



LUMAX INDUSTRIES LIMITED

CIN: L74899DL1981PLC012804

Registered Office: 2nd Floor, Harbans Bhawan-II, Commercial Complex, Nangal Raya, New Delhi -110046 Phone: 0124-4760000
Email: lumaxshare@lumaxmail.com, Website: www.lumaxindustries.com



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, Secretarial Standards-II on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and other applicable laws and regulations, if any, the Company is seeking consent of the Members of the Company by means of Postal Ballot/Electronic Voting ("e-voting") to pass the proposed Resolution which shall be as follows:

1. Ordinary Resolution for Approval of Material Related Party Transactions.

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form for consideration by Members along with a self-addressed, postage pre-paid, Business Reply Envelope.

The Board of Directors of your Company, at its Meeting held on February 15, 2019 has appointed Mr. Maneesh Gupta, Practicing Company Secretaries (FCS 4982), as the Scrutinizer for conducting Postal Ballot and e-voting process in a fair and transparent manner. The consent to act as Scrutinizer has been received on February 15, 2019.

The Members have the option to vote either by Postal Ballot or through e-voting. Those Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same, duly completed in all respects in the enclosed self-addressed Business Reply Envelope. A Postal Ballot Form sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than 05:00 P.M. (IST) on Wednesday, March 27, 2019 to be eligible for being considered, failing which it will be considered that no reply has been received from the Member(s). Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Notice of Postal Ballot. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Notice of Postal Ballot and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company after completion of the scrutiny, and the results of the voting by means of Postal Ballot (including voting through electronic means) will be declared on or before 05:00 P.M. (IST) Saturday, March 30, 2019 at the Registered Office of the Company. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website: www.lumaxindustries.com and on the website of the Karvy: <https://evoting.karvy.com>. The results will simultaneously be communicated to the Stock Exchanges, where the Company's shares are listed, Depositories and Registrar and Share Transfer Agent.

The Members are requested to consider and, if thought fit, pass the following Resolution:

Item No. 1- Approval of Material Related Party Transactions

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution through voting by Postal Ballot:

"Resolved that pursuant to the provisions of Section 188 of the Companies Act, 2013 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 and in accordance with all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and also pursuant to consent of Audit Committee and Board of Directors (hereinafter referred to as the "Board"), subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into Material Related Party Transactions with Lumax Auto Technologies Limited ("LATL") (including transactions already entered) for sale, purchase, transfer or receipt of products, goods, materials, assets or services, Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses etc. and such other transactions as

may be approved by Audit Committee and Board for an estimated amount of up to Rs. 450 Crores (Rupees Four Hundred Fifty Crores Only) for the Financial Year 2018-19 on such terms and conditions as may be mutually agreed upon between the Company and LATL.

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

Date: 15th February 2019
Place: Gurugram

By Order of the Board of Directors
For LUMAX INDUSTRIES LIMITED

ANKITA GUPTA
COMPANY SECRETARY

Notes:

1. A Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Member(s) who have registered their e-mail addresses with the Company /Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to Member(s) whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, February 15, 2019** i.e. **cut-off date**. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of voting.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member / Beneficial Owner (in case of electronic shareholding) as on cut-off date. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
5. Members who have received this Postal Ballot Notice by an e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link: www.evoting.karvy.com or from the "Investor Relations" section on the Company's website: www.lumaxindustries.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Wednesday, March 27, 2019.
6. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has provided e-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of Karvy Fintech Private Limited ("Karvy") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
7. During the e-voting period, Members can login to Karvy's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
8. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
9. The e-voting period commences on Tuesday i.e. February 26, 2019 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Wednesday, March 27, 2019. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of voting, i.e. Wednesday, March 27, 2019.
11. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the Members at the Company's Registered Office during business hours on all working days from the date of dispatch of this Postal Ballot Notice till Wednesday, March 27, 2019.
12. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

13. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members at <https://evoting.karvy.com/public/Faq.aspx> or call Karvy on 1800 345 4001 (toll free) or may send an e-mail request to evoting@karvy.com.
14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
16. The Members who have not received the Postal Ballot Forms may send an e-mail at evoting@karvy.com for obtaining duplicate thereof.
17. A Member cannot exercise his vote by proxy on Postal Ballot.
18. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast vote again.
19. **Voting Through Electronic Means:**

In terms of the provisions of section 108 of the Companies Act, 2013 ("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, 2015, 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 the Members entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Fintech Pvt. Ltd. ("Karvy") to vote at Postal Ballot.

Instructions and other information relating to e-voting are as under:

A. In case a Member receives Notice through an e-mail:

- i. Use the following URL for e-voting: <https://evoting.karvy.com>.
- ii. Enter the login credentials, i.e., user id and password mentioned in your email. Your Folio No./DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT, i.e., Lumax Industries Limited.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the Member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in FOR/'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the scrutinizer through email @ guptamaneeshcs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'

B. In case a Member receives physical copy of the Postal Ballot Notice [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:

- i. User ID and initial password as provided overleaf.

- ii. Please follow all steps from Sr.No. (i) to (x) as mentioned in (A) above, to cast your vote.

20. Information and instructions relating to voting through physical Postal Ballot Form

- i. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m. (IST) on Wednesday, March 27, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- ii. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- iii. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Act)

Item No. 1

Pursuant to the provisions of Regulation 23 of Listing Regulations, a transaction with a Related Party shall be considered Material if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds ten percent of the Annual Consolidated Turnover of the Company as per the last audited Financial statements of the Company.

Lumax 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 Company undertakes various types of transactions including purchase/sale of raw materials, finished goods, components, assets, capital goods; rendering/availing of services among others.

The particulars of Material Related Party Transactions carried out with LATL during the Financial Year 2018-19 together with the projections until March 31, 2019 are as under:

1. **Name of the Related Party:** Lumax Auto Technologies Limited
2. **Name of the Director or its Relative or Key Managerial Personnel who is related -** Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain.
3. **Material Terms of the Contracts/ Arrangements/Transactions:** Purchase/sale of raw materials, finished goods, components, assets, capital goods; rendering/availing of services among others.
4. **Monetary Value:** The value of transactions to be entered into together with already entered into is likely up to an amount of Rs. 450 Crores.

During the Financial Year 2018-19 the transactions already entered into and to be entered into would qualify as Material Related Party Transactions i.e. exceeding 10% of the Company's Annual Consolidated Turnover as per the last audited Financial Statements. The aforesaid proposal has been approved by the Audit Committee and Board of Directors and the same is being recommended to Members for their approval.

Except Mr. Deepak Jain and Mr. Anmol Jain, being Director on the Board of the Company as well as Director on the Board & Members of LATL, and Mr. A.P. Gandhi being Director on Board of the Company as well on the Board of LATL 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.

The Board of Directors recommends passing of the Ordinary Resolution set out in Item No. 1 of the Notice.