



LIL:CS:AGM:2025-26

Date: August 01, 2025

BSE Limited Listing & Compliance Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	National Stock Exchange of India Limited Listing & Compliance Department Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051
Security Code: 517206	Symbol: LUMAXIND

Subject: Notice of 44th Annual General Meeting ('AGM') of Lumax Industries Limited ('the Company').

Dear Sir/Ma'am,

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of **44th Annual General Meeting ('AGM')** of the Company scheduled to be held on **Monday, August 25, 2025 at 03:00 P.M. (IST)** via two-ways communication i.e. Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'). The said Notice also forms part of the Integrated Annual Report of the Company for the Financial Year 2024-25.

The Notice convening 44th AGM is also available on the Company's website at [www.lumaxworld.in/lumaxindustries/notice of AGM](http://www.lumaxworld.in/lumaxindustries/notice%20of%20AGM).

You are requested to kindly take the same in your records.

Thanking you,

Yours faithfully,

For LUMAX INDUSTRIES LIMITED

RAAJESH KUMAR GUPTA
EXECUTIVE DIRECTOR & COMPANY SECRETARY
M.NO. A-8709

Encl: As stated Above

NOTICE OF 44TH ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-Fourth (44th) Annual General Meeting ("AGM") of the Members of **Lumax Industries Limited** ("Company") will be held as per below mentioned schedule:

Day : Monday
Date : August 25, 2025
Time : 03:00 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, 2025, 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, 2025 together with the Report of Auditors thereon.
2. To declare a dividend of ₹ 35/- per equity share as recommended by the Board of Directors for the Financial Year ended March 31, 2025.
3. To appoint a Director in place of Mr Raajesh Kumar Gupta (DIN:00988790), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Tadayoshi Aoki (DIN:08053387), 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:

5. AS SPECIAL RESOLUTION

APPOINTMENT OF MR KENJIRO NAKAZONO (DIN: 08753913) AS AN EXECUTIVE DIRECTOR

"Resolved that pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, pursuant to the recommendation and approval of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr Kenjiro Nakazono (DIN:08753913), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 27, 2025 and who holds office upto the

date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a director of the company, whose office shall be liable to determination by retirement of directors by rotation.

Resolved further that in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) 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 the Central Government and other authorities, as applicable, and on the basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr Kenjiro Nakazono (DIN:08753913) as an Executive Director - Whole Time Director (Key Managerial Personnel) of the Company, for a period of 3 (Three) years with effect from May 27, 2025 on the terms and conditions including remuneration, allowances and perquisites as set out in the explanatory statement annexed to the notice with the 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 Executive Director.

Resolved further that since the period of office of Mr Kenjiro Nakazono as Director is liable to determination by retirement by rotation, he shall continue to hold office of 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 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 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

Notice (Contd.)

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

APPROVAL FOR RE-APPOINTMENT OF MR DEEPAK JAIN (DIN: 00004972) AS CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY FOR A PERIOD OF 5 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 Deepak Jain (DIN: 00004972) for the office of Director, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr Deepak Jain (DIN: 00004972) as Chairman and Managing Director (Key Managerial Personnel) of the Company, for a further period of 5 (Five) years with effect from February 01, 2026 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 Chairman and Managing Director.

Resolved further that the office of Mr Deepak Jain as Director shall not be liable to determination by retirement by rotation.

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 Chairman and Managing Director (Key Managerial Personnel) as the minimum remuneration.

Resolved further that pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby also accorded for the payment of above remuneration to Mr Deepak Jain, Chairman and Managing Director of the Company who is also a promoter and member of the promoter group, notwithstanding that the remuneration payable to Mr Deepak Jain in any year during his tenure from February 01, 2026 to January 31, 2031 exceeds the ceilings prescribed in the said Regulation.

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 SPECIAL RESOLUTION

APPROVAL FOR RE-APPOINTMENT OF MR ANMOL JAIN (DIN: 00004993) AS JOINT MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY FOR A PERIOD OF 5 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

Notice (Contd.)

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 Anmol Jain (DIN: 00004993) for the office of Director, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr Anmol Jain (DIN: 00004993) as Joint Managing Director (Key Managerial Personnel) of the Company, for a further period of 5 (Five) years with effect from August 01, 2026 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 Joint Managing Director.

Resolved further that the office of Mr Anmol Jain as Director shall not be liable to determination by retirement by rotation.

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 Joint Managing Director (Key Managerial Personnel) as the minimum remuneration.

Resolved further that pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby also accorded for the payment of above remuneration to Mr Anmol Jain, Joint Managing Director of the Company who is also a promoter and member of the promoter group, notwithstanding that the remuneration payable to Mr Anmol Jain in any year during his tenure from August 01, 2026 to July 31, 2031 exceeds the ceilings prescribed in the said Regulation.

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.”

8. AS SPECIAL RESOLUTION

APPROVAL FOR RE-APPOINTMENT OF MR RAAJESH KUMAR GUPTA (DIN:00988790) AS 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 Raajesh Kumar Gupta (DIN:00988790) for the office of Director, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr Raajesh Kumar Gupta (DIN: 00988790) as an Executive Director - Whole Time Director (Key Managerial Personnel) of the Company, for a further period of 3 (Three) years with effect from May 27, 2026 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 Executive Director.

Resolved further that since the period of office of Mr Raajesh Kumar Gupta as Director is liable to determination by retirement by rotation, he shall continue to hold office of 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 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

Notice (Contd.)

during the tenure, the above remuneration shall be paid to the 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 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.”

9. AS SPECIAL RESOLUTION

RE-APPOINTMENT OF MR VIKRAMPATI SINGHANIA (DIN:00040659) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

“Resolved that pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and on the basis of the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and in terms of the notice received in writing from a Member under Section 160 of the Companies Act, 2013, proposing the candidature of Vikrampati Singhania (DIN: 00040659) for the office of Director, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr Vikrampati Singhania (DIN: 00040659), as an Independent Director for a second term of 5 years with effect from February 11, 2026 till February 10, 2031 and whose office shall not be liable to determination by retirement of directors by rotation.

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.”

10. AS ORDINARY RESOLUTION

APPOINTMENT OF MR MANEESH GUPTA, PRACTICING COMPANY SECRETARY AS SECRETARIAL AUDITOR OF THE COMPANY FOR 5 (FIVE) CONSECUTIVE YEARS

“Resolved that pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors of the Company, Mr Maneesh Gupta, Practicing Company Secretary (FCS : 4982, CP No.: 2945 and Peer Review Certificate No.: 2314/2022) be and is hereby appointed as the Secretarial Auditor of the Company for a consecutive period of 5 (five) years from Financial Year 2025-26 to Financial Year 2029-30 at such annual remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company, based on the recommendation of the Audit Committee, and the Secretarial Auditor of the Company.”

