



## LUMAX INDUSTRIES LIMITED

**Registered Office:** 2nd Floor, Harbans Bhawan-II, Commercial Complex, Nangal Raya, New Delhi-110046

**Phone:** 0124-2341090, **Fax:** 0124-2342149, **Email:** lumaxshare@lumaxmail.com

**Website:** www.lumaxindustries.com, **CIN:** L74899DL1981PLC012804

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) that the resolution as set out below for insertion of Clause- "**Chairman Emeritus**" is proposed to be passed by the Members by means of Postal Ballot including Electronic Voting (e-voting):

The Explanatory Statement pursuant to Section 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 for your consideration, along with a Postal Ballot Form.

The Board of Directors of the Company, at its meeting held on Saturday, March 31, 2018, has appointed Mr. Maneesh Gupta, Practicing Company Secretary (FCS 4982), New Delhi as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

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 Sunday, June 10, 2018 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 announced on or before 05:00 P.M. (IST) Saturday, June 16, 2018 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.

#### Item No. 1

#### **To Amend the Articles of Association for Insertion of Clause- "Chairman Emeritus":**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution** through voting by postal ballot:

**"Resolved that** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), be and hereby altered, by inserting the Article 136A i.e. "**Chairman Emeritus**" after the present Article 136 of the Articles of Association of the Company which shall read as follows:

#### **Chairman Emeritus**

- (i) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.

- (ii) The Chairman Emeritus shall hold office until he resigns.
- (iii) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote or shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (iv) The Chairman Emeritus shall not be deemed to be a Director for any purposes of the Act or any other statute or Rules made thereunder or these Articles including for the purpose of determining the maximum number of directors which the Company can appoint.
- (v) Subject to the applicable statutory provisions, the Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.

**“Resolved further that** Mr. Deepak Jain, Managing Director, Mr. Anmol Jain, Joint Managing Director and Ms. Ankita Gupta, Company Secretary of the Company be and are hereby authorized jointly or severally to file all relevant forms, returns and other necessary documents to the concerned Registrar of Companies, Stock Exchanges and any other authority and take all necessary steps for alteration of Articles of Association of the Company.”

**By Order of the Board of Directors  
For LUMAX INDUSTRIES LIMITED**

**Date: 31.03.2018  
Place: Gurugram**

**ANKITA GUPTA  
COMPANY SECRETARY**

**Notes:**

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts relating to the resolutions mentioned in this Postal Ballot is attached.
2. The Notice of Postal Ballot 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 Notice of Postal Ballot 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. 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 Friday, May 4, 2018.
4. Members who have received this Notice of Postal Ballot 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](http://www.evoting.karvy.com) or from the “Investor Relations” section on the Company’s website: [www.lumaxindustries.com](http://www.lumaxindustries.com) where this Notice of Postal Ballot is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 05:00 P.M. (IST) on Sunday, June 10, 2018.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013, 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 is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of the Karvy Computershare 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 Notice of Postal Ballot.
6. During the e-voting period, Members can login to Karvy’s e-voting platform any number of times till they have voted on the resolution. 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.
7. Members can opt for only one mode of voting i.e. either by physical Postal Ballot or by electronic voting (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”.
8. The e-voting period commences on Saturday, May 12, 2018 at 09:00 A.M. (IST) and ends on Sunday, June 10, 2018 at 05:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e. Friday, May 4, 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, June 10, 2018.
10. Relevant documents referred to in this Notice of Postal Ballot and the Statement are available for inspection by the

Members at the Registered Office of the Company during the business hours on all working days from the date of dispatch of this Notice of Postal Ballot till Saturday, June 9, 2018.

11. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the "Download" section of <https://evoting.karvy.com> or call Karvy Computershare Pvt. Ltd. on 1800-345-4001 (toll free) or may send an e-mail request to [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar's and Transfer Agent(s)/ Depository Participant(s) for sending future communication(s) in electronic form.
13. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
14. The Members who have not received the Postal Ballot Forms may send an e-mail at [einward.ris@karvy.com](mailto:einward.ris@karvy.com) for obtaining duplicate thereof.

**15. Voting through physical Postal Ballot Form:**

- i. Members are requested to carefully read the instructions printed in the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST), in the enclosed self-addressed pre-paid postage envelop to the Scrutinizer on or before 05:00 P.M. (IST) Sunday, June 10, 2018, to be eligible for being considered, failing which, it will be considered 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 (i.e. other than Individuals, HUF, NRI, etc.) opting for physical Postal 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.

**16. Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 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"), a Member of the Company, holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means (e-voting) in respect of the resolution contained in this notice. Accordingly, the Company is providing e-voting facility, as an alternate, to its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) as the Authorized Agency to provide e-voting facilities.

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

**A. In case a Member receives an e-mail [For Members whose email IDs are registered with the Company/Depository Participant(s)]:**

- (i) Launch internet browser by typing the following URL: <https://www.evoting.karvy.com>.
- (ii) Enter the login credentials (i.e. User ID and Password mentioned overleaf). 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 existing User ID and Password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you 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 E-Voting Event Number for Lumax Industries Limited.

- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned in the Postal Ballot form. 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 of the folios/ demat accounts.
- (ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (x) 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.

During the voting period, Members can login any number of times till they have voted on the Resolution.

- (xi) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned Certified True Copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly Authorized Representative(s), to the Scrutinizer at e-mail ID: [guptamaneeshcs@gmail.com](mailto:guptamaneeshcs@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned 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)]:

1. User ID and initial password as provided overleaf.
2. Please follow all steps from Sr.No. (i) to (xi) as mentioned in (A) above, to cast your vote.

**C. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.**

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No 1:**

Under Section 14 of the Companies Act, 2013 ("the Act"), the Board of Directors of a Company cannot, except with the consent of the Members in general meeting by a Special Resolution, amend the Articles of Association of the Company.

It is proposed to insert new Article 136A in the Articles of Association after the existing Article 136 so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as Chairman Emeritus on the terms mentioned therein. Your Directors recommend to pass this resolution as Special Resolution.

None of the Directors are concerned or interested in this resolution.

**By Order of the Board of Directors  
For LUMAX INDUSTRIES LIMITED**

**Date: 31.03.2018  
Place: Gurugram**

**ANKITA GUPTA  
COMPANY SECRETARY**