous Expenses	0.14	5.72	5.86
	Repair & Maintenance - Machinery	-	0.28	0.28
	Royalty Income	320.66	-	320.66
	Reimbursement Recd.	52.92	-	52.92
	Reimbursement Paid (Legal & Other Exp.)	19.61	5.90	25.51
	Advance Received	1,200.00	-	1,200.00
	TOTAL	**39,370.15**	**24,283.14**	**63,653.29**
*Lumax Ancillary Limited has been merged with LATL vide NCLT order dated March 11, 2026, effective from March 31, 2026.				
9	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable, since first quarter of current FY 2026-27 has not been completed as on the date of approval of AGM notice by Board.		
10	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No Default		

Notes for AGM Notice (Contd.)

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A(4). Amount of the proposed transactions</td></tr>
<tr><td>11</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>₹ 805.21 Crores</td></tr>
<tr><td>12</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>13</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>₹ 805.21 Crores constitutes 19.24% of the Company's Annual Consolidated Turnover for the financial year ended March 31, 2026.</td></tr>
<tr><td>14</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>15</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>₹ 805.21 Crores constitutes 16.53% of LATL's Annual Consolidated Turnover for the financial year ended March 31, 2026.</td></tr>
<tr><td>16</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>The Financial Performance of LATL, on Standalone basis for the Financial Year ended March 31, 2026 is stated below:
<table><tr><th>Particulars</th><th>Amount (₹ in Lakhs)</th></tr><tr><td>Turnover</td><td>3,60,548.91</td></tr><tr><td>Profit After Tax</td><td>20,687.70</td></tr><tr><td>Net worth</td><td>1,03,627.42</td></tr></table></td></tr>
<tr><td colspan="3">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Purchase of Raw materials, Components and Moulds, Sale of Finished Goods, Semi Finished Goods & Moulds, Sale of Raw Materials and components, Sale of services, Sale/Purchase of Fixed Assets, Purchase of packing Material & others, Rent Paid/Received, Royalty Received, Purchase/Sale of Services etc.</td></tr>
</table>

Notes for AGM Notice (Contd.)

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>
<table>
<tr><th>S. No.</th><th>Specific Type of the Proposed Transactions</th><th>Details of the Proposed Transaction</th><th>Amount (₹ in Lakhs)</th></tr>
<tr><td>1.</td><td>Sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td><td>Transactions relating to sale/ purchase of any goods and services including Raw materials, Components and Moulds and sale of finished goods for sale in after-market and other related components/ parts.</td><td>79,095</td></tr>
<tr><td>2.</td><td>Sale, Purchase lease or disposal of assets of unit, division or undertaking of the listed entity.</td><td>Transactions involving sale or purchase of business assets (including property, plant & equipment, intangible assets, and technology transfers) to meet business objectives, and transactions relating to leasing Company's properties or taking properties on lease.</td><td>926</td></tr>
<tr><td>3.</td><td>Others</td><td>Transactions relating to receipt of Royalty from LATL for technology licensing/ intellectual property rights.</td><td>500</td></tr>
<tr><td colspan="3">Total</td><td>80,521</td></tr>
</table>
</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>1 year
(from April 01, 2026 to March 31, 2027)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>₹ 805.21 Crores</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>Both LATL and the Company are engaged in the business of manufacturing various types of automotive components. The Company is required to sell/ procure/purchase various products and services to/from LATL.
Similarly, few OEM customers of both LATL and the Company desire to procure products from only one supplier instead of dealing with two separate suppliers. Hence, in order to meet the requirement of such customers, LATL and the Company purchase/sale the products to each other.
Besides the above, both LATL and the Company share their respective resources with each other to achieve optimum cost targets and economies of scale.</td></tr>
</table>

Notes for AGM Notice (Contd.)