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 considered necessary, proper and expedient for the purpose of giving effect to this resolution.

11. AS ORDINARY RESOLUTION

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2025-26

“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

Notice (Contd.)

expenses at actuals, incurred in connection therewith, 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 2025-26.

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.”

12. 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, Sale of Raw Materials and components including semi-finished goods, Sale of services, Sale of Fixed Assets, Purchase of packing Material, Purchase of Stores & Spares, Purchase of

Traded Goods (FG), Purchase of Fixed Assets, Technical Charges, Availing of services, Rent Received, Rent Paid, Royalty etc. and such other transactions as may be approved by Audit Committee and Board, for an estimated aggregate amount not exceeding ₹ 675 Crores (Rupees Six Hundred Seventy-Five Crores Only) during the Financial Year 2025-26 on such terms and conditions, as may be mutually agreed upon by the Company and LATL.

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

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

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

Place: Gurugram
Date: May 26, 2025

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. 09/2024 dated September 19, 2024 and other circulars in this respect ("MCA Circulars") has allowed, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 44th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The registered office of the Company shall be deemed to be the venue for the 44th 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 pursuant to the MCA circulars and SEBI Circular, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map for the venue of AGM are not annexed to this notice.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
5. Institutional Investors, who are Members of the Company, are encouraged to attend the AGM through VC/ OAVM mode and vote electronically. **Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution** to 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 Companies Act, 2013 ("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. 5 to 12 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, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India 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 facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
9. In line with the MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report for FY 2024-25 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 2024-25 and Notice of the AGM of the Company, may send a request to the Company at lumaxshare@lumaxmail.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 44th AGM along with the Annual Report for FY 2024-25 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

Notes for AGM Notice: (Contd.)

and www.nseindia.com respectively and the same will also be available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.

10. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the Depositories/RTA as on **Friday, July 25, 2025**.

11. **Dividend Entitlement:** Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM, will be payable to those Members whose names appear in the Register of Members of the Company, as at the close of **Thursday, August 07, 2025 (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 ₹ 35.00/- per equity share of the face value of ₹ 10 each (@350%), payable to those Shareholders whose names appear in the Register of Members as on the Record Date (subject to the approval of the same by the Shareholders in the AGM).

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates as per Income Tax Act, 1961 ('the IT Act'). The members may note that an email in this regard has been sent to all the shareholders having their email IDs registered with the Company/RTA/Depositories, explaining the applicable conditions for TDS and for submission of the requisite documents along with the links to various forms.

The note for '**Communication on Tax Deduction on Dividend**' is annexed with this notice.

Dividend amount for Members holding shares in Electronic Form and to those Members holding in Physical Form, who have given their Bank details, will be credited to their respective Bank Account through Electronic Clearing Service (ECS), wherever such facilities are available, soon after the declaration of the Dividend in the AGM, subject to TDS. If there is any change in the Bank Account they are requested to intimate the same to their respective DP's for their 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 viz Kind Attn: Mr Rajeev Kumar, 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:
 - (i) Name and Branch of Bank and Bank Account type;
 - (ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - (iii) 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.
12. **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 shares for which dividend has not been Paid/Unclaimed 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 2016-17, which was declared on July 22, 2017, was transferred to IEPF on September 18, 2024. Further the corresponding shares were also transferred to the Demat account of IEPF Authority within stipulated timelines.

Notes for AGM Notice: (Contd.)

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 2017-18 which was declared on July 18, 2018 to IEPF is September 20, 2025. Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall also be transferred to IEPF i.e. in case any dividend is claimed for any year during the said period of seven consecutive years, the shares shall not be transferred to IEPF.

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

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

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated 7th May 2024) 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.

As per SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI has mandated that with effect from April 1, 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 scanned copies of the documents may also be mailed through your registered email id with RTA at the mail id einward.ris@kfintech.com duly e-Signed on the forms and all proofs.

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. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 07, 2024) 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.

SEBI, through Master Circular No. SEBI/HO/OIAE/OIAE_ IAD-3/P/CIR/2023/195 dated December 28, 2023, 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

Notes for AGM Notice: (Contd.)

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.

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, the request for transfer of securities shall not be processed unless the securities are held in the dematerialized form with Depositories. 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 Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, 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.

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 submit their PAN details to the Company/ RTA.
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 **Monday, August 18, 2025 by 5:00 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, number of shares held, Email ID, PAN and mobile number, to lumaxshare@lumaxmail.com by Monday, August 18, 2025 by 05:00 P.M. (IST). These queries will be suitably replied by the Company.

Notes for AGM Notice: (Contd.)

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 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated 6th October 2023), 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 Tuesday, August 19, 2025, 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 Friday, August 22, 2025 (09:00 A.M.) to Sunday, August 24, 2025 (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 Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote(s) through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, who have cast their votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
24. The recorded transcript of the AGM shall also 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 scrutiner 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 Scrutinizer shall submit his report to the Chairman / Authorized Person who shall declare the result of the voting. The results declared along with the Scrutinizer's report shall be placed on the Company's website 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. **Monday, August 25, 2025**.
28. Notice of this AGM, Audited Financial Statements for Financial Year 2024-25 together with Directors' Report and Auditors' Report are also available on the website of the Company www.lumaxworld.in/lumaxindustries. Person who is not a member as on the Cut-off date should treat this Notice for information purposes only.
29. Instructions for attending the AGM through VC/OAVM and remote e-voting are given below:

The remote e-Voting period begins on Friday, August 22, 2025 (09:00 A.M.) and ends on Sunday, August 24, 2025 (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. Tuesday, August 19, 2025, 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:

Notes for AGM Notice: (Contd.)

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. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated 6th October 2023) 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.	- 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. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number 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. - 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  

Notes for AGM Notice: (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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

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?

- 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.

Notes for AGM Notice: (Contd.)

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those**

shareholders whose email ids are not registered.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Notes for AGM Notice: (Contd.)

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **"EVEN"** of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on **"VC/OAVM"** link placed under **"Join Meeting"**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "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, Senior Manager, 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), AADHAR (self-attested scanned copy of Aadhar 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 Aadhar 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, shareholder/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 circular dated December 9, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated 6th October 2023), 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.

Notes for AGM Notice: (Contd.)

