



**LUMAX INDUSTRIES LIMITED**

CIN: L74899DL1981PLC012804

Registered Office: 2<sup>nd</sup> Floor, Harbans Bhawan-II, Commercial Complex,  
Nangal Raya, New Delhi-110046

Phone: 011 49857832, Email: [lumaxshare@lumaxmail.com](mailto:lumaxshare@lumaxmail.com),

Website: [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries)

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**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 Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended (“the **Rules**”), General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (collectively “**MCA Circulars**”), and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively (collectively “**SEBI Circulars**”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard – 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 / approval of the Member(s) of the Company for the below appended resolution by means of postal Ballot only through electronic means i.e. through remote e-voting system (“**E-voting**”).

In compliance with the aforementioned MCA Circulars and SEBI Circulars, this Postal Ballot Notice (“**Notice**”) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories viz. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and the communication of assent/ dissent of the Members will only take place through the remote e-Voting system. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-Voting system only. If your e-mail address is not registered with the Company/ Registrar and Share Transfer Agent/Depositories, please follow the process provided in the notes mentioned herein below to receive this Notice and login ID and password for e-voting.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (the “**Board**”) of the Company at its meeting held on November 12, 2021, has appointed Mr. Maneesh Gupta, Practicing Company Secretary (FCS 4982), to act as the Scrutinizer (the “**Scrutinizer**”), for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars and SEBI Circulars, members can vote only through the e-voting. Accordingly, the Company is pleased to provide e-voting facility to all its members to cast their votes electronically. The Members are requested to carefully read the instructions indicated in this notice. The e-voting period shall commence from 9:00 A.M. (IST) on Monday, November 29, 2021 and end at 5:00 P.M. (IST) on Tuesday, December 28, 2021. Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person, as may be authorized by him.

The result of the Postal Ballot will be announced on or before 5:00 P.M. (IST) on Thursday, December 30, 2021. The said results will be displayed on the notice board at the Registered Office of the Company and will also be intimated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website, i.e. [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries) and also on the website of KFin Technologies Pvt. Ltd i.e. <https://evoting.kfintech.com>.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of E-voting facility as provided by the Company.

## **PROPOSED RESOLUTION**

### **Item No. 1- Approval of Material Related Party Transactions with Lumax Auto Technologies Limited**

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

**"Resolved that** pursuant to the provisions of Section 188 of the Companies Act, 2013 (the “**Act**”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 approval 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, the consent of the Member(s) be and is hereby accorded to enter into/continue the contracts, agreements, arrangements and material related party 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, assets or availing or rendering of 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. 300 Crores (Rupees Three Hundred Crores only) for the Financial Year 2021-22 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 authorized to decide upon the nature and value of the products, goods, materials, assets or services to be transacted with LATL within the aforesaid limits.

**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 and things as may be considered necessary and expedient for the purpose of giving effect to this resolution.

**Resolved further that** the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

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

**Date: 12<sup>th</sup> November, 2021  
Place: Gurugram**

**Pankaj Mahendru  
Company Secretary  
Membership No. ACS 28161**

## **Notes:**

1. An Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts and reasons relating to the proposed resolution is annexed hereto.
2. The Notice is being sent to the members of the Company only through electronic mode whose names appear in the Register of Members/List of Beneficial Owners and who have registered their e-mail addresses with the Company /Registrar and Transfer Agent of the Company/Depositories as on **Friday, November 19, 2021** (“the **cut-off date**”). The notice is also available on the website of the Company [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries), KFin Technologies Pvt. Ltd <https://evoting.kfintech.com> and on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
3. If e-mail address is not registered with the Company /Registrar and Transfer Agent of the Company/Depositories, please follow the following procedure for registration of email address and for receipt of login ID and password for e-voting:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar & Transfer Agent (RTA), Kfin Technologies Pvt. Ltd at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - b) Members holding shares in dematerialised mode are requested to register / update email addresses with their respective Depository Participant.

After successful registration of the e-mail address, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the member. In case of any queries, Members may write to [lumaxshare@lumaxmail.com](mailto:lumaxshare@lumaxmail.com).
4. Pursuant to the provisions of Section 108 & 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of Listing Regulations and the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to all Members in respect of the business to be transacted through Postal Ballot. The Company has engaged the services of KFin Technologies Pvt. Ltd. (“Kfintech”) to provide remote e-voting facility to Members. Instructions for remote e-voting are provided herein below at point no. 17.
5. Voting rights shall be reckoned on the paid-up value of the Equity shares registered in the name of Member / Beneficial Owner as on the Cut-off date.
6. During the e-voting period, Members can login to <https://evoting.kfintech.com> any number of times till they have voted on the resolution. Once the vote on the resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. The e-voting period shall commence on Monday, November 29, 2021 at 09:00 a.m. (IST) and end on Tuesday, December 28, 2021 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, may cast their vote electronically. The e-voting module shall be disabled by Kfintech thereafter. A person who is not a shareholder on the cut-off date should treat this notice for information purpose only.

8. The details of voting by e-voting shall be under safe custody of the Scrutinizer till the Chairman consider, approve and sign the results of the voting.
9. The Scrutinizer will after the conclusion of voting through e-voting, unlock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit his report to the Chairman of the Company or in his absence, to the person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the Postal ballot would be announced by the Chairman or any other Director / authorized person of the Company on or before Thursday, December 30, 2021 and shall be displayed on the notice board of the Company at its Registered Office besides being communicated to Stock Exchanges. The results will also be displayed on the website of the Company at [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries) and on the website of the E-Voting agency at <https://evoting.kfintech.com> for the information of the member(s).
10. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection by the Members in the Electronic mode upto the date of declaration of results of Postal Ballot from 10:00 a.m. (IST) to 5:00 p.m. (IST) on all working days. Members seeking to inspect such documents can send an email to [lumaxshare@lumaxmail.com](mailto:lumaxshare@lumaxmail.com).
11. A Member cannot exercise his vote by proxy on postal ballot.
12. In terms of SEBI circular dated December 9, 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/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.
13. SEBI has mandated the submission of Permanent Account Number (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 can submit their PAN to the Company/ RTA.
14. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in New Delhi (in vernacular language i.e. Hindi).

15. Members may download the Notice from the Company's website at [www.lumaxworld.in/lumaxindustries](http://www.lumaxworld.in/lumaxindustries) or from RTA/E-Voting agency's website at <https://evoting.kfintech.com>. A Copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
16. Resolution passed by the Members through E-voting is deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolution, once passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e., Tuesday, December 28, 2021.
- 17. Voting Through Electronic Means (E-Voting):**

**The 'Step by Step' procedure, Instructions and other information for casting your vote electronically through e-voting are as under:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The E-Voting facility will be available during the following period:
  - Commencement: 09:00 a.m. (IST) on Monday, November 29, 2021.
  - End: 05.00 p.m. (IST) on Tuesday, December 28, 2021.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

- vii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 1).
- viii. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting” (Step 2).
- ix. The details of the process and manner for remote e-Voting are explained herein below:
  - Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

- I) [Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

Type of shareholders	Login Method
<a href="#"><u>Individual Shareholders holding securities in demat mode with NSDL</u></a>	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReq.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p>

	<ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. 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.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
<p><a href="#"><u>Individual Shareholders holding securities in demat mode with CDSL</u></a></p>	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFIN Technologies</b> where the e- Voting is in progress.</li> </ol> </li> </ol>



<a href="#">Individual Shareholder login through their demat accounts / Website of Depository Participant</a>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>KfinTech</b> and you will be redirected to e-Voting website of <b>KfinTech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>
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*Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

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
Securities held with NSDL	Please 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.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

- II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
  - 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 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.,). 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 "EVEN" i.e., 'LUMAX INDUSTRIES LIMITED - Postal Ballot' and click on "Submit"
  - 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "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 accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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(s).
  - xii. 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., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID [guptamaneeshcs@gmail.com](mailto:guptamaneeshcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KfinTech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Postal Ballot Notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## **EXPLANATORY STATEMENT**

**(Pursuant to the Provisions of Section 102 (1) of the Companies Act, 2013)**

### **Item No. 1**

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a Related Party shall be considered Material if the transaction(s) in a contract 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 the Company has entered into certain transactions for sale, purchase, transfer or receipt of products, goods, materials, assets or availing or rendering of services, Rent/Leasing Transactions & Rent Deposits, reimbursement of Expenses, etc. and further also proposes to undertake similar transactions during the current financial year.

The particulars of transactions carried out with LATL during the Financial Year 2021-22 together with the projections until March 31, 2022 are tabulated as under:

<b>Sl.</b>	<b>Particulars</b>	<b>Details</b>
1.	<b>Name of the Related Party &amp; Nature of Relationship</b>	Lumax Auto Technologies Limited (LATL)  Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain are the Promoters and the Directors of LATL. Also Mr. Deepak Jain and Mr. Anmol Jain holds more than 2% of shareholding of LATL.
2.	<b>Name of the Director or Key Managerial Personnel who is related and Relationship</b>	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.
3.	<b>Nature, duration of the Contract and particulars of Contract or arrangement, Material Terms of the Contracts or Arrangements</b>	Sale, purchase, transfer or receipt of products, goods, materials, assets or services, Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses etc. on arm's length basis. The approval is being taken for the Related Party transactions for the Financial Year 2021-2022.
4.	<b>Monetary Value</b>	The value of transactions to be entered into together with already entered into is likely up to an amount of Rs. 300 Crores.

5.	<b>Whether the transactions have been approved by Audit Committee and the Board of Directors.</b>	Approved in the Audit Committee Meeting and Board Meeting held on November 12, 2021.
6.	<b>Any advance paid or received for the contracts or arrangements, if any</b>	No
7.	<b>The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract</b>	The pricing/commercial terms will be determined based on the transactions with unrelated parties for similar nature of transactions, if any.  The transactions are in the ordinary course of business and are at an Arm's Length basis.
8.	<b>Any other information relevant or important for the Board to take the decision on the proposed transaction</b>	N.A.

These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis.

During the Financial Year 2021-22 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 Promoter Director on the Board of the Company as well as Promoter Director 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.

Mr. Deepak Jain, Chairman and Managing Director and Mr. Anmol Jain, Joint Managing Director of the Company being interested, and any other Related Parties, whether interested or not to this particular transaction(s), shall not vote on this Resolution No. 1.

The Board of Directors recommends passing of the Ordinary Resolution set out in Item No. 1 of the Postal Ballot Notice by the members of the Company.

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

**Pankaj Mahendru  
Company Secretary  
Membership No. ACS 28161**

**Date: 12<sup>th</sup> November, 2021  
Place: Gurugram**