S. No.	Particulars of the information	Information provided by the management
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. A.) Name of the director / KMP B.) Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr Deepak Jain is Non-Executive Non-Independent Director of LATL and holds 18.96% of equity shares of LATL. Mr Anmol Jain is Managing Director of LATL and holds 18.96% of equity shares of the LATL. None of the other promoter(s)/ director(s)/ key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the proposed transactions. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and LATL.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The RPTs are/will be in line with the Company's pricing Policy for transactions with the related parties. These transactions will be on an arm's length basis and in the ordinary course of business. The RPTs will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9	Other information relevant for decision making.	All relevant information have been appropriately disclosed herein for informed decision making.
Part B & C: Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards		
B(1). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
10	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding or other process has been applied for identification of LATL as a counter party for the proposed transaction. The Company benefits through operational synergies, cost optimization, efficient working capital Management, assurance of product/ service quality, utilising the expertise within the Group for manufacturing, sourcing, etc. thereby bringing efficiencies in the businesses, providing enhanced level of user experience to the customers of the Company to achieve growth objectives, access to and utilization of strong R&D and design capabilities. This would drive growth in the Company's business and will enable it to innovate, scale up and pursue growth opportunities in a more focused manner.
11	Basis of determination of price.	The Company does ensure that the RPTs are done on arms' length basis taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, or transaction net margin method, where available, or certified by any independent agency. Compliance with arms' length principles is ensured based on the applicable transfer pricing regulations.
12.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	As per Industry (General) pricing terms.
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

Notes for AGM Notice (Contd.)

S. No.	Particulars of the information	Information provided by the management
B(6) & C(5) Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
13.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding or other process has been applied for choosing LATL as the counterparty for the proposed transaction. The arrangement leverages operational synergies, cost optimization and assurance of product and service quality. It enables the Company to utilise Group expertise in manufacturing and sourcing, benefit from strong R&D and design capabilities, and achieve enhanced efficiencies. These factors support innovation, scaling up operations, and pursuing growth opportunities in a focused manner.
14.	Basis of determination of price	The Company does ensure that the RPTs are done on arms' length basis taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, or transaction net margin method, where available, or certified by any independent agency.
15	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	The sale/purchase of business assets (including property, plant & equipment, intangible assets, and technology transfers) and leasing transactions are undertaken to meet business objectives, optimize costs, utilize Group expertise, and enhance operational efficiency and competitiveness in the auto components sector.
16	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable, there is no transaction(s) proposed which involves the sale of a subsidiary or undertaking of the Company.
	a) Turnover	
	b) Net worth	
	c) Net Profit	
17	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	Not Applicable. There is no transaction(s) proposed which involves the sale of a subsidiary or undertaking of the Company.
	a) Expected impact on turnover	
	b) Expected impact on net worth	
	c) Expected impact on net profits	
18	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not Applicable
19	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details	No, the entire consideration will be settled in Cash.

Notes for AGM Notice (Contd.)

S. No.	Particulars of the information	Information provided by the management
20	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No, the transaction(s) will not result in eliminating segment reporting by the Company.
21	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No, the proposed transaction(s) doesn't involve transfer of any key intangible assets or key customers which are critical for continued business of the Company or any of its subsidiary
22	Are there any other major non-financial reasons for going ahead with the proposed transaction?	The arrangement leverages operational synergies, cost optimization and assurance of product and service quality. It enables the Company to utilize Group expertise in manufacturing and sourcing, benefit from strong R&D and design capabilities, and achieve enhanced efficiencies. These factors support innovation, scaling up operations, and pursuing growth opportunities in a focused manner.

During the Financial Year 2026-27, the transactions already entered along with transaction to be entered into would exceed the limit of ten percent of the annual consolidated turnover of the Company for the last financial year in terms of Regulation 23 of the Listing Regulations read with Schedule XII thereto, hence will qualify as Material Related Party Transactions and require approval of the shareholders through ordinary resolution

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

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

The Board of Directors recommends passing of the Ordinary Resolution set forth in Item No. 8 of the Notice by the members of the Company.

By Order of the Board

For **Lumax Industries Limited**

Raajesh Kumar Gupta
Executive Director &
Company Secretary
M. No. ACS 8709

Place: Gurugram
Date: July 16, 2026

Registered Office:
2nd Floor, Harbans Bhawan-II,
Commercial Complex, Nangal Raya, New Delhi– 110046
Website: https://www.lumaxworld.in/lumaxindustries
Email id: lumaxshare@lumaxmail.com
CIN: L74899DL1981PLC012804

ANNEXURE I

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS - II ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AND FIXATION OF REMUNERATION IS FURNISHED BELOW:

Particulars	Mr Tomohiro Kondo (DIN: 10637013) (Ref: Item No. 3)	Mr Deepak Jain (DIN: 00004972) (Ref: Item No. 5)	Mr Anmol Jain (DIN: 00004993) (Ref: Item No. 6)	Mr Tadayoshi Aoki (DIN: 08053387) (Ref: Item No. 4)
Age/ Date of Birth	Age 60 Years August 12, 1965	Age 51 Years April 06, 1975	Age 47 Years April 29, 1979	Age 60 Years July 27, 1966
Qualification	Mr Tomohiro Kondo is a University Graduate.	Business Graduate from Illinois Institute of Technology, USA with specialization in Operations Management and International Business.	Bachelor of Business Administration in Finance & Supply Chain Management (Double major) from Michigan State University, U.S.A.	Graduated with a Mechanical Engineering Degree from Tokyo Denki University, Japan
Brief Resume Experience & Expertise	Mr Tomohiro Kondo has a rich experience in the automotive industry and is associated with the Stanley Group since May 2009.	He has over 25 years of experience in the automotive industry. In his early days in the automotive industry, he had undergone extensive training at Stanley Co. Inc. USA & Stanley Electric Co. Limited, Japan. He holds the following positions in the different organizations: • Co-Chairperson of CII Manufacturing Excellence Council. • Chairman for the CII Centre of Excellence for Competitiveness for SMEs for the year 2025-26. • Member of Governing Council for National Automotive Board (NAB) and International Centre for Automotive Technology (ICAT), Vice President and Member of Research Advisory Board (RAB) of Governing Council of Central Manufacturing Technology Institute (CMTI) • President of Toyota Kirloskar Suppliers Association, • Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council & Hero Supplier Council. He held various key positions in the different organizations: • Chairman of CII Northern Region (2023-2024). • President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)	He worked as a management Trainee with GHSP, U.S.A. & subsequently, joined Lumax Group in 2000 & possesses over 25 years of experience. He holds various key positions in the different associations: • Chairperson, Northern Region & Executive Committee Member and Director– ACMA • President of Bajaj Auto Vendor Association • HCI Suppliers Club Society – Advisor He also held various key positions in the different associations: • National Coordinator of ACMA – YBLF 2014-16 • Chairman CII Haryana State Council 2012-13.	Mr Tadayoshi Aoki is acting as Senior Executive Director on the Board of the Company. He has rich experience of over 3 decades in the field of Car Electronics, Engineering, Sales of car electronic parts and Sales Planning Division.

Notes for AGM Notice (Contd.)

Particulars	Mr Tomohiro Kondo (DIN: 10637013) (Ref: Item No. 3)	Mr Deepak Jain (DIN: 00004972) (Ref: Item No. 5)	Mr Anmol Jain (DIN: 00004993) (Ref: Item No. 6)	Mr Tadayoshi Aoki (DIN: 08053387) (Ref: Item No. 4)
Terms and Conditions of appointment	He is acting as Nominee Director of Stanley Electric Co. ltd., Japan and is a Non - Executive, Non-Independent Director in the Board of the Company. he does not drew any remuneration/sitting fee from the Company	As set out in the Explanatory statement of item of 5 of the AGM Notice	As set out in the Explanatory statement of item of 6 of the AGM Notice	As set out in the Explanatory statement for Item No. 4 of the AGM Notice
Remuneration Proposed to be paid	Not Applicable	As approved by the members vide Special Resolution passed in their Annual General Meeting held on August 25, 2025	As approved by the members vide Special Resolution passed in their Annual General Meeting held on August 25, 2025.	As set out in the Explanatory statement for Item No. 4 of the AGM Notice
Remuneration last drawn	NIL	₹ 1,215.13 Lakhs in FY 2025-26	₹ 485.44 Lakhs in FY 2025-26	₹ 18.13 Lakhs in FY 2025-26
Directorship on the Board of other Companies	• Stanley Electric Sales of India Private Limited	• Lumax Auto Technologies Limited • Lumax Mannoh Allied Technologies Limited • Lumax Alps Alpine India Private Limited • Lumax Ituran Telematics Private Limited • Lumax Finance Private Limited • Backcountry Estates Private Limited • Lumax Greenfuel Energy Solutions Private Limited (Formerly known as Lumax Resources Private Limited) • Talbros Automotive Components Limited	• Lumax Auto Technologies Limited • Lumax Finance Private Limited • Lumax Greenfuel Energy Solutions Private Limited (Formerly known as Lumax Resources Private Limited) • Lumax Ituran Telematics Private Limited • Lumax Alps Alpine India Private Limited • Lumax FAE Technologies Private Limited • Lumax Mannoh Allied Technologies Limited • Lumax Jopp Allied Technologies Private Limited • Lumax Cornaglia Auto Technologies Private Limited • Arari Interiors Private Limited • Automotive Component Manufacturers Association of India	• Stanley Electric Sales of India Private Limited
Date of first appointment on the Board	May 25, 2024	February 01, 2001	July 23, 2004	February 03, 2018
Shareholding	NIL	12,43,516 Equity shares	12,43,516 Equity shares	NIL
Relationship with Directors Inter-se	Related to Mr Kenjiro Nakazono and Mr Tadayoshi Aoki as Nominee Directors of Stanley Electric Co., Ltd.	Brother of Mr Anmol Jain, Joint Managing Director of the Company	Brother of Mr Deepak Jain, Chairman and Managing Director of the Company	Related to Mr Kenjiro Nakazono and Mr Tomohiro Kondo as Nominee Directors of Stanley Electric Co., Ltd.