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not 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. A 8709

Place: Gurugram
Date: May 26, 2025

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. 5

The Board of Directors in their meeting held on May 26, 2025 had appointed Mr Kenjiro Nakazono (DIN: 08753913) as an Additional Director designated as Executive Director – Whole Time Director (Key Managerial Personnel) of the Company for a period of 3 years w.e.f. May 27, 2025, subject to the approval of the Members of the Company. Accordingly, he shall hold office upto the date of this AGM and is to be appointed as a Director in this Meeting.

Mr Kenjiro Nakazono, aged 55 years is a graduate from Hamamatsu Commercial High School, with over 30 years of extensive experience in Procurement, Planning, Auditing, and New Product Development (NPD).

Considering his vast experience in the automotive lighting industry, approval of the Members of the Company is sought for appointment of Mr Kenjiro Nakazono as an Executive Director - Whole time Director (Key Managerial Personnel) for a period of 3 years w.e.f. May 27, 2025, liable to retire by rotation, on the terms and conditions, including remuneration, allowances and perquisites as mentioned below.

The aforesaid proposal has been recommended by Nomination and Remuneration Committee and Board of Directors in their meeting held on May 26, 2025 considering financial position of the Company, trend in the industry, appointee's qualification, experience, past performance and past remuneration amongst others.

Details of Remuneration and perquisites:

S. No.	PARTICULARS	AMOUNT
1.	Basic Salary	₹ 2.88 Lakhs per annum
2.	Perquisites & Allowances	
a.	House Rent Allowance	₹ 1.44 Lakhs per annum
b.	Special/Other Allowance	₹ 24.60 Lakhs per annum
c.	Proceeding allowance to self and his family.	Mr Kenjiro Nakazono shall be eligible for proceeding allowance at the rate of maximum of two months basic 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 allowance subject to maximum at the rate of 50% of 2 months basic salary and at the rate of 25% in case of children below 12 years.
d.	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.
e.	Other Benefits	The Company will provide a Chauffeur driven Car to Mr Nakazono. 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 Kenjiro Nakazono and his family when he goes on special leave/holiday passage granted to him.

The value of perquisites & allowances, subject to maximum of the limits as given above, shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules perquisites shall be evaluated at actual cost.

The Use of Company maintained car(s), telephone(s), 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.

In the event of absence or inadequacy of profits during the tenure, the above remuneration shall be paid to the Executive Director (Key Managerial Personnel) as minimum remuneration.

Notice under Section 160 of the Act proposing the candidature of Mr Kenjiro Nakazono as Director has been received from a member of the Company.

Mr Kenjiro Nakazono has granted his consent for his appointment as Executive Director - Whole Time Director (Key Managerial Personnel) of the Company. Further, Mr Kenjiro Nakazono 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

Notes for AGM Notice: (Contd.)

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 Kenjiro Nakazono 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 Companies Act, 2013 with reference to the Special Resolution at Item No. 5 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 and Mr Tomohiro Kondo, being nominee Directors of Stanley Electric Co, Ltd and Mr Kenjiro Nakazono, himself, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Your Directors recommend the resolution set forth in Item No. 5 for approval of the members as a Special Resolution.

Item No. 6 & 7

Mr Deepak Jain was re-appointed as Chairman and Managing Director of the Company for a period of 5 Years w.e.f. February 01, 2021 by the shareholders through the postal ballot held on January 13, 2021, in accordance with the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Act. Also the Shareholders on December 29, 2023 had approved for the payment of minimum remuneration to Mr Deepak Jain (DIN:00004972) Chairman and Managing Director (Key Managerial Personnel) for the tenure from February 01, 2024 to January 31, 2026. The current tenure of Mr Deepak Jain, Chairman and Managing Director is expiring on January 31, 2026.

Mr Deepak Jain has undergone extensive training at Stanley Co., Inc U.S.A. and Stanley Electric Co., Limited, Japan after qualifying his MBA from Illinois Institute of Technologies USA with specialization in operations management & international business.

Mr Deepak Jain, aged 50 years, has more than 25 years of work experience in Automotive Components Industry.

He holds various key positions in the different associations:

- Co-Chair 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), Member of International Centre for Automotive Technology (ICAT), Member of Research Advisory Board (RAB) and Vice President of the Governing Council of Central Manufacturing Technology Institute (CMTI)

- President of Toyota Kirloskar Supplier's Association (TKSA), Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council and Hero Supplier Council

He has held various key positions in the different associations:

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

His rich experience and continued valuable guidance to the management, strong Board performance, has been instrumental in providing expert guidance in the area of marketing, business development and customer relationship. Considering his vast experience in the automotive lighting industry and contribution in the progress of the Company, present business performance and future growth plans, it is proposed to re-appoint Mr Deepak Jain as Chairman and Managing Director for a further period of 5 years w.e.f. February 01, 2026, on the terms & conditions including remuneration, allowances and perquisites as mentioned below.

Mr Anmol Jain was re-appointed as Joint Managing Director of the Company for a period of 5 Years w.e.f. August 01, 2021 by the shareholders through the postal ballot held on January 13, 2021, in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Act. Also the Shareholders on December 29, 2023 had approved for the payment of minimum remuneration to Mr Anmol Jain (DIN: 00004993) Joint Managing Director (Key Managerial Personnel) for the tenure from August 01, 2024 to July 31, 2026. The current tenure of Mr Anmol Jain, Joint Managing Director is expiring on July 31, 2026.

Mr Anmol Jain worked as a Management Trainee with GSHP, USA and subsequently joined the Lumax DK Jain Group in 2000 after completing Bachelors in Business Administration in Finance & Supply Chain Management (Double major) from Michigan State University, U.S.A. With over 25 years of experience in the automotive industry, he has led the group operations contributing significantly to its growth.

He holds various key positions in the different associations

- Executive Council member of ACMA
- Chairman – Pillar 1 (Business Development) Chairman, Sub-Pillar (OEM)
- HCI Suppliers Club Society - Advisor
- President - Bajaj Auto Vendor Association

He held various key positions in the different associations:

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

Notes for AGM Notice: (Contd.)

Considering his vast experience and contribution in the progress of the Company, present business performance and future growth plans, it is proposed to re-appoint Mr Anmol Jain as Joint Managing Director for a further period of 5 years w.e.f. August 01, 2026 on the terms & conditions including remuneration, allowances and perquisites as mentioned below.

The aforesaid proposals have been approved by 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 and also by the Board of Directors in their meeting held on May 26, 2025.

