

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-Third (43rd) Annual General Meeting ("AGM") of the Members of **Lumax Industries Limited** ("Company") will be held as per below mentioned schedule:

**Day : Friday**  
**Date : September 27, 2024**  
**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, 2024, 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, 2024 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, 2024.
3. To appoint a Director in place of Mr Deepak Jain (DIN: 00004972), who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint a Director in place of Mr Anmol Jain (DIN: 00004993), 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 AN ORDINARY RESOLUTION

#### APPOINTMENT OF MR TETSUYA HOJO (DIN: 10725951) AS A NON - 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, consent of the members be and is hereby accorded for the appointment of Mr Tetsuya Hojo (DIN: 10725951), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 09, 2024 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, as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

**Resolved further that** the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient to give effect to the aforesaid resolution."

### 6. AS A SPECIAL RESOLUTION

#### APPOINTMENT OF MS PALLAVI DINODIA GUPTA (DIN: 06566637) AS AN INDEPENDENT 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, consent of the members be and is hereby accorded for the appointment of Ms Pallavi Dinodia Gupta (DIN: 06566637), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 22, 2024 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 her candidature for the office of Director, as a Non-Executive Independent Director of the Company.

**Resolved further 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, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Nomination and Remuneration Committee and Board, Ms Pallavi Dinodia Gupta (DIN: 06566637) be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for Five (5) consecutive years with effect from August 22, 2024 and whose office shall not be liable to be determined by retirement by rotation.

**Resolved further that** the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as



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may be necessary, proper or expedient to give effect to the aforesaid resolution.”

### 7. AS A SPECIAL RESOLUTION

#### **APPOINTMENT OF MR HARISH LAKSHMAN (DIN: 00012602) AS AN INDEPENDENT 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, consent of the members be and is hereby accorded for the appointment of Mr Harish Lakshman (DIN: 00012602), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 22, 2024 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, as a Non-Executive Independent Director of the Company.

**Resolved further 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, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Nomination and Remuneration Committee and Board, Mr Harish Lakshman (DIN: 00012602), be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for Five (5) consecutive years with effect from August 22, 2024 and whose office shall not be liable to be determined by retirement by rotation.

**Resolved further that** the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

### 8. AS A SPECIAL RESOLUTION

#### **APPOINTMENT OF MR PRADEEP SINGH JAUHAR (DIN: 00744518) AS AN INDEPENDENT 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, consent of the members be and is hereby accorded for the appointment of Mr Pradeep Singh Jauhar (DIN: 00744518), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 22, 2024 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, as a Non-Executive Independent Director of the Company.

**Resolved further 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, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Nomination and Remuneration Committee and Board, Mr Pradeep Singh Jauhar (DIN: 00744518), be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for Five (5) consecutive years with effect from August 22, 2024 and whose office shall not be liable to be determined by retirement by rotation.

**Resolved further that** the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

### 9. AS AN ORDINARY RESOLUTION

#### **RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2024-25**

“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) excluding taxes and reimbursement of out of pocket expenses at actuals payable to M/s Jitender Navneet & Co., Cost Accountants (Firm Registration No. 000119), 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 2024-25.

## Notice (Contd.)

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

### 10. AS AN 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 sale, purchase, transfer or receipt of products, goods, materials, components, consumables, capital goods, assets or availing or rendering of services, Rent/ Leasing Transactions & Rent Deposits, Reimbursement of Expenses, Royalty etc. and such other transactions as may be approved by Audit Committee and Board, for an estimated aggregate amount not exceeding ₹ 625 Crores (Rupees Six Hundred Twenty Five Crores

Only) during the Financial Year 2024-25 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:** August 20, 2024

**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](mailto:lumaxshare@lumaxmail.com)  
CIN: L74899DL1981PLC012804



## Notes for AGM Notice:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 and 09/2023 dated May 05, 2020 and September 25, 2023, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2024, 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/2023/167 dated October 07, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 43rd AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 43rd AGM shall be the Registered Office of the Company.
2. 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 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 commencement of the Meeting by following the procedure mentioned in the Notice. 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, as the case may be, 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](mailto:einward.ris@kfintech.com) with a copy marked to the Company at [lumaxshare@lumaxmail.com](mailto: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 pursuant to Section 102 (1) of the Act, in respect of item nos. 5 to 10 forms part of this notice. The relevant details of the Directors seeking appointment/re-appointment at the AGM as required by Regulation 36(3) of Listing Regulations and as required under Secretarial Standard-2 ("SS - 2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") is annexed as **Annexure - I**.
8. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses 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 2023- 24 is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/RTA/Depositories. Further, the Notice of the AGM has been uploaded on the website of the Company at [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries).  
  
The AGM Notice can be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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, August 30, 2024**.
11. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 10, 2024 to Friday, September 27, 2024** (both days inclusive) for determining the entitlement of shareholders to the Final Dividend for the FY 2023-24, as may be approved by the members at the AGM.

## Notes for AGM Notice: (Contd.)

12. **Dividend Entitlement:** Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM, will be payable to those Members whose names appear in the Register of Members of the Company, in the case of beneficial owners as at the close of **Monday, September 09, 2024 (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/- 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 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 is being sent to all the shareholders having their email IDs registered with the Company/its RTA/Depositories, explaining the applicable conditions for deduction of 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 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 deduction of income-tax at source ('TDS').

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 dividends 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 bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested scanned copy of the PAN Card; and
- d. self-attested scanned copy of any document (such as AADHAAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

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

Members are requested to 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 (as amended from time to time), the amount of dividend which remains unclaimed or unpaid 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 set up by Government of India.

It may be noted that the amount due for transfer of the Unpaid/Unclaimed Dividend (Interim Dividend) lying in the Unpaid Dividend Account of the Company for the FY 2015-16, which was declared on March 12, 2016, was transferred to IEPF on April 28, 2023 and accordingly the shares lying unclaimed for the respective Financial Year were also transferred to IEPF within stipulated timelines.

Further, it may be noted that the last date for transfer into IEPF of the Unpaid/Unclaimed Dividend lying in the Unpaid Dividend Account of the Company for the Financial Year 2016-17 which was declared on July 22, 2017 is September 19, 2024. Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more 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.



## Notes for AGM Notice: (Contd.)

14. 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.

15. **Change/Update of details by Shareholders**

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 May 07, 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.

SEBI vide its aforesaid circular has specified the timeline of April 01, 2023 for freezing of folios which was extended to December 31, 2023. However, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 (being part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024), has removed the requirement for freezing of folios, however, members are requested to note that dividend and other payments, if any, in respect of such KYC non-compliant folios shall only be made electronically with effect from April 01, 2024 upon registering the required details.

In case a shareholder holding shares in Physical form has not updated his KYC details with the Company/RTA till the date of payment of Dividend to all the shareholders, the Dividend shall be credited to the shareholder only after duly submission of the KYC details with the Company/RTA. 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, Serilingampally Mandal,  
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](mailto: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 (if approved in AGM) has been stopped as aforesaid.

The shareholders holding shares in Demat form may further note that if they have either not furnished nomination or submitted declaration for opting out of nomination, as the case may be, on or before June 30, 2024, their demat accounts shall be frozen for debits.

Accordingly, the shareholders are advised to register their details with the RTA or DP, as the case may be, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

### **Availability of Dispute Resolution Mechanism**

SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/ 2022/76 dated May 30, 2022 read with Regulation 40 of 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.

Further, SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

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**

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

## Notes for AGM Notice: (Contd.)

of its efforts to enhance ease of dealing in securities market by investors vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 (being part of the SEBI 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. 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 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 under the aforesaid provisions of the Act. The shareholders are further advised to refer The Companies (Significant Beneficial

Owners) Amendment Rules, 2019 before making declaration in respect of Beneficial Owner and Significant Beneficial Owner.

18. 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.
  19. 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.
  20. 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](http://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>.
21. 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](mailto:lumaxshare@lumaxmail.com) at least 7 days in advance before the start of the AGM i.e. by **Friday, September 20, 2024 by 05:00 P.M. IST**. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM, depending upon the availability of time. Only those Members who have pre-registered themselves as a speaker will 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.

22. **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



## Notes for AGM Notice: (Contd.)

December 09, 2020, 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 **Saturday, September 21, 2024 (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.

23. The e-voting period shall be from **Tuesday, September 24, 2024 (09:00 A.M.) to Thursday, September 26, 2024 (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 cutoff 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.
24. 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.
25. The recorded transcript of the AGM shall be made available on the website of the Company [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries) in the Investor Section, as soon as possible after the Meeting is over.
26. The Board has appointed Mr Maneesh Gupta, Practicing Company Secretary (FCS 4982) New Delhi as the scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
27. 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 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](http://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.

28. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. **Friday, September 27, 2024**.
29. Notice of this AGM, Audited Financial Statements for FY 2023-24 together with Board's Report and Auditors' Report are also available on the website of the Company [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries). Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
30. Instructions for attending the AGM through VC/OAVM and remote e-voting are given below:

### A. Instructions for Members attending the AGM through VC/OAVM are as under:

- I. 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 herein 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.
- II. Members are encouraged to join the Meeting through Laptops for better experience.
- III. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- IV. 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.