Notes for AGM Notice (Contd.)

Particulars	Mr Tomohiro Kondo (DIN: 10637013) (Ref: Item No. 3)	Mr Deepak Jain (DIN: 00004972) (Ref: Item No. 5)	Mr Anmol Jain (DIN: 00004993) (Ref: Item No. 6)	Mr Tadayoshi Aoki (DIN: 08053387) (Ref: Item No. 4)
Number of Meetings of the Board attended during the year	Attended 3 out of 4 Board Meetings held during FY 2025-26	Attended 4 out of 4 Board Meetings held during FY 2025-26	Attended 4 out of 4 Board Meetings held during FY 2025-26	Attended 4 out of 4 Board Meetings held during FY 2025-26
Chairman/ Member of the Committee of the Board of other Companies	NIL	**i. Lumax Auto Technologies Limited** - Share Transfer/ Stakeholders Relationship Committee (Chairman) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Chairman) **ii. Lumax Mannoh Allied Technologies Limited** - Corporate Social Responsibility Committee (Member)	**i. Lumax Auto Technologies Limited** - Audit Committee (Member) - Risk Management Committee (Member) **ii. Lumax Mannoh Allied Technologies Limited** - Corporate Social Responsibility Committee (Member) - Nomination and Remuneration Committee (Member)	NIL
Listed Entity from which the person resigned in the past three years	NIL	Ceased to be Independent director of RSWM limited upon completion of his tenure	NIL	NIL

Note:

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

Notes for AGM Notice (Contd.)

ANNEXURE II

Statement containing required information as per Section II of part II of Schedule V of the Companies Act, 2013 for Item Nos. 4 to 6.

I. GENERAL INFORMATION:

i)	Nature of Industry	Manufacturers of end-to-end Automotive Lighting Solutions such as head lamps, tail lamps, LED Lamps, sundry and auxiliary lamps and other electronic components.
ii)	Date of Commencement of Commercial production	1981 (Date of Incorporation: December 10, 1981)
iii)	In case of new Companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus	Not Applicable

(iv) Standalone Financial performance based on given indicators (₹ in Lakhs)

Financial Parameters	**Financial year**		
	2023-24	**2024-25**	**2025-26**
Revenue from operations	2,63,659.47	3,40,039.16	4,18,415.93
Other income	3,763.15	1,912.59	3,004.05
Total income	**2,67,422.62**	**3,41,951.75**	**4,21,419.98**
Total expenses	**2,54,814.12**	**3,30,764.09**	**4,00,732.86**
Profit before exceptional item and income tax	**12,608.50**	**11,187.66**	**20,687.12**
Exceptional item	-	-	1,784.67
Profit Before Tax (PBT)	**12,608.50**	**11,187.66**	**18,902.45**
Tax Expenses	4,000.76	2,036.62	4,252.86
Profit After Tax (PAT)	**8,607.74**	**9,151.04**	**14,649.59**

(v) Foreign investments or collaborators, if any:

As on March 31, 2026, the Company has following foreign investments in the Company –

Promoter Category (Foreign) – 37.50% (including 26.74% as FDI)

Public Category (Foreign Portfolio Investors) – 0.97%

The Company has one Foreign Technical & Financial Collaborator i.e., Stanley Electric Co. Limited Japan. Also, Company has one Associate Company viz. SL Lumax Limited, which was incorporated in the year 1997. The Company holds 21.28% in equity share capital of SL Lumax Limited. SL Lumax Limited is based in Chennai and primarily engaged in manufacturing of Auto Parts which includes auto lamp assemblies, chassis, mirror and front-end modules (FEM).