Particulars	Mr Deepak Jain Chairman and Managing Director	Mr Anmol Jain Joint Managing Director
Effective term of Appointment	February 01, 2026 to January 31, 2031	August 01, 2026 to July 31, 2031
Salary	₹ 72.00 Lacs per annum	₹ 31.20 Lacs per annum
Perquisites & Allowances	₹ 48.00 Lacs per annum	₹ 19.16 Lacs per annum
Total	₹ 120.00 Lacs per annum	₹ 50.36 Lacs per annum
Commission	Up to 5% per annum of the Net Profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013. The commission may be paid quarterly, half yearly or annually as the Board may determine from time to time as per the Companies Act, 2013.	Up to 2% per annum of the Net Profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013. The commission may be paid quarterly, half yearly or annually as the Board may determine from time to time as per the Companies Act, 2013.

Perquisites & Allowances shall include House Rent Allowance, reimbursement of all expenses on Electricity, Security Guards, Club Membership Fees, Leave Travel Concession, Medical, Mediclaim and Personal accidental insurance premium, on actual basis, if incurred by him for self, spouse and dependent parent(s) and dependent children as the case may be. The Company shall make all applicable Statutory Payments viz. Provident Funds, Superannuation funds, Gratuity, as per the rules of the Company in respect of above remuneration.

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. Provided further that the use of company maintained cars, telephones, mobile phone(s), 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.

In the event of absence or inadequacy of profits in any of the first three financial years of the tenure, the above remuneration shall be paid to the Chairman and Managing Director and the Joint Managing Director (Key Managerial Personnel) as minimum remuneration.

Notices under Section 160 of the Act proposing the candidature of Mr Deepak Jain and Mr Anmol Jain as Directors have been received from a member of the Company.

Mr Deepak Jain and Mr Anmol Jain have signified their consent for re-appointment as Chairman and Managing Director (Key Managerial Personnel), and Joint Managing Director (Key Managerial Personnel) respectively, of the Company. Further,

Mr Deepak Jain and Mr Anmol Jain are not disqualified from being appointed as Director(s) in terms of Section 164 of the Act. They are 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.

The office of Mr Deepak Jain and Mr Anmol Jain is not liable to retire by rotation.

Relevant details relating to appointment of Mr Deepak Jain and Mr Anmol Jain 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 Companies Act, 2013 with reference to the Special Resolutions at Item No. 6 & 7 is annexed hereto as **Annexure - II**.

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 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.

Except Mr Deepak Jain and Mr Anmol Jain being related to each other, none of the Directors and 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 resolutions as set out at Item No. 6 & 7 of the Notice.

Notes for AGM Notice: (Contd.)

Your Directors recommend the resolutions set forth in Item No. 6 & 7 for approval of the members as Special Resolutions.

Item No. 8

The Board of Directors in their meeting held on May 26, 2025 had re-appointed Mr Raajesh Kumar Gupta (DIN:00988790) as an Executive Director – Whole Time Director (Key Managerial Personnel) of the Company for a period of 3 years w.e.f. May 27, 2026, subject to the approval of the Members of the Company.

Mr Raajesh Kumar Gupta, aged 56 years, is a qualified Company Secretary, Cost Accountant and Law Graduate. He has total experience of more than 3 decades in handling Secretarial, legal and compliance matters across various industries including more than 2 decades in the automotive industry. He has vast experience of working in Joint Venture culture and has always been pivotal in maintaining relationships with Joint Venture Partners.

Considering his vast experience in the automotive industry, approval of the Members of the Company is sought for re-appointment of Mr Raajesh Kumar Gupta as an Executive Director - Whole time Director (Key Managerial Personnel) for a period of 3 years w.e.f. May 27, 2026, liable to retire by rotation, on the terms and conditions, including remuneration, allowances and perquisites as mentioned below:-

PARTICULARS	AMOUNT
Salary	38.60 Lakhs per annum
HRA	19.30 Lakhs per annum
Allowances	39.70 Lakhs per annum
Total	97.60 Lakhs per annum
Other Allowances/Perquisites/ Variable Pay	As per Company Policy

Perquisites & Allowances shall include Company Car with Driver, reimbursement of all expenses on Leave Travel Concession, Medical, Medclaim, on actual basis, if incurred by him on self, spouse and dependent parent(s) and dependent children as the case may be.

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

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.

In the event of absence or inadequacy of profits during the tenure, the above remuneration shall be paid to the Executive Director (Key Managerial Personnel) as minimum remuneration.

The aforesaid proposal has been recommended by Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on May 26, 2025. Considering financial position of the Company, trend in the industry, appointee's qualification, experience, past performance and past remuneration amongst others and also by the Board of Directors in their meeting held on May 26, 2025.

Notice under Section 160 of the Act proposing the candidature of Mr Raajesh Kumar Gupta as Director has been received from a member of the Company.

Mr Raajesh Kumar Gupta has signified his consent for re-appointment as Executive Director - Whole Time Director (Key Managerial Personnel) of the Company. Further, Mr Raajesh Kumar Gupta 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 Raajesh Kumar Gupta 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 Companies Act, 2013 with reference to the Special Resolutions at Item No.8 is annexed hereto as **Annexure - II**.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr Raajesh Kumar Gupta, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

Your Directors recommend the resolution set forth in Item No. 8 for approval of the members as a Special Resolution

Item No. 9

Mr Vikrampati Singhania (DIN: 00040659) was appointed as an Independent Director at the 40th Annual General Meeting of the Company held on August 31, 2021 and holds office with effect from February 11, 2021 up to February 10, 2026.

Mr Singhania is a fourth-generation industrialist belonging to

Notes for AGM Notice: (Contd.)

one of the largest industrial groups in India – J.K. Organisation. J.K. Organisation is an over 140 years old business house with leadership across multiple sectors. The Group is present in more than 100 countries apart from all India presence with annual sales revenue of over US\$ 5 billion. The Group manufactures and markets a wide range of products from Paper, Automobile Tyres, Cement, Auto Components, Textiles, Agri Products, etc. The Group also has a tyre business in Mexico City by the name of JK Ternel S.A. de C.V. and employs 1600 people. The Group also is exploring setting up another manufacturing operation in Mexico for its auto component business.

Mr Singhania did his Master's Degree in Commerce from Kanpur University and his MBA from Fuqua School of Business, Duke University, USA.

Positions held

Mr Singhania is a Director of J.K. Organisation, Managing Director of J.K. Fenner (India) Ltd, one of the leading automotive & industrial components manufacturing company in the country. He is also Managing Director of JK Agri Genetics Ltd, which produces and markets hybrid seeds. He was the Dy. Managing Director of JK Tyre & Industries Ltd. (one of the largest Tyre manufacturers in India) till January 2016.