## Notes for AGM Notice: (Contd.)

- V. 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](mailto:lumaxshare@lumaxmail.com). The same will be replied by the Company suitably.

**B. The instructions for remote e-voting and Joining Annual General Meeting are as under:**

**The remote e-Voting period shall be from Tuesday, September 24, 2024 (09:00 A.M.) to Thursday, September 26, 2024 (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. Saturday, September 21, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off Date.**

**How to vote electronically using NSDL e-Voting system?**

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

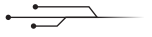
**Step 1: Access to NSDL e-Voting system**

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





In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



## Notes for AGM Notice: (Contd.)

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e Voting is in progress as per the information provided by company. On clicking the e Voting 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 &amp; voting during the meeting. Additionally, there are 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK “<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>” <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. at <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000
Holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-21-09911.

## Notes for AGM Notice: (Contd.)

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last

is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

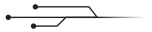
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a



## Notes for AGM Notice: (Contd.)

request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically 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 General 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 also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [guptamaneeshcs@gmail.com](mailto:guptamaneeshcs@gmail.com) with a copy marked

to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to [lumaxshare@lumaxmail.com](mailto:lumaxshare@lumaxmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to [lumaxshare@lumaxmail.com](mailto:lumaxshare@lumaxmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in

## Notes for AGM Notice: (Contd.)

demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

- Mr Amit Vishal, Deputy Vice President, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number :+91-22-24994360.
- Ms Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +91 22 2499 4545.

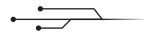
**By Order of the Board**  
For **Lumax Industries Limited**

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

Place: Gurugram  
Date: August 20, 2024

#### 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](mailto: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, upon recommendation of the Nomination and Remuneration Committee, had in their meeting held on August 08, 2024 appointed Mr Tetsuya Hojo (DIN: 10725951) as an Additional Director (Non-Executive and Non-Independent) with effect from August 09, 2024.

Accordingly, he shall hold office upto the date of this AGM and is to be appointed as a Director in this Meeting.

Notice under Section 160 of the Act proposing the candidature of Mr Tetsuya Hojo (DIN: 10725951) as Director has been received from a member of the Company.

Mr Tetsuya Hojo is a Bachelor of Economics from MEIJI-GAKUIN University, Tokyo, Japan. He has experience of more than 25 years in the Automotive Industry. He is associated with Stanley Group since April 1990.

Considering his vast experience in the automotive industry, approval of the Members of the Company is being sought for appointment of Mr Tetsuya Hojo as a Director (Non- Executive and Non-Independent) of the Company.

Mr Tetsuya Hojo has provided the consent for his appointment as Director of the Company and 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.

The information as stipulated under Regulation 36(3) of Listing Regulations and SS - 2, are provided in the **Annexure I**.

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. Limited., are 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 an Ordinary Resolution.

#### Item No. 6.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had in their meeting held on August 20, 2024 appointed Ms Pallavi Dinodia Gupta (DIN: 06566637) as an Additional Director of the Company with effect from August 22, 2024. In accordance with the provisions of Section 161 of the Act and Articles of Association of the Company, Ms Pallavi Dinodia Gupta (DIN: 06566637) shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as a Director.

Notice under Section 160 of the Act proposing the candidature of Ms Pallavi Dinodia Gupta (DIN: 06566637) as Director has been received from a member of the Company.

The Company has received declarations from Ms Pallavi Dinodia Gupta (DIN: 06566637) to the effect that she meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Ms Pallavi Dinodia Gupta (DIN: 06566637) fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and she is independent of the management of the Company. Ms Pallavi Dinodia Gupta is not debarred from holding the office of Director pursuant to any SEBI Order. The terms and conditions of her appointment shall be open for inspection by the Members at the registered office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

#### Brief Profile:

Ms Pallavi Dinodia Gupta is a Chartered Accountant and holds a Bachelor degree in Law (L.L.B.) from Delhi University. She is an established expert in taxation. In addition to her Chartered Accountancy expertise, she is trained as a lawyer and has worked with numerous global and domestic businesses in Europe, Asia and India over the past two decades. Her extensive domain knowledge and solution-based approach have enabled her to successfully lead cross functional teams, identify initiatives and deliver results.

