



LUMAX AUTO TECHNOLOGIES LIMITED

Registered Office: Plot No. 70, Sector 10, PCNTDA, Bhosari, Pune – 411026
Website: www.lumaxautotech.com, Tel: 020 66304617, 66304604 Fax: 020 66304624
Email: shares@lumaxmail.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 36th Annual General Meeting of the Members of Lumax Auto Technologies Limited will be held as under:

Day : **Friday**
Date : **August 18, 2017**
Time : **3.00 P.M.**
Venue : **Citrus Hotels, Opposite PCMC,
Old Mumbai - Pune Highway Road, Pimpri,
Pune – 411 018, Maharashtra.**

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Accounts for the year ended March 31, 2017 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. Anmol Jain (DIN 00004993), 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/E300005) 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 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, 2018, 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

Swapnal Patane
Company Secretary

Place : New Delhi
Dated : May 15, 2017

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. Proxy Form duly filled up and signed in order to be effective should reach to Company's Registered Office not less than 48 hours before the scheduled time of the meeting. Proxy Form is enclosed.

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 11, 2017 to Friday, August 18, 2017 (both days inclusive).
3. **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 10, 2017 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 Shares Transfers, which are lodged with the Company as at the end of business hours on August 10, 2017.

Dividend Amount of Members holding shares in Electronic Form and to those Members holding in Physical Form, who have given their Bank details, 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. For others, Dividend Warrants will be posted by September 11, 2017 (tentative date). In order to avoid any fraudulent encashment, such Members are requested to furnish their Bank Account Number and Bank's name so as to incorporate the same in the Dividend Warrant, immediately, if not submitted earlier. If there is any change in the Bank Account of Demat Members, they are requested to intimate the same to their respective Depository Participants for their further action.

Members are requested to note that 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 (IEPF) 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 financial year 2008-09 & Interim Dividend Account for the financial year 2009-10 has been transferred to the IEPF on 17-11-2016 & 23-02-2017 respectively. The Final Unpaid Dividend Amount for the financial year 2009-10 is due for transfer to the IEPF in the month of September 2017. Members who have not encashed their Dividend for the financial year 2009-10 and onwards are therefore, requested to make their claims to the Company immediately.

The members are also requested to note that all shares on which dividend remains unclaimed for seven consecutive years or more shall be transferred to the IEPF account in compliance with Section 124 of the Companies Act, 2013 and the applicable Rules.

4. **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 Pvt. Ltd. immediately, if there is any change in their registered address. Demat Shareholders should inform the change of address to their respective Depository Participants.
5. **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.
6. 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.
7. **Declaration:** Details as per Regulation 36(3) of Listing Regulations, in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Other details as required under ICSI Secretarial Standard SS-2 are included in the Corporate Governance Report, which forms part of the Annual Report. The Directors have furnished the requisite consents/ declarations for their appointment/ re-appointment.
8. **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.
9. **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.
10. **AGM-Attendance Slip:** Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
11. **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.

12. **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 SEBI 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 members holding shares as on August 11, 2017, being 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 Karvy Computershare Pvt. Ltd. (Karvy) or to vote at the annual general meeting.

Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The instructions for remote e-voting are as under:

A. For members who receive Notice of annual general meeting through email:

- 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 Auto Technologies 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/JPG 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 iuthakur@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.'
 - xi. Remote e-voting facility where members can cast their vote online shall be open from: . Monday, the August 14, 2017 at 10.00 a.m. and ends on Thursday, the August 17, 2017 at 5.00 p.m and at the end of remote e-voting period, the facility shall forthwith be blocked.
 - xii. 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.
- B. For members who receive the Notice of annual general meeting in physical form:**
- i. Members holding shares either in demat or physical mode, who are in receipt of Notice in physical form, may cast their votes using the e-voting facility, for which the User Id and Initial password are provided in form enclosed with Annual Report. Please follow steps from Sr. No. (i) to (xii) under heading A above to vote through e-voting platform.
- C. Voting facility at Annual General Meeting:**
- i. In addition to the remote e-voting facility as described above, the Company shall make a voting facility available at the venue of the annual general meeting, through polling paper system and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
 - ii. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.
- D. General Instructions:**
- i. The Board of Directors has appointed Mr. I. U. Thakur, a Practicing Company Secretary, Pune as the scrutiniser to the e-voting process, and voting at the venue of the annual general meeting in a fair and transparent manner.
 - ii. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website www.lumaxautotech.com and on the website of Karvy <https://evoting.karvy.com> and shall also be communicated to the stock exchanges.

- 13. 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/ Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent.
- 14. 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 up to the day of the Annual General Meeting.
- 15. Notice of this Annual General Meeting, Audited Financial Statement for financial year 2016-17 together with Directors' Report and Auditors' Report are available on the website of the Company www.lumaxautotech.com.

EXPLANATORY STATEMENT: ITEM NO. 5

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 2017-18 at a fee of ₹ 1.50 Lacs plus Taxes as applicable 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. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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. 5 of the Notice.