He has been involved in managing various industries including Hybrid Seeds, Automotive Tyres, Industrial V-Belts & Oil Seals, Pharmaceuticals, Sugar, Insurance, Power, Clinical Research, etc. He is also responsible for starting CliniRx Research Private Ltd., a full-service Clinical Research Organisation of the Group.

Association with Professional Bodies

- Member of Fuqua Indian Advisory Board of Duke University, USA
- Member of Managing Committee, The Associated Chambers of Commerce & Industry of India (ASSOCHAM).
- Vice President of Automotive Component Manufacturers Association of India (ACMA)

Mr Singhania is associated with Lumax since February 2021. At Lumax Industries Limited, Mr Singhania is a Member of the Audit Committee, Nomination and Remuneration Committee, and Chairman of Share Transfer/Stakeholders Relationship Committee.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 26, 2025 had approved the re-appointment of Mr Vikrampati Singhania (DIN:00040659) as an Independent Director, for second term of five (5) years from February 11, 2026 to February 10, 2031, not liable to retire by rotation, subject to the approval of Members.

The Board, based on skills, experience, knowledge and satisfactory performance evaluation, considers that given

his background, experience and contribution, the continued association of Mr Vikrampati Singhania would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director on the Board. The Board and its allied Committees have benefitted from his relevant specialization and expertise.

Notice under Section 160 of the Act proposing the candidature of Mr Vikrampati Singhania as Director has been received from a member of the Company.

The Company has received a declaration from Mr Vikrampati Singhania to the effect that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and he is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013.

In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board of Directors, Mr Vikrampati Singhania fulfils the conditions specified in the Act, Rules and Listing Regulations for his reappointment as an Independent Director and he is independent of the management of the Company. Mr Vikrampati Singhania is not debarred from holding the office of Director pursuant to any SEBI Order.

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 Vikrampati Singhania 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.

Except Mr Vikrampati Singhania, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution as set out at Item No. 9 of the Notice.

Your Directors recommend the resolution set forth in Item No. 9 for approval of the Members as Special Resolution.

Item No. 10.

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the provisions of Section 204 and any other provisions, if any, of the Companies Act, 2013 ("the Act") and Rule 9 of the

Notes for AGM Notice: (Contd.)

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint Secretarial Auditor for a consecutive period of 5 years commencing from FY 2025-26 till Financial Year 2029-30, to conduct the Secretarial Audit of the Company.

For identification of Secretarial Auditor, the Management had considered the eligibility of Mr Maneesh Gupta, Practicing Company Secretary, who is the Secretarial Auditor of the Company from FY 2019-20 till date. Mr Maneesh Gupta, Peer Reviewed Practicing Company Secretary, is a Fellow Member of the Institute of Company Secretaries of India and is having more than 30 years of experience in the areas of Corporate Laws, Merger/ Demerger of Companies, Takeover, Secretarial Audit, Financial Engineering and Representations to Financial Institutions & Banks at NCLT, Loan syndication, etc.

The Management evaluated the background, expertise and past performance of Mr Maneesh Gupta, Practicing Company Secretary as the Secretarial Auditors of the Company and apprised the Audit Committee members on the evaluation of the same.

The Audit Committee and the Board of Directors, at their respective meetings held on May 26, 2025, have considered the proposal. In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of Mr Maneesh Gupta, Practicing Company Secretary (FCS 4982; CP No.: 2945 & Peer Review Certificate No.: 2314/2022) as the Secretarial Auditors for a term of five (5) years from FY 2025-26 to FY 2029 - 30 for conducting secretarial audit of the Company.

Mr Maneesh Gupta, Practicing Company Secretary (FCS 4982) has provided his consent to be appointed as Secretarial Auditors and has confirmed that, his appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. He has also confirmed his eligibility and independence under Regulation 24A of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and other relevant applicable SEBI Circulars issued in this regard, the Companies Act, 2013, the Companies Secretaries Act, 1980, and Rules and Regulations made thereunder and have expressed their willingness to accept the appointment upon approval.

The proposed remuneration to be paid to Mr Maneesh Gupta for secretarial audit services for the financial year ending March 31, 2026, is 1,25,000 (Rupees One Lakh Twenty-Five Thousand only) plus applicable taxes and out-of-pocket expenses. The fees for subsequent years of the term will be approved by the Board/Committee. Besides the secretarial audit services, the Company may also obtain certifications from Mr Maneesh Gupta under various statutory regulations

and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, which is in line with the industry benchmark.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the agenda as set out at Item No. 10 of the Notice.

The Board of Directors recommends the resolution set forth in Item No. 10 for approval of the Members as an Ordinary Resolution.

Item No. 11

The Board on the recommendation of the Audit Committee, in its Meeting held on May 26, 2025 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 2025-26 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 2025-26.

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, 2026.

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. 11 of the Notice.

The Board recommends the resolution set forth in Item No. 11 for approval of the Members as an Ordinary Resolution.

Item No. 12

The Company is engaged in manufacturing of automotive lighting products. The annual consolidated turnover of the Company for the year ended March 31, 2025 was ₹ 3,400.39 Crores.

Notes for AGM Notice: (Contd.)

As a part of its business activities, the Company has entered into / will enter into transactions / contracts / agreements / arrangements with its related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). All transactions with such related parties of the Company are / will be at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by a firm of Chartered Accountants for arms' length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee on quarterly basis.

Further, all related party transactions are undertaken after obtaining approval of the Audit Committee. Presently 2/3rd of the members of the Audit Committee of the Company comprises of independent directors and as required by Listing Regulations, the non-independent members of the Audit Committee do not participate in the discussions on the item with respect to approval of related party transactions. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arms' length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

Regulation 23 of the Listing Regulations provides that shareholders' approval should be obtained for the related party transactions which in a financial year, exceed the lower of (i) ₹ 1,000 Crore; or (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Lumax Auto Technologies Limited ("LATL") is a 'Related Party' within the meaning of Section 2(76) of the Act, and Regulation 23 of the Listing Regulations and the Company has entered/ propose to enter into certain transactions like Purchase of Raw materials, Components and Moulds, Sale of Finished Goods, Sale of Raw Materials and components including semi-finished goods, Sale of services, Sale of Fixed Assets, Purchase of packing Material, Purchase of Stores & Spares, Purchase of Traded Goods (FG), Purchase of Fixed Assets, Technical Charges, Availing of services, Rent Received, Rent Paid, Royalty etc.

Lumax Ancillary Limited (LAL) is another Related Party within the meaning of Section 2(76) of the Act and Regulation 23 of the Listing Regulations and the Company has entered / propose to enter into certain transactions for purchase/sale of raw materials, components, moulds, finished goods, availing/ rendering of services, purchase of stores and spares, sale/ purchase of capital goods, rent/leasing transactions etc.