As a practicing Chartered Accountant, her experience has spanned global businesses/ multinationals, publicly held companies to family-owned and non-profit organizations. She has also played a strategic role in advising on transactions which utilize her experience in valuation, corporate and tax laws combined with her understanding of finance and accounting.

Additionally, Ms Pallavi has experience of serving as an Independent Director on boards and committees of publicly listed companies in India like IndiaMART InterMESH Limited (Ecommerce), Voith Paper Fabrics India Ltd. (Manufacturing), National Engineering Industries Ltd. (Manufacturing), Jagsonpal Pharmaceuticals Ltd. (Pharma).

## Notes for AGM Notice: (Contd.)

The information as stipulated under Regulation 36(3) of Listing Regulations and SS - 2, are provided in the **Annexure I**.

Except Ms Pallavi Dinodia Gupta (DIN: 06566637), none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the agenda as set out at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for approval of the Members as a Special Resolution.

### Item No. 7.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had in their meeting held on August 20, 2024 appointed Mr Harish Lakshman (DIN: 00012602) as an Additional Director of the Company with effect from August 22, 2024. In accordance with the provisions of Section 161 of the Act and Articles of Association of the Company, Mr Harish Lakshman (DIN: 00012602) shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director.

Notice under Section 160 of the Act proposing the candidature of Mr Harish Lakshman (DIN: 00012602) as Director has been received from a member of the Company.

The Company has received declarations from Mr Harish Lakshman (DIN: 00012602) 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 the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. 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, Mr Harish Lakshman (DIN: 00012602) fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and he is independent of the management of the Company. Mr Harish Lakshman is not debarred from holding the office of Director pursuant to any SEBI Order. The terms and conditions of his appointment shall be open for inspection by the Members at the registered office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

### Brief Profile:

Mr Harish Lakshman holds a Bachelor's degree in Mechanical Engineering from BITS, Pilani, and Master's degree in Business from Krannert School of Management at Purdue University, USA.

He is acting as a Chairman of Rane Group, a ₹ 7,200 Crore (USD 870 Million) automotive components manufacturing group based out of Chennai.

Mr Harish started his career as Management Associate in TRW Automotive Inc. in 1996 and joined Rane Group, in 1998 as AGM-Marketing at Rane TRW Steering Systems. He held positions of increasing responsibilities in the areas of Marketing and Operations. He became Managing Director in 2008 and Chairman in 2024.

He also played a key role as President of Automotive Component Manufacturers Association of India (ACMA) for the period 2013-14. He currently serves in the Past President's Council and as Chairman of Finance Committee of ACMA.

In addition to being a Director in Rane Group of Companies, Harish serves as an Independent Director in public limited companies - Oriental Hotels Limited and KCP Ltd.

The information as stipulated under Regulation 36(3) of Listing Regulations and SS - 2, are provided in the **Annexure I**.

Except Mr Harish Lakshman, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the agenda as set out at Item No. 7 of the Notice.

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

### Item No. 8.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company had in their meeting held on August 20, 2024 appointed Mr Pradeep Singh Jauhar (DIN: 00744518) as an Additional Director of the Company with effect from August 22, 2024. In accordance with the provisions of Section 161 of the Act and Articles of Association of the Company, Mr Pradeep Singh Jauhar (DIN: 00744518) shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director.

Notice under Section 160 of the Act, proposing the candidature of Mr Pradeep Singh Jauhar (DIN: 00744518) as Director has been received from a member of the Company.

The Company has received declarations from Mr Pradeep Singh Jauhar (DIN: 00744518) 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 the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. 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, Mr Pradeep Singh Jauhar (DIN: 00744518) fulfils the conditions specified in the Act, Rules and Listing Regulations for appointment as Independent Director and he is independent of the management of the Company. Mr Pradeep Singh Jauhar is not debarred from holding the office of Director pursuant to

## Notes for AGM Notice: (Contd.)

any SEBI Order. The terms and conditions of his appointment shall be open for inspection by the Members at the registered office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

### **Brief Profile:**

Mr Pradeep Singh Jauhar is Managing Director and Chief Executive Officer of Jamna Auto Industries Limited and looks after its operations. He is a commerce graduate and has over 35 years of experience in the spring industry.

The information as stipulated under Regulation 36(3) of Listing Regulations and SS - 2, are provided in the **Annexure I**.

Except Mr Pradeep Singh Jauhar, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the agenda as set out at Item No. 8 of the Notice.

The Board recommends the resolution set forth in Item No. 8 for approval of the Members as a Special Resolution.

### **Item No. 9**

The Board on the recommendation of the Audit Committee, in its Meeting held on May 24, 2024 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 FY 2024-25 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.