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

By Order of the Board

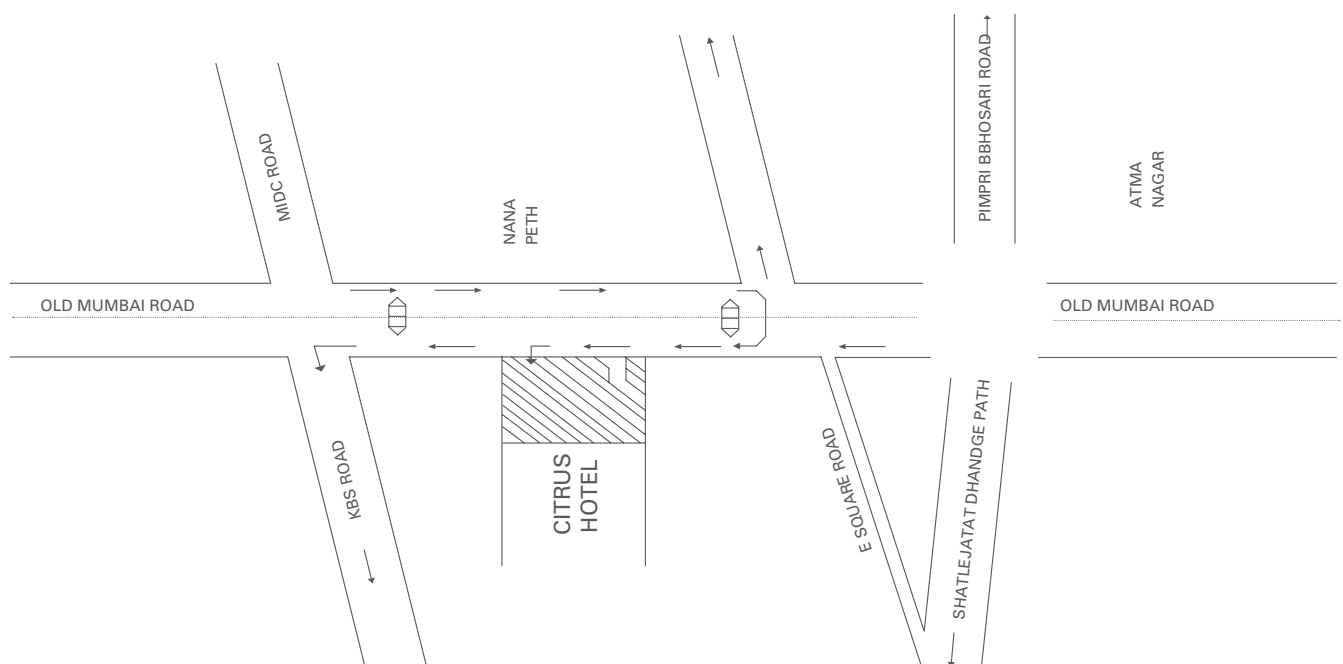
Place : New Delhi
Dated : May 15, 2017

Swapnal Patane
Company Secretary

BRIEF DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS PER REGULATION 36 (3) OF LISTING REGULATIONS, 2015

PARTICULARS	MR. ANMOL JAIN
Date of Birth & Age	29/4/1979 38 Years
Date of First Appointment	3/4/2004
Qualification	B.B.A (Hons) from Michigan State University, U.S.A
Experience & Expertise	He started his career as Management Trainee in M/s GHSP, U.S.A. and thereafter joined M/s Lumax GHSP Industries Limited in India, as Vice President on 05-12-2000 one of the Group Companies. Presently, he is Joint Managing Director of Lumax Industries Limited. He holds/held following positions in different Associations:
	<ul style="list-style-type: none"> - EC member of Honda Cars India Supplier's Club. - MC member of Bajaj Auto Vendor Association. - Past Chairman of Haryana State Council of Confederation of Indian Industry (CII). - National Coordinator of Automotive Component Manufacturer Association of India (ACMA) – Young Business Leaders Forum (YBLF)
Name of Listed Companies in which Directorship held other than Lumax Auto Technologies Limited	Lumax Industries Limited
Chairman/ Member of the Committee of the Board of Listed Companies other than Lumax Auto Technologies Limited	NIL
Relationship with Directors Interse	Related as Son to Mr. D. K. Jain & Mrs. Usha Jain and Brother to Mr. Deepak Jain
No. of Shares held in the Company	862,240

ROUTE MAP TO THE VENUE OF THE AGM





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ADMISSION - SLIP

Regd. Folio No. _____ *Demat A/c No. _____

No. of Shares Held: _____ DP. ID No. _____

NAME AND ADDRESS OF THE SHAREHOLDERS:

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company being held on Friday, August 18, 2017 at 3.00 P.M. at Citrus Hotels, Opposite PCMC, Old Mumbai - Pune Highway Road, Pimpri, Pune – 411 018.

Signature of member/Proxy

Notes:

Please fill this Admission Slip & hand over at the entrance of the Meeting Hall.

Members are requested to bring their copy of the Annual Report to the Meeting.

*Those who holds shares in demat form must quote their Demat A/c No. and Depository Participant DP. ID No.



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Email Id:

Registered address:

Folio No./ *Client Id:

*DP Id:

I/We, being the member(s) of _____ shares of Lumax Auto Technologies Limited, hereby appoint:

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 36th Annual General Meeting of the company, to be held on Friday, August 18, 2017 at 03.00 P.M. at Citrus Hotels, Opposite PCMC, Old Mumbai - Pune Highway Road, Pimpri, Pune – 411 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional**	
		For	Against
Ordinary Business			
1	Adoption of Audited Annual Accounts for the year ended March 31, 2017 and the Auditors and Directors Reports thereon.		
2	Declaration of Dividend on equity shares for the year ended March 31, 2017.		
3	Re-appointment of Mr. Anmol Jain, who retires by rotation.		
4	Ratification of the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
5	Ratification of Remuneration payable to the Cost Auditor.		

*Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2017.

Signature of Shareholder

Affix
one ₹
Revenue
stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

** (2) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.