Also the Company has one Wholly Owned Subsidiary in Czech Republic namely Lumax Industries Czech s.r.o.

II. INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT:

1. Background details:

Mr Deepak Jain

Mr Deepak Jain is a Promoter Director of the Company and was re-appointed as Chairman and Managing Director of the Company for a period of 5 Years w.e.f. February 01, 2026.

Mr Deepak Jain, aged 51 years, has more than 25 years of work experience in Automotive Components Industry.

Mr Deepak Jain is Chairman and Managing Director of the Company. He has over 25 years of work experience in the automotive industry. In his early days in the automotive industry, he had undergone extensive training at Stanley Co. Inc. USA & Stanley Electric Co. Limited, Japan.

He holds the following positions in the different organizations:

- Co-Chairperson of CII Manufacturing Excellence Council.

Notes for AGM Notice (Contd.)

- Chairman for the CII Centre of Excellence for Competitiveness for SMEs for the year 2025-26.
- Member of Governing Council for National Automotive Board (NAB) and International Centre for Automotive Technology (ICAT), Vice President and Member of Research Advisory Board (RAB) of Governing Council of Central Manufacturing Technology Institute (CMTI)
- President of Toyota Kirloskar Suppliers Association, Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council & Hero Supplier Council.

He held various key positions in the different organizations:

- Chairman of CII Northern Region
- President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)

Mr Anmol Jain

Mr Anmol Jain is a Promoter Director of the Company and was re-appointed as Joint Managing Director of the Company for a period of 5 Years w.e.f. August 01, 2026.

He worked as a management Trainee with GHSP, U.S.A. & subsequently, joined Lumax Group in 2000 & possesses over 25 years of experience.

He holds various key positions in the different associations:

- Chairperson, Northern Region & Executive Committee Member and Director– ACMA
- President of Bajaj Auto Vendor Association
- HCI Suppliers Club Society – Advisor

He also held various key positions in the different associations:

- National Coordinator of ACMA – YBLF 2014-16
- Chairman CII Haryana State Council 2012-13.

2. Past remuneration-

Financial Years	Amount (In Lakhs)		
	Mr Deepak Jain	Mr Anmol Jain	Mr Tadayoshi Aoki
2023-24	825.38	220.54	18.13
2024-25	740.99	220.44	18.13
2025-26	1,215.13	485.44	18.13

3. Recognition or awards

Mr Deepak Jain	Mr Anmol Jain	Mr Tadayoshi Aoki
He holds the following positions in the different organizations: • Co-Chairperson of CII Manufacturing Excellence Council. • Chairman for the CII Centre of Excellence for Competitiveness for SMEs for the year 2025-26. • Member of Governing Council for National Automotive Board (NAB) and International Centre for Automotive Technology (ICAT), Vice President and Member of Research Advisory Board (RAB) of Governing Council of Central Manufacturing Technology Institute (CMTI) • President of Toyota Kirloskar Suppliers Association, Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council & Hero Supplier Council He held various key positions in the different organizations: • Chairman of CII Northern Region • President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)	He holds various key positions in the different associations: • Chairperson, Northern Region & Executive Committee Member and Director– ACMA • President of Bajaj Auto Vendor Association • HCI Suppliers Club Society – Advisor He also held various key positions in the different associations: • National Coordinator of ACMA – YBLF 2014-16 • Chairman CII Haryana State Council 2012-13.	None

Notes for AGM Notice (Contd.)

4. **Job profile and his suitability**

Mr Deepak Jain

Mr Deepak Jain, as a Chairman, will preside over the Board and Shareholder meetings and provide strategic oversight, work closely with the management team to ensure that the Company's long-term vision translates into actionable direction and also uphold a culture of transparency and open dialogue at the Board level, enabling all members to meaningfully contribute to governance & decision-making.