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, 2025.

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. 9 of the Notice.

The Board recommends the resolution set forth in Item No. 9 for approval of the Members as an Ordinary Resolution.

### **Item No. 10**

The Company is engaged in manufacturing of automotive lighting products. The annual consolidated turnover of the

Company for the year ended March 31, 2024 was ₹ 2,636.59 Crore.

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 are 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 Companies Act, 2013 and Regulation 23 of the Listing Regulations and the Company has entered into certain transactions for purchase/sale of raw materials, finished goods, availing / rendering of services etc. and further proposes to undertake transactions as to sale, purchase, transfer or receipt of products, goods, materials, components, consumables, capital goods, assets or availing or rendering of services, Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, 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

## Notes for AGM Notice: (Contd.)

into certain transactions for purchase/sale of raw materials, finished goods, availing/rendering of services etc. and further proposes to undertake transactions as to sale, purchase, transfer or receipt of products, goods, materials, components, consumables, capital goods, assets or availing or rendering of services, rent/leasing transactions etc.

The members may further note that a Scheme for merger of LAL with LATL has already been filed with the Hon'ble National Company Law Board (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, 2025 and in that event no separate financials of LAL will be made for the financial year 2024-25, hence the transactions of the Company with LAL will also be considered as transactions with LATL for the financial year 2024-25.

The Company has already obtained the omnibus approval from the Audit Committee for the transactions with LATL and LAL for an amount of upto ₹ 400 Crores and ₹ 221.40 Crores, respectively for the Financial Year 2024-25. Accordingly, your approval is being sought for a consolidated amount of ₹ 625 Crores.

The particulars and details of transactions carried out with LATL during the Financial Year 2024-25 together with the projections until March 31, 2025 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.  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 holds more than 2% of shareholding of LATL.  Lumax Ancillary Limited ("LAL") is wholly Owned subsidiary of LATL.  Mr Raajesh Kumar Gupta, Executive Director and Company Secretary of the Company is acting as a Non-Executive Director on the Board of LAL.
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)	Sale, purchase, transfer or receipt of products, goods, materials, components, consumables, capital goods, assets or availing or rendering of services, Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, Royalty etc.
4.	Tenure of the transactions (entered /proposed to be entered)	The approval is being taken for the Related Party transactions (entered/ proposed to be entered) for the financial year 2024-2025.
5.	Value of the transactions (entered/proposed to be entered)	The value of transactions to be entered into together with already entered into is likely to be up to an amount of ₹ 625 Crores.
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.	23.70%.



Notes for AGM Notice: (Contd.)

Sr. No.	Particulars	Details
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	<p>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.</p> <p>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.</p> <p>Besides the above, both LATL and the Company share their respective resources with each other to achieve optimum cost targets and economies of scale.</p> <p>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.</p>
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	<p>The pricing/commercial terms will be determined based on the transactions with unrelated parties for similar nature of transactions, if any.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.</p>

## Notes for AGM Notice: (Contd.)

During the Financial Year 2024-25, the transactions already entered into by the Company 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 and 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. 10.

The Board of Directors recommends passing of the Ordinary Resolution set forth in Item No. 10 of the Notice by the members of the Company.

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

**Raajesh Kumar Gupta**

Executive Director &  
Company Secretary  
M. No. ACS 8709

Place: Gurugram  
Date: August 20, 2024

### **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](mailto:lumaxshare@lumaxmail.com)  
CIN: L74899DL1981PLC012804



Notes for AGM Notice: (Contd.)