The members may note that Lumax Ancillary Limited (LAL) is a wholly owned subsidiary of LATL and a Scheme for merger of LAL with LATL has already been filed with the Hon'ble National Company Law Tribunal (NCLT) and the appointed date for the said merger is April 01, 2024. It is expected that the said scheme will be approved by the Hon'ble NCLT on or before March 31, 2026 and in that event no separate financials of LAL will be made for the financial year 2025-26, hence the transactions of the Company with LAL will also be considered as transactions with LATL for the financial year 2025-26. The Company has already obtained the omnibus approval from the Audit Committee for the transactions up to an amount ₹ 256.61 Crores with LAL and ₹ 415.62 Crores with LATL for the financial year 2025-26.

Accordingly, the approval of the shareholders of the Company is proposed to be obtained for a consolidated amount of ₹ 675 Crores (rounded - off) i.e. ₹ 415.62 Crores with LATL and ₹ 256.61 Crores with LAL.

The particulars and details of transactions carried out with LATL and LAL during the Financial Year 2025-26 together with the projections until March 31, 2026 are tabulated as under:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Lumax Auto Technologies Limited (LATL). LATL holds 5.62% of the Equity Paid Up Share Capital of the Company. Lumax Ancillary Limited ("LAL") is wholly Owned subsidiary of LATL. Mr D.K. Jain, Mr Deepak Jain and Mr Anmol Jain are the Promoters of LATL and are also Directors on the Board of LATL. Also Mr Deepak Jain and Mr Anmol Jain hold more than 2% of shareholding of LATL. Mr Raajesh Kumar Gupta, Executive Director and Company Secretary of the Company is acting as Non-Executive Director on the Board of LAL.

Notes for AGM Notice: (Contd.)

Sr. No.	Particulars	Details
2.	Name of the Director or Key Managerial Personnel who is related and Relationship	Mr D.K. Jain, Mr Deepak Jain and Mr Anmol Jain. Mr Deepak Jain and Mr Anmol Jain are themselves the brothers and sons of Mr D.K. Jain. Further, Mr Raajesh Kumar Gupta, Executive Director and Company Secretary of the Company is acting as a Non- Executive Director on the Board of LAL.
3.	Type, material terms and particulars of the transactions (entered /proposed to be entered)	Purchase of Raw materials, Components and Moulds, Sale of Finished Goods, Sale of Raw Materials and components including semi-finished goods, Sale of services, Sale of Fixed Assets, Purchase of packing Material, Purchase of Stores & Spares, Purchase of Traded Goods (FG), Purchase of Fixed Assets, Technical Charges, Availing of services, Rent Received, Rent Paid, Royalty etc.
4.	Tenure of the transactions (entered /proposed to be entered)	The approval is being taken for the Related Party transactions proposed to be entered for the financial year 2025-2026.
5.	Value of the transactions (entered/proposed to be entered)	The value of transactions to be entered into is likely to be up to an amount of ₹ 675 Crores (rounded - off)
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	19.85 % (Based on Annual Consolidated Turnover of the Company for the Financial Year 2024-25)
7.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	(i) details of the source of funds in connection with the proposed transaction	Not Applicable
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
8.	Justification as to why the RPT are in the interest of the listed entity	Both LATL and the Company are engaged in the business of manufacturing various types of automotive components. The Company is required to procure/purchase various products 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. LAL is into the business of Wiring Harness and Lamp Assembly. Both the Company and LAL share their respective resources with each other to achieve optimum cost targets and economies of scale.

Notes for AGM Notice: (Contd.)

Sr. No.	Particulars	Details
9.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
10.	Any other information that may be relevant	The pricing/commercial terms will be determined based on the transactions with unrelated parties for similar nature of transactions, if any. All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

During the Financial Year 2025-26, 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, 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 Promoter Directors on the Board of LATL, and Mr Raajesh Kumar Gupta, being Executive Director and Company Secretary of the Company and Non-Executive Director of LAL, none other Directors, Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding are concerned or interested, financial or otherwise, in the said Resolution.

Mr Deepak Jain, Chairman and Managing Director, Mr Anmol Jain, Joint Managing Director and Mr Raajesh Kumar Gupta, Executive Director and Company Secretary of the Company

being interested, and any other Related Parties, whether interested or not to this particular transaction(s), shall not vote on this Item No. 12.

The Board of Directors recommends passing of the Ordinary Resolution set forth in Item No. 12 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. A 8709

Place: Gurugram
Date: May 26, 2025

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.)

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 Deepak Jain (DIN: 00004972) (Ref: Item No. 6)	Mr Anmol Jain (DIN: 00004993) (Ref: Item No. 7)	Mr Raajesh Kumar Gupta (DIN: 00988790) (Ref: Item No. 3 and 8)
Age/ Date of Birth	Age 50 Years April 06, 1975	Age 46 Years April 29, 1979	Age 56 Years December 04, 1968
Qualification	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.	Company Secretary, Cost Accountant and Law Graduate.
Brief Resume Experience & Expertise	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-Chair 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), Member of International Centre for Automotive Technology (ICAT), Member of Research Advisory Board (RAB) and Vice President of the Governing Council of Central Manufacturing Technology Institute (CMTI) • President of Toyota Kirloskar Supplier's Association (TKSA), Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council and Hero Supplier Council. He held various key positions in the different organizations: • Chairman of CII Northern Region • President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)	Mr Anmol Jain is Joint Managing Director of the Company. He started his career as a Management Trainee with GSHP, USA and subsequently joined the Lumax DK Jain Group in 2000 and has over 25 years of experience in the automotive industry. He holds various key positions in the different associations: • President of Bajaj Auto Vendor Association • Executive Council member of ACMA • Chairman – Pillar 1 (Business Development) Chairman, Sub-Pillar (OEM) • 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 Raajesh Kumar Gupta is Executive Director and Company Secretary of the Company. He has total experience of more than 3 decades in handling Secretarial, legal and compliance matters across various industries including around 2 decades in the automotive industry. He has vast experience of working in Joint Venture culture and has always been pivotal in maintaining relationships with Joint Venture Partners.

Notes for AGM Notice: (Contd.)

Particulars	Mr Deepak Jain (DIN: 00004972) (Ref: Item No. 6)	Mr Anmol Jain (DIN: 00004993) (Ref: Item No. 7)	Mr Raajesh Kumar Gupta (DIN: 00988790) (Ref: Item No. 3 and 8)
Terms and Conditions of appointment	As set out in the Explanatory statement of item of 6 of the AGM Notice	As set out in the Explanatory statement of item of 7 of the AGM Notice	As set out in the Explanatory statement of item of 8 of the AGM Notice
Remuneration Proposed to be paid	As set out in the Explanatory statement for Item No. 6 of the AGM Notice	As set out in the Explanatory statement for Item No. 7 of the AGM Notice	As set out in the Explanatory statement for Item No. 8 of the AGM Notice
Remuneration last drawn	740.95 Lakhs in FY 2024-25	220.44 Lakhs in FY 2024-25	107.70 Lakhs in FY 2024-25
Directorship on the Board of other Companies	• 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 • IAC International Automotive India Private Limited (Formerly known as Lumax Integrated Ventures Private Limited) • Lumax Resources Private Limited • Greenfuel Energy Solutions Private Limited • SL Lumax Limited • RSWM Limited • Talbros Automotive Components Limited	• Lumax Finance Private Limited • Lumax Auto Technologies Limited • Lumax Resources Private Limited • Lumax Ituran Telematics Private Limited • Lumax Alps Alpine India Private Limited • Lumax FAE Technologies Private Limited • IAC International Automotive India Private Limited (Formerly Known as Lumax Integrated Ventures Private Limited) • Lumax Mannoh Allied Technologies Limited • Lumax Jopp Allied Technologies Private Limited • Lumax Cornaglia Auto Technologies Private Limited • Greenfuel Energy Solutions Private Limited • Arari Interiors Private Limited • SL Lumax Limited	• Lumax Ancillary Limited
Date of first appointment on the Board	February 01, 2001	July 23, 2004	May 27, 2023
Shareholding	12,43,516 Equity shares	12,43,516 Equity shares	10 Equity Shares
Relationship with Directors Inter-se	Brother of Mr Anmol Jain, Joint Managing Director of the Company	Brother of Mr Deepak Jain, Chairman and Managing Director of the Company	Not related with any Director/ Manager/KMP of the Company
Number of Meetings of the Board attended during the year	Attended 6 out of 6 Board Meetings held during FY 2024-25	Attended 6 out of 6 Board Meetings held during FY 2024-25	Attended 6 out of 6 Board Meetings held during FY 2024-25

Notes for AGM Notice: (Contd.)

Particulars	Mr Deepak Jain (DIN: 00004972) (Ref: Item No. 6)	Mr Anmol Jain (DIN: 00004993) (Ref: Item No. 7)	Mr Raajesh Kumar Gupta (DIN: 00988790) (Ref: Item No. 3 and 8)
Chairman/ Member of the Committee of the Board of other Companies	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	NIL	NIL

Notes:

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

Particulars	Mr Tadayoshi Aoki (DIN: 08053387) (Ref: Item No. 4)	Mr Kenjiro Nakazono (DIN: 08753913) (Ref: Item No. 5)	Mr Vikrampati Singhania (DIN:00040659) (Ref: Item No. 9)
Age/ Date of Birth	Age 58 Years July 27, 1966	Age 55 Years April 29, 1970	Age 59 Years October 08, 1965
Qualification	Graduated with a Mechanical Engineering Degree from Tokyo Denki University, Japan	Graduate from Hamamatsu Commercial High School	Master's Degree in Commerce from Kanpur University and MBA from Fuqua School of Business, Duke University, USA.
Brief Resume Experience & Expertise	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.	Mr Kenjiro Nakazono is acting as an additional Executive Director on the Board of the Company. He has over 3 decades of extensive experience in Procurement, Planning, Auditing, and New Product Development (NPD).	Mr Vikrampati Singhania is acting as an Independent Director on the Board of the Company. He brings with him nearly three decades of rich and diverse industry experience and is a fourth-generation industrialist from the renowned JK Organization. He demonstrates extensive involvement in the motor sports activity of the JK Organization. He is a MD of J.K. Fenner (India) Limited & JK Agri Genetics Limited.
Terms and Conditions of appointment	In terms of the provision of Section 152(6) of the Act, Mr Tadayoshi Aoki is liable to retire by rotation at the ensuing Annual General Meeting.	As set out in the Explanatory statement for Item No. 5 of the AGM Notice.	Re-appointment as Non-Executive Independent Director for second term of 5 consecutive Years.
Remuneration Proposed to be paid	As approved by the members vide Sepcial Resolution dated December 29, 2023 passed through Postal Ballot.	₹ 28.92 Lakhs	Sitting Fees as approved by the Board from time to time

Notes for AGM Notice: (Contd.)

Particulars	Mr Tadayoshi Aoki (DIN: 08053387) (Ref: Item No. 4)	Mr Kenjiro Nakazono (DIN: 08753913) (Ref: Item No. 5)	Mr Vikrampati Singhania (DIN:00040659) (Ref: Item No. 9)
Remuneration last drawn	₹ 18.13 Lakhs in FY 2024-25	Not Applicable	₹ 5.20 Lakhs (Sitting fee for attending the Board and its committees' meetings) in FY 2024-25
Directorship on the Board of other Companies	Stanley Electric Sales of India Private Limited	NIL	- Tanvi Commercial Private Limited - ACMA Mobility Foundation - Sandhar Technologies Limited - Automotive Component Manufacturers Association of India - JK Agri Genetics Limited - J.K. Fenner (India) Limited - Transport Corporation of India Limited
Date of first appointment on the Board	February 03, 2018	He had acted as an Executive Director on the Board of the Company from June 18, 2020 to April 07, 2023.	February 11, 2021
Shareholding	NIL	NIL	NIL
Relationship with Directors Inter-se	Related to Mr Kenjiro Nakazono and Mr Tomohiro Kondo as Nominee Directors of Stanley Electric Co., Ltd.	Related to Mr Tadayoshi Aoki and Mr Tomohiro Kondo as Nominee Directors of Stanley Electric Co., Ltd.	Not related with any Director/ Manager/KMP of the Company.
Number of Meetings of the Board attended during the year	Attended 6 out of 6 Board Meetings held during FY 2024-25	Not Applicable	Attended 4 out of 6 Board Meetings held during FY 2024-25
Chairman/ Member of the Committee of the Board of other Companies	NIL	NIL	JK Agri Genetics Limited Stakeholder Relationship Committee - Member
Listed Entity from which the person resigned in the past three years	NIL	Lumax Industries Limited	NIL

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. 5 to 8.

