



Sravan Puttagunta &lt;sravan.puttagunta@gmail.com&gt;

## Inspection Demand on Luminar

11 messages

**Scott, M. Todd** <tscott@orrick.com>

Tue, Sep 23, 2025 at 8:37 AM

To: "sravan.puttagunta@gmail.com" &lt;sravan.puttagunta@gmail.com&gt;

Cc: "Talarides, Alex" &lt;atalrides@orrick.com&gt;

Dear Mr. Puttagunta,

Please see the attached letter.

Regards,

Todd

**Todd Scott**

Partner

Securities Litigation &amp; Corporate Governance

Pronouns: he/him

Orrick

San Francisco

T +1-415-773-5992

M +1-415-238-0378

tscott@orrick.com





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**9.23.2025 T. Scott Letter Regarding Inspection Demand on Luminar 4128-8162-8000 v.pdf**  
33K

**Sravan Puttagunta** <sravan.puttagunta@gmail.com>

Tue, Sep 23, 2025 at 9:20 AM

To: Anuj Gupta <apowerinfinity@gmail.com>, Jason Creadore <jason.a.creadore@gmail.com>

Got a reply

Kind regards, Sravan

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**9.23.2025 T. Scott Letter Regarding Inspection Demand on Luminar 4128-8162-8000 v.pdf**  
33K

**Sravan Puttagunta** <sravan.puttagunta@gmail.com>

Tue, Sep 23, 2025 at 9:26 PM

To: "Scott, M. Todd" <tscott@orrick.com>

Cc: "Talarides, Alex" <atalarides@orrick.com>, Jason Creadore <jason.a.creadore@gmail.com>, Anuj Gupta <apowerinfinity@gmail.com>

Dear Mr. Scott,

Please find my letter attached.

[Quoted text hidden]

**9.23.2025 S. Puttagunta Letter Response to Luminar 220 Rejection.pdf**  
482K

**Scott, M. Todd** <tscott@orrick.com>

Tue, Oct 7, 2025 at 5:05 PM

To: "sravan.puttagunta@gmail.com" <sravan.puttagunta@gmail.com>

Cc: "Talarides, Alex" <atalarides@orrick.com>

Dear Mr. Puttagunta,

Please see attached.

Best,

Todd

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**From:** Scott, M. Todd <tscott@orrick.com>  
**Sent:** Tuesday, September 23, 2025 8:37 AM  
**To:** sravan.puttagunta@gmail.com  
**Cc:** Talarