

**Lumax Auto Technologies Limited**  
**Registered Office:** Plot No. 70, Sector 10, PCNTDA, Bhosari, Pune – 411026  
Website: www.lumaxautotech.com, Tel: 020 66304603, 66304606 Fax: 020 66304624  
Email: shares@lumaxautotech.com, CIN:L31909MH1981PLC025519

**NOTICE TO MEMBERS**

(Note: The business of this meeting may be transacted through electronic voting system)

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of Lumax Auto Technologies Limited will be held as under:

Day: **Friday**  
Date: **August 21, 2015**  
Time: **3.00 P.M.**  
Venue: **Spree Shivai Hotel, Celebrate Hall, 1<sup>st</sup> Floor,  
H-Block, A-70, MIDC, Pimpri, Pune-411018.**

to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Annual Accounts for the year ended March 31, 2015 and the Auditors and Directors Reports thereon.
2. To declare Dividend on Equity Shares as recommended by the Board of Directors.
3. To appoint a Director in place of Mr. Deepak Jain (DIN 00004972), who retires by rotation and, being eligible, offers himself for reappointment.
4. To ratify the appointment of M/s S.R. Batliboi & Co., LLP, Chartered Accountants (Firm registration number 301003E) as Statutory Auditors of the company, who were appointed as Statutory Auditors for 5 years in the Annual General Meeting held on July 23, 2014 and to authorize Board of Directors to fix their remuneration.

**SPECIAL BUSINESS:**

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

**“Resolved that** Mrs. Usha Jain (DIN 00005009), who was appointed as an Additional Director of the Company in the category of Woman Director by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and Article 48 of Articles of Association of the Company 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 from a member as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“Resolved that** pursuant to Clause 49 of the Listing Agreement and other applicable provisions, if any, including any re-enactment/ modification/amendment thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors(hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted to exercise its powers conferred by this resolution)to enter into transactions with Lumax Industries Limited, being a related party, including transactions of purchase/ sale of raw material, finished goods etc. and any other transactions, exceeding the threshold limits, which are material in nature in terms of Clause 49 of the Listing Agreement.

**Resolved further that** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company.”

# Lumax Auto Technologies Limited

7. 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting.

**Resolved further that** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD

Place: Gurgaon  
Date: May 25, 2015

Pratik Dhuri  
Company Secretary

## NOTES:

1. **Proxies:** *A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the Company. A proxy to be effective shall be deposited at registered office of the Company not less than forty eight hours before the commencement of the meeting. Attendance cum Proxy Form is attached.*

*A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.*

2. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 14, 2015 to Friday, August 21, 2015 (both days inclusive).
3. **Annual Report:** The member or his proxy is requested to bring their copy of this annual report to the meeting as extra copies will not be distributed at the Venue of the meeting.
4. **AGM-Attendance Slip:** Members / Proxies should fill the attendance slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. Entry to the meeting venue will be strictly against entry slips available at the counters at the venue and against exchange of valid attendance slip.
5. **Dividend Entitlement :** Dividend on Equity Shares, as recommended by the Directors, if declared at the meeting will be payable to those members whose names appear on the Register of Members of the Company, in the case of beneficial owners as at the close of August 13, 2015, as per the beneficial ownership data furnished by NSDL/CDSL for the purpose and in respect of Shares held in physical form after giving effect to all valid Share Transfers in physical form, which are lodged with the Company before August 14, 2015.

Dividend Amount of Shareholders holding shares in Electronic Form and to those Shareholders holding in Physical Form, who have given their Bank details, will be credited to their respective Bank Account through ECS / NECS, wherever such facilities are available, soon after the declaration of the Dividend in the AGM. Dividend Drafts in respect of Shareholders holding Shares in Physical Form will be sent through post by September 10, 2015 (tentative date). In order to avoid the fraudulent encashment, such Shareholders are requested to furnish their Bank Account Number and Bank's name so as to incorporate the same in the Dividend Drafts, immediately, if not submitted earlier. If there is any change in the Bank Account of Demat Shareholders, they are requested to intimate the same to their respective Depository Participants for their further action.

Pursuant to the provisions of Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), the amount of Dividend unclaimed or unpaid for a period of 7 years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education & Protection Fund set up by Government of India and no claim shall lie against the Fund or the Company after the transfer of Unpaid or Unclaimed dividend amount to the Government. The amount lying in the Unpaid Dividend Account for the year ended 2006-07 has been transferred to the Investor Education & Protection Fund in December, 2014. The Unpaid Dividend Amount for the financial year 2007-08 is due for transfer to the Investor

Education & Protection Fund in the month of October, 2015. Members who have not encashed their Dividend for the financial year 2007-08 and onwards are therefore, requested to make their claims to the Company immediately.

6. **Joint Holder:** In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
7. **Change of Address:** The Members holding shares in physical mode are requested to intimate to the Registrar and Share Transfer Agent M/s Bigshare Services Private Limited immediately, if there is any change in their registered address. Demat Shareholders should inform the change of address to their respective Depository Participants.
8. **Corporate Member:** Corporate member intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
9. The Securities and Exchange Board of India (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 details to the Company/ Registrar and Share Transfer Agent.
10. **Declaration:** Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite consents/ declarations for their appointment/ re-appointment.
11. **Gift:** No gift will be distributed at the Annual General Meeting.
12. **Security:** Owing to security concerns, briefcases, bags, eatables and the like are not allowed to be carried inside the meeting venue. Members attending are requested to make their own arrangement for the safe keeping of their belongings.
13. **Queries:** Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary at least 15 days before the ensuing Annual General Meeting.
14. **Explanatory Statement:** Pursuant to Section 102(1) of the Companies Act, 2013 Explanatory Statement in respect of special business to be transacted at the meeting is furnished hereunder.
15. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company has provided a facility for voting by electronic means for all its Members to enable them to cast their vote electronically through the electronic voting facility provided by Karvy Computershare Private Limited.  
  
The facility for voting through ballot paper will also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may attend the AGM but shall not be entitled to cast their vote again.
16. All documents referred in the Notice and explanatory statement will be available for inspection by the members at the registered office of the company between 11 am to 1 pm on all working days upto the day of the Annual General Meeting.
17. The Notice of AGM, Annual Report, Attendance Slip and instructions for e-voting are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the aforesaid documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s).  
  
Members who have still not registered their e-mail addresses are requested to register their e-mail addresses, in respect of shares held in electronic mode, with their depository participant and in respect of the shares held in physical mode, with the company/ Big Share Services Pvt. Ltd., the Registrar and Share Transfer Agent.
18. Notice of this Annual General Meeting, Audited Financial Statement for 2014-15 together with Directors' Report and Auditors' Report are available on the website of the Company [www.lumaxautotech.com](http://www.lumaxautotech.com).

# Lumax Auto Technologies Limited

## EXPLANATORY STATEMENT:

### ITEM NO.5

The Board of Directors upon the recommendation of Nomination and Remuneration Committee, appointed Mrs. Usha Jain as Additional Director on the Board of the Company at their Meeting held on August 08, 2014. She shall hold office upto the date of ensuing Annual General Meeting and is to be appointed as regular Director, liable to retire by rotation.

#### Brief background of Mrs. Usha Jain as required in terms of Listing Agreement

Mrs. Usha Jain, aged 68 years, is one of the Promoters of the Company. She is a Science Graduate and having about 28 years of rich experience and knowledge in Automotive Sector. The Board considers that the appointment of Mrs. Usha Jain as Director will be beneficial for the Company considering her experience and business acumen specifically in Automotive Component Industry.

Therefore, the Board recommends her appointment. Notice under Section 160 of the Companies Act, 2013 proposing her candidature as Director has been received from a member of the Company. In accordance with the provisions of Clause 49 of the Listing Agreement, it is disclosed that she holds 463,712 number of Shares in the Company, prior to her appointment as Director.

Except Mrs. Usha Jain, Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain, being related to each other, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the agenda as set out at Item No. 5 of the Notice.

Additional information as per Clause 49 of the Listing Agreement:

Name of Public Companies in which Directorship held.	Lumax Ancillary Limited
Chairman/Member of the Committee of the Board of Public Companies other than Lumax Auto Technologies Limited	NIL
Relationship with Directors Interse	Related as wife to Mr. D.K Jain and mother to Mr. Deepak Jain and Mr. Anmol Jain.

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

### ITEM NO. 6

The revised provisions of Clause 49 of the Listing Agreement, effective from October 1, 2014, require approval of shareholders by way of Special Resolution for material related party transactions. There is no exemption thereunder even if such transaction is in the ordinary course of business of the entity or on an arm's length basis. A transaction with a related party shall be considered material under Clause 49 of the Listing Agreement, 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.