Considering the experience and contribution of Mr Deepak Jain towards growth of the Company and in the interest of good corporate governance practice and evolving leadership structure and strategic oversight, it is appropriate to separate the roles of Chairperson and Managing Director. Therefore the change in designation from Chairman and Managing Director (Key Managerial Personnel) to Chairman (Key Managerial Personnel) will be in the best interest of the Company.

Mr Anmol Jain

Mr Anmol Jain as MD, will hold primary executive responsibility for the Company's overall operations and management, work under the superintendence and guidance of the Board to articulate and implement the Company's strategic roadmap including driving key decisions across business functions, providing direction and leadership to the Senior Management Team and ensuring that the Company's long-term vision is translated into measurable outcomes. His role will be central for balancing strategic direction with operational excellence and fostering a culture of disciplined performance, accountability and strong governance across the organization.

Considering the experience and contribution of Mr Anmol Jain towards growth of the Company and in the interest of good corporate governance practice and evolving leadership structure and strategic oversight, it is appropriate to separate the roles of Chairperson and Managing Director. Therefore the change in designation from Joint Managing Director (Key Managerial Personnel) to Managing Director (Key Managerial Personnel) will be in the best interest of the Company.

Mr Tadayoshi Aoki

Mr Tadayoshi Aoki has a rich experience of around 3 Decades in the field of Car Electronics, Engineering, Sales of car electronic parts and Sales Planning Division. Mr Tadayoshi Aoki is the Nominee Director of Stanley Electric Co. Limited, Japan. He holds a Mechanical Engineering Degree from Tokyo Denki University, Japan. He is associated with the Company since 2017. Considering the experience and contribution of Mr Tadayoshi Aoki towards growth of the Company, his re-appointment will be in the best interests of the Company.

5. **Remuneration proposed**

Particulars of Remuneration and perquisites

The remuneration proposed for the above Directors is as stated in the Explanatory Statement to Item Nos. 4 to 6 of this Notice.

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

The remuneration payable to Mr Deepak Jain and Mr Anmol Jain for the remaining period of their current tenure shall be as approved by the members vide special resolutions passed at the Annual General Meeting held on August 25, 2025.

The salary structure of the managerial personnel has undergone a major change in the industry in the past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Tadayoshi Aoki, the proposed remuneration is comparative with the remuneration paid by other companies to such similar positions in the same industry.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any.**

Mr Deepak Jain and Mr Anmol Jain are the Promoter Directors of the Company and both hold 12,43,516 shares each equivalent to 13.30% each in their individual capacity. Apart from receiving remuneration including perquisites, allowances, commission and dividend, they do not receive any emoluments from the Company and are also not related to any Managerial Personnel/Director of the Company except Mr Deepak Jain and Mr Anmol Jain being related as brothers.

Mr Tadayoshi Aoki is a Nominee of Stanley Electric Co. Ltd, Japan, and apart from receiving remuneration, he does not receive any emoluments from the Company and are also not related to any

Notes for AGM Notice (Contd.)

Managerial Personnel/Director of the Company other than Mr Kenjiro Nakazono and Mr Tomohiro Kondo, being Nominee Directors of Stanley Electric Co., Ltd.

III. Other information:

(1)	Reasons of loss or inadequate profits	During the last 3 financial years, the Company has earned profits. However, the industrial scenario in the country may get impacted by internal as well as external factors which may lead to a situation of loss or inadequate profits in the Company during the proposed tenure of Mr Deepak Jain, Mr Anmol Jain, and Mr Tadayoshi Aoki.
(2)	Steps taken or proposed to be taken for improvement	The management of the Company is actively working towards improving the plant efficiencies and the Company will continue to take all requisite actions / steps including but not limited to reduction in fixed costs to avoid the losses / inadequate profitability situation.
(3)	Expected increase in productivity and profits in measurable terms	N.A.

IV Disclosure:-

1. Remuneration package of the managerial persons: Please refer to the details of the remuneration of the managerial personnel given in the Corporate Governance Report forming part of Annual Report of FY 2025-26.
2. Disclosures in the Board of Director's report under the heading "Corporate Governance" has already been included in Annual Report for FY 2025-26. The requisite details of remuneration of Directors to be paid in the Financial Year 2026-27 shall be included in the Corporate Governance Report, forming part of the Annual Report of FY 2026-27 of the Company.