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 (INR in Lakhs)

Financial Parameters	Financial year		
	2022-23	2023-24	2024-25
Revenue from operations	2,31,952.34	2,63,659.47	3,40,039.16
Other income	1,468.43	3,763.15	1,912.59
Total income	2,33,420.77	2,67,422.62	3,41,951.75
Total expenses	2,22,133.32	2,54,814.12	3,30,764.09
Profit before exceptional item and income tax	11,287.45	12,608.50	11,187.66
Exceptional item	(543.83)	-	-
Profit Before Tax (PBT)	10,743.62	12,608.50	11,187.66
Tax Expenses	3,680.03	4,000.76	2,036.62
Profit After Tax (PAT)	7,063.59	8,607.74	9,151.04

(v) Foreign investments or collaborators, if any:

As on March 31, 2025, 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 Kenjiro Nakazono**

Mr Kenjiro Nakazono aged 55 years is a graduate of Hamamatsu Commercial High School with over 3 decades of extensive experience in Procurement, Planning, Auditing, and New Product Development (NPD).

Notes for AGM Notice: (Contd.)

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, 2021.

Mr Deepak Jain, aged 50 years, has more than 25 years of work experience in Automotive Components Industry.

He holds various key positions in the different associations:

- Co-Chair 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), Member of International Centre for Automotive Technology (ICAT), Member of Research Advisory Board (RAB) and Vice President of the Governing Council of Central Manufacturing Technology Institute (CMTI)
- President of Toyota Kirloskar Supplier's Association (TKSA), Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council and Hero Supplier Council

He has held various key positions in the different associations:

- 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, 2021.

Mr Anmol Jain worked as a Management Trainee with GSHP, USA and subsequently joined the Lumax DK Jain Group in 2000 after completing Bachelors in Business Administration in Finance & Supply Chain Management (Double major) from Michigan State University, U.S.A. With over 25 years of experience in the automotive industry, he has led the group operations contributing significantly to its growth.

He holds various key positions in the different associations

- President - Bajaj Auto Vendor Association
- Executive Council member of ACMA
- Chairman – Pillar 1 (Business Development) Chairman, Sub-Pillar (OEM)
- HCI Suppliers Club Society - Advisor

He held various key positions in the different associations:

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

Mr Raajesh Kumar Gupta

Mr Raajesh Kumar Gupta, is a qualified Company Secretary, Cost Accountant and Law Graduate. He has total experience of more than 3 decades in handling Secretarial, legal and compliance matters across various industries including around 2 decades in the automotive industry. He has vast experience of working in Joint Venture culture and has always been pivotal in maintaining relationships with Joint Venture Partners.

2. Past remuneration-

Financial Years	Amount (In Lakhs)			
	Mr Kenjiro Nakazono	Mr Deepak Jain	Mr Anmol Jain	Mr Raajesh Kumar Gupta
2022-23	19.01	745.05	297.35	-
2023-24	0.91	825.38	220.54	87.63
2024-25	-	740.99	220.44	107.69

Notes for AGM Notice: (Contd.)

3. Recognition or awards

Mr Kenjiro Nakazono	Mr Deepak Jain	Mr Anmol Jain	Mr Raajesh Kumar Gupta
None	He holds the following positions in the different organizations: • Co-Chair 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), Member of International Centre for Automotive Technology (ICAT), Member of Research Advisory Board (RAB) and Vice President of the Governing Council of Central Manufacturing Technology Institute (CMTI) • President of Toyota Kirloskar Supplier's Association (TKSA), Executive Council Member of Maruti Suzuki Supplier Welfare Association (MSSWA), TATA Motors Suppliers Council and Hero Supplier Council. He held various key positions in the different 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: • President of Bajaj Auto Vendor Association • Executive Council member of ACMA • Chairman – Pillar 1 (Business Development) Chairman, Sub-Pillar (OEM) • 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

4. Job profile and his suitability**Mr Kenjiro Nakazono**

Mr Kenjiro Nakazono, Executive Director of the Company is a Nominee Director of Stanley Electric Co, Ltd. He is primarily responsible for manufacturing and quality improvement.

Mr Deepak Jain

Mr Deepak Jain, the Chairman and Managing Director of the Company presides over the Meetings of the Board and Shareholders of the Company. He is primarily responsible for setting and implementing the Company's direction and strategy under superintendence, direction and control of Board. The CMD actively oversees the functioning of the Company and ensures that all the matters needed to be considered by the Board are in fact brought before it and understands the views of all the Board Members.

Mr Anmol Jain

Mr Anmol Jain is acting as the Joint Managing Director of the Company and owing to the rich experience, he is primarily responsible for monitoring operations management and supply chain systems in the Company. He along with CMD ensures successful implementation of Company's strategy and directions set by the Board for execution by the Management from time to time.

Notes for AGM Notice: (Contd.)

Mr Raajesh Kumar Gupta

Mr Raajesh Kumar Gupta, Executive Director and Company Secretary is responsible for overseeing:

- Secretarial and Compliance functions across group entities
- Legal affairs, including litigation management, contract negotiations, and regulatory matters
- Property-related matters, including legal due diligence, documentation, and dispute resolution
- Advising the Board on governance and statutory matters
- Managing key relationships with joint venture partners and external regulatory bodies

He continues to be a key pillar in ensuring the Group's legal integrity, compliance culture, and successful collaboration across business partnerships.

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. 5 to 8 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 proposed remuneration would be commensurate with the size of the Company and nature of the industry. 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 Mr Deepak Jain, Mr Anmol Jain, Mr Kenjiro Nakazono and Mr Raajesh Kumar Gupta, 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 holds 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 brother of each other.

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

Mr Raajesh Kumar Gupta holds 10 equity shares in his individual capacity and apart from receiving remuneration including perquisites, allowances and dividend, he do not receive any emoluments from the Company and is not related to any Managerial Personnel/Director of the Company.

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, Mr Kenjiro Nakazono and Mr Raajesh Kumar Gupta.
(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.

Notes for AGM Notice: (Contd.)

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 2024-25.
2. Disclosures in the Board of Director's report under the heading "Corporate Governance" has already been included in Annual Report for FY 2024-25. The requisite details of remuneration of Directors to be paid in the Financial Year 2025-26 shall be included in the Corporate Governance Report, forming part of the Annual Report of FY 2025-26 of the Company.

Notes for AGM Notice: (Contd.)

(Refer Note 11 of the Notice of 44th AGM)

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that Dividend paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

- Members having valid Permanent Account Number ("PAN"): 10% or as notified by the Government of India if member has provided a valid PAN (Linked with Aadhar).
- Members not having PAN / valid PAN: 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend paid by the Company during the financial year 2025-26 does not exceed ₹ 10,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable

surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate (TRC) for financial year 2025-26 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Form 10F filed electronically for FY 2025-26 on the Indian Income Tax web portal
- Self-declaration by the member of having no permanent establishment in India for FY 2025-26 in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.