The Company is engaged in the business of manufacturing of automotive lighting equipments and automotive components. The Company supplies its products to almost all major Original Equipment Manufacturers (OEMs) in India and abroad. These products are to be manufactured as per the needs of the OEMs. The Designs, specifications, Tools, Material and other Engineering and Testing related matters are finalized in consultation with the OEM's. Hence, due to business and commercial confidentiality, the Company undertakes transactions of purchase/ sale of raw material, finished goods etc. and other such kind of transactions with Lumax Industries Limited (LIL), which is a related party of the Company pursuant to Clause 49 of the Listing Agreement and under the Companies Act, 2013.

The above transactions are in the ordinary course of business of the Company and on an arm's length basis and are as such exempt from the provisions of Section 188(1) of the Companies Act, 2013. The Audit Committee of the Company, from time to time, grants omnibus approval for aforesaid transactions entered into / to be entered into with LIL. The Audit Committee also has noted that said transactions are on arm's length basis. In the financial year 2014-15 these transactions has exceeded the materiality threshold prescribed under the Listing Agreement, i.e. 10% of the Company's annual consolidated turnover as per the last audited financial statements. The Company proposes to obtain approval of the members for ratifying and also for giving further approval to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted to exercise its powers conferred by this resolution) for entering into transactions with LIL. The Board is of the opinion that aforesaid transactions with LIL are in the best interests of the Company.

Mr. D.K. Jain, Mr. Deepak Jain and Mr. Anmol Jain, being Director on the Board of the Company as well as on the Board of LIL are interested in the above resolution. None of the other Directors, Key Managerial Personnel of the Company and their relatives, other than to the extent of their shareholding in LIL, are concerned or interested, financial or otherwise, in the above resolution.

The members may please note that as per the Listing Agreement, the related parties as defined thereunder will need to abstain from voting on the resolution under Item no. 6.

Your Directors recommend the resolution set forth in Item No. 6 for approval of the members as Special Resolution.

**ITEM NO. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Jitender Navneet & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16 at a fee of Rs. 1.50 Lacs plus Service Tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 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, consent of the members is sought for passing an ordinary resolution as set out at item no. 7 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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. 7 of the Notice.

Your Directors recommend the resolution set forth in Item No. 7 for approval of the members as Ordinary Resolution.

**BY ORDER OF THE BOARD**

**Place: Gurgaon  
Date: May 25, 2015**

**Pratik Dhuri  
Company Secretary**

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## Brief Details of Directors seeking Appointment/Re-appointment as per Clause 49 (VIII)(E) of Listing Agreement

PARTICULARS	Mr. Deepak Jain
Date of Birth & Age	06-04-1975 40 years
Date of First Appointment	07-08-2013
Qualification	<p>B.B.A from Illinois Institute of Technology, USA with specialization in operations Management &amp; International Business Experience &amp; Expertise He has undergone extensive training at II StanleyCo. Inc., USA and Stanley Electric Co. Ltd., Japan after qualifying his BBA. He joined M/s Lumax Industries Limited in India, one of the Group Companies, as Management Trainee on 01-12-1996 and was Promoted as Vice President and thereafter appointed as Executive Director on 01-02-2001. Presently, he is Managing Director of Lumax Industries Limited. He holds the following positions in different Associations:</p> <ol style="list-style-type: none"> <li>1. Member of the Executive Committee of Automotive Component Manufacturers Association of India (ACMA).</li> <li>2. Past National Co-ordinator of Young Business Leader Forum of ACMA.</li> <li>3. Member- Entrepreneur's Organization, New Delhi Chapter</li> <li>4. Past President - Supplier Club Honda SIEL Cars India (HSCI )</li> <li>5. Member of Delhi Chapter of Young Presidents' Organization (YPO)</li> <li>6. Chairman of Automotive Component Manufacturers Association of India (ACMA) HR/IR &amp; Skill Development Committee.</li> <li>7. Vice President of Toyota Kirloskar Supplier's Association</li> </ol>
Name of Public Companies in which Directorship held other than Lumax Auto Technologies Limited	Lumax Industries Limited Lumax DK Auto Industries Limited Lumax Tours & Travels Limited Lumax Mannoh Allied Technologies Limited SL Lumax Limited
Chairman/Member of the Committee of the Board of Public Companies other than Lumax Auto Technologies Limited	Lumax Industries Limited 1. Audit Committee – Member 2. Share Transfer/ Stakeholders Relationship Committee – Member
Relationship with Directors Interse	Related as son to Mr. D.K. Jain and Mrs. Usha Jain and Brother to Mr. Anmol Jain.
No of Shares held in the Company	914,652