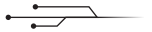
## ANNEXURE I

**PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AND FIXATION OF REMUNERATION IS FURNISHED BELOW:**

Particulars	Mr Deepak Jain (DIN: 00004972)	Mr Anmol Jain (DIN: 00004993)	Mr Tetsuya Hojo (DIN: 10725951)
<b>Age/ Date of Birth</b>	April 06, 1975	April 29, 1979	February 20, 1967
<b>Qualification</b>	Business Graduate from Illinois Institute of Technology, USA with specialization in Operations Management and International Business.	He is a Bachelors in Business Administration in Finance & Supply Chain Management (Double major) from Michigan State University, U.S.A.	He is a Bachelor of Economics from MEIJI-GAKUIN University, Tokyo, Japan.
<b>Brief Resume, Experience &amp; Expertise</b>	<p>Mr Deepak Jain is the Chairman &amp; Managing Director of the Company.</p> <p>He has over 25 years of work experience in the Automotive Components Industry. Mr Deepak Jain has undergone extensive training at Stanley Co. Inc. USA &amp; Stanley Electric Co. Limited, Japan.</p> <p>He holds various key positions in the different associations:</p> <ul style="list-style-type: none"> <li>Co-Chair of CII Manufacturing Excellence Council and CII National Committee on Environment, also member of CII International Council 2024-25</li> <li>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)</li> <li>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</li> </ul> <p>He held various key positions in the different associations:</p> <ul style="list-style-type: none"> <li>Immediate past Chairman of CII Northern Region</li> <li>Past President of Automotive Component Manufacturers Association of India (ACMA) - (2019-2021)</li> </ul>	<p>Mr Anmol Jain is Joint Managing Director of the Company.</p> <p>He worked as a Management Trainee with GHSP, U.S.A. &amp; subsequently, joined Lumax Group, &amp; has over 23 years of experience.</p> <p>He holds various key positions in the different associations:</p> <ul style="list-style-type: none"> <li>Executive Council member of ACMA</li> <li>Chairman, Pillar-1 (Business Development) Chairman, Sub-Pillar (OEM)</li> </ul> <p>He held various key positions in the different associations:</p> <ul style="list-style-type: none"> <li>President of the Honda Cars India Supplier's Club</li> <li>Management Committee member - Bajaj Auto Vendor Association</li> <li>National Coordinator of ACMA – YBLF 2014-16</li> <li>Chairman CII Haryana State Council 2012-13</li> </ul>	<p>He has experience of more than 25 years in the Automotive Industry. He is associated with Stanley Group since April 1990.</p>
<b>Terms and Conditions of Appointment/ Re-appointment</b>	In terms of the provisions of Section 152(6) of the Act, Mr Deepak Jain is liable to retire by rotation at the ensuing Annual General Meeting.	In terms of the provisions of Section 152(6) of the Act, Mr Anmol Jain is liable to retire by rotation at the ensuing Annual General Meeting.	As set out in the resolution at item no. 5 of the AGM Notice.

## Notes for AGM Notice: (Contd.)

Particulars	Mr Deepak Jain (DIN: 00004972)	Mr Anmol Jain (DIN: 00004993)	Mr Tetsuya Hojo (DIN: 10725951)
<b>Remuneration Proposed to be paid</b>	As approved by the members vide special resolution dated December 29, 2023 passed through Postal Ballot.	As approved by the members vide special resolution dated December 29, 2023 passed through Postal Ballot.	Nil
<b>Remuneration last drawn</b>	₹ 825.38 Lakhs	₹ 220.54 Lakhs	Nil
<b>Directorship on the Board of other Companies</b>	<ul style="list-style-type: none"> <li>Lumax Auto Technologies Limited</li> <li>RSWM Limited</li> <li>Talbro Automotive Components Limited</li> <li>Lumax Mannoh Allied Technologies Limited</li> <li>Lumax Cornaglia Auto Technologies Private Limited</li> <li>Lumax Alps Alpine India Private Limited</li> <li>Lumax Ituran Telematics Private Limited</li> <li>SL Lumax Limited</li> <li>Lumax Finance Private Limited</li> <li>Backcountry Estates Private Limited</li> <li>IAC International Automotive India Private Limited (formerly Lumax Integrated Ventures Private Limited)</li> <li>Lumax Resources Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>SL Lumax Limited</li> <li>Lumax Jopp Allied Technologies Private Limited</li> <li>Lumax Auto Technologies Limited</li> <li>Arari Interiors Private Limited</li> <li>Lumax Finance Private Limited</li> <li>Lumax Resources Private Limited</li> <li>Lumax Alps Alpine India Private Limited</li> <li>Lumax FAE Technologies Private Limited</li> <li>Lumax Ituran Telematics Private Limited</li> <li>Lumax Mannoh Allied Technologies Limited</li> <li>IAC International Automotive India Private Limited (Formerly Lumax Integrated Ventures Private Limited)</li> <li>Lumax Cornaglia Auto Technologies Private Limited</li> </ul>	None
<b>Date of first appointment on the Board.</b>	February 01, 2001	July 23, 2004	August 09, 2024
<b>Shareholding</b>	12,43,516 Equity Shares	12,43,516 Equity Shares	Nil
<b>Relationship with Directors Inter-se</b>	Related as Brother of Mr Anmol Jain, Joint Managing Director of the Company	Related as Brother of Mr Deepak Jain, Chairman and Managing Director of the Company	Related to Mr Tomohiro Kondo and Mr Tadayoshi Aoki as Nominee Directors of Stanley Electric Co. Limited.
<b>Chairman/Member of the Committee of the Board of other Companies</b>	<b>i. Lumax Auto Technologies Limited</b> <ul style="list-style-type: none"> <li>Share Transfer/ Stakeholders Relationship Committee (Chairman)</li> <li>Nomination and Remuneration Committee (Member)</li> <li>Corporate Social Responsibility Committee (Chairman)</li> </ul> <b>ii. Lumax Mannoh Allied Technologies Limited</b> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee (Chairman)</li> </ul>	<b>i. Lumax Auto Technologies Limited</b> <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> <li>Risk Management Committee (Member)</li> </ul> <b>ii. Lumax Mannoh Allied Technologies Limited</b> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee (Member)</li> <li>Nomination and Remuneration Committee (Member)</li> </ul>	Nil
<b>Number of meetings of the Board attended during the financial year 2023-24</b>	Attended 7 Board Meetings out of 8 Board Meetings held during FY 2023-24.	Attended 8 Board Meetings out of 8 Board Meetings held during FY 2023-24.	Not Applicable
<b>Listed entities from which the person has resigned in the past three years</b>	Nil	Nil	Nil



Notes for AGM Notice: (Contd.)

Particulars	<b>Ms Pallavi Dinodia Gupta (DIN: 06566637)</b>	<b>Mr Harish Lakshman (DIN: 00012602)</b>	<b>Mr Pradeep Singh Jauhar (DIN: 00744518)</b>
<b>Age/ Date of Birth</b>	November 02, 1980	February 12, 1974	August 23, 1964
<b>Qualification</b>	Ms Pallavi Dinodia Gupta is a Chartered Accountant and holds a Bachelor degree in Law (L.L.B.) from Delhi University.	Mr Harish Lakshman holds a Bachelor's degree in Mechanical Engineering from BITS, Pilani, and Master's degree in Business from Krannert School of Management at Purdue University, USA.	Mr Pradeep Singh Jauhar is a commerce graduate.
<b>Brief Resume, Experience &amp; Expertise</b>	She is an established expert in taxation. In addition to her Chartered Accountancy expertise, she is trained as a lawyer and has worked with numerous global and domestic businesses in Europe, Asia and India over the past two decades. Her extensive domain knowledge and solution-based approach have enabled her to successfully lead cross functional teams, identify initiatives and deliver results. As a practicing Chartered Accountant, her experience has spanned global businesses / multinationals, publicly held companies to family-owned and non-profit organizations. She has also played a strategic role in advising on transactions which utilize her experience in valuation, corporate and tax laws combined with her understanding of finance and accounting.	He is acting as a Chairman of Rane Group, a ₹ 7,200 Crore (USD 870 Million) automotive components manufacturing group based out of Chennai. Mr Harish started his career as Management Associate in TRW Automotive Inc. in 1996 and joined Rane Group, in 1998 as AGM-Marketing at Rane TRW Steering Systems. He held positions of increasing responsibilities in the areas of Marketing and Operations. He became Managing Director in 2008 and Chairman in 2024. He also played a key role as President of Automotive Component Manufacturers Association of India (ACMA) for the period 2013-14. He currently serves in the Past President's Council and as Chairman of Finance Committee of ACMA.	Mr Pradeep Singh Jauhar is Managing Director and Chief Executive Officer of Jamna Auto Industries Limited and looks after its operations. Jamna Auto Industries Ltd. manufactures Suspension solutions for a wide range of Commercial Vehicles.
<b>Terms and Conditions of Appointment/ Re-appointment</b>	Appointment as Non – Executive Independent Director for a period of 5 consecutive years	Appointment as Non – Executive Independent Director for a period of 5 consecutive years	Appointment as Non – Executive Independent Director for a period of 5 consecutive years
<b>Remuneration Proposed to be paid</b>	Sitting Fees as approved by the Board from time to time	Sitting Fees as approved by the Board from time to time	Sitting Fees as approved by the Board from time to time
<b>Remuneration last drawn</b>	Nil	Nil	Nil
<b>Directorship on the Board of other Companies</b>	<ul style="list-style-type: none"> <li>National Engineering Industries Limited</li> <li>IndiaMART InterMESH Limited</li> <li>Jagsonpal Pharmaceuticals Limited</li> <li>Voith Paper Fabrics India Limited</li> </ul>	<ul style="list-style-type: none"> <li>Rane Holdings Limited</li> <li>Rane (Madras) Limited</li> <li>Rane Engine Valve Limited</li> <li>Rane Brake Lining Limited</li> <li>Rane Holdings America Inc.</li> <li>Rane NSK Steering Systems Private Limited</li> <li>ZF Rane Automotive India Private Limited</li> <li>Young Presidents Organisation (Chennai Chapter)</li> <li>Oriental Hotels Limited</li> <li>The KCP Limited</li> </ul>	<ul style="list-style-type: none"> <li>Map Auto Limited</li> <li>Jamna Auto Industries Limited</li> </ul>
<b>Date of first appointment on the Board.</b>	August 22, 2024	August 22, 2024	August 22, 2024
<b>Shareholding</b>	Nil	Nil	Nil
<b>Relationship with Directors Inter-se</b>	Not Related	Not Related	Not Related

## Notes for AGM Notice: (Contd.)

Particulars	Ms Pallavi Dinodia Gupta (DIN: 06566637)	Mr Harish Lakshman (DIN: 00012602)	Mr Pradeep Singh Jauhar (DIN: 00744518)
<b>Chairman/Member of the Committee of the Board of other Companies</b>	<b>i. IndiaMART InterMESH Limited</b> - Audit Committee (Member) - Nomination & Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) - Risk Management Committee (Chairperson) - Committee of Independent Directors (Chairperson) <b>ii. Jagsonpal Pharmaceuticals Limited</b> - Audit Committee (Member) - Share Transfer/ Stakeholders Relationship Committee (Chairperson) - Corporate Social Responsibility Committee (Member) <b>iii. Voith Paper Fabrics India Limited</b> - Audit Committee (Member) <b>iv. National Engineering Industries Limited</b> - Audit Committee (Member) - Corporate Social Responsibility Committee (Member)	<b>i. Rane Holdings Limited</b> - Share Transfer/ Stakeholders Relationship Committee (Member) - Corporate Social Responsibility Committee (Chairperson) - Risk Management Committee (Member) <b>ii. Rane (Madras) Limited</b> - Share Transfer/ Stakeholders Relationship Committee (Chairperson) - Corporate Social Responsibility Committee (Chairperson) - Risk Management Committee (Chairperson) - Nomination & Remuneration Committee (Member) <b>iii. Rane Engine Valve Limited</b> - Corporate Social Responsibility Committee (Chairperson) - Nomination & Remuneration Committee (Member) <b>iv. Rane Brakes Lining Limited</b> - Share Transfer/ Stakeholders Relationship Committee (Chairperson) - Corporate Social Responsibility Committee (Chairperson) - Risk Management Committee (Chairperson) - Nomination & Remuneration Committee (Member) <b>v. Oriental Hotels Limited</b> - Audit Committee (Member) <b>vi. The KCP Limited</b> - Audit Committee (Member) <b>vii. Rane NSK Steering Systems Private Limited</b> - Audit Committee (Chairperson) - Corporate Social Responsibility Committee (Chairperson) <b>viii. ZF Rane Automotive India Private Limited</b> - Audit Committee (Chairperson) - Corporate Social Responsibility Committee (Chairperson)	<b>i. Jamna Auto Industries Limited</b> - Risk Management Committee (Member) - Borrowing Investment and Administrative Committee (Member)
<b>Number of meetings of the Board attended during the financial year 2023-24</b>	Not Applicable	Not Applicable	Not Applicable
<b>Listed entities from which the person has resigned in the past three years</b>	None	None	None

### Notes:

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



## Notes for AGM Notice: (Contd.)

### 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 01, 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 he is not a specified person to be checked by Company based on Valid PAN provided by the member
- Members not having PAN / valid PAN: 20% or as notified by the Government of India
- Further the Finance Act, 2021 inserted section 206AB in the Income-tax Act 1961 (hereinafter referred to as "the Act") which takes effect from 1st day of July, 2021
- This section mandate tax deduction at higher rate in case of certain non-filers (specified persons) with respect to tax deductions twice the prescribed rate or 5%, whichever is higher. Specified person means a person who satisfies both the following conditions:
  - (i) he/she has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted/collected. The previous year to be counted is required to be the one whose return filing date under sub-section (l) of section 139 has expired.
  - (ii) Aggregate of tax deducted at source and tax collected at source is rupees fifty thousand or more in said immediate previous year.

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 2024-25 does not exceed ₹ 5,000 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 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Form 10F filed electronically on the Indian Income Tax web portal pursuant to Notification no. 03/2022 dated July 16, 2022 and a subsequent notification dated December 12, 2022 issued by the Central Board of Direct Taxes (CBDT), as required under the Income-tax Act, 1961
- Self-declaration by the member of having no permanent establishment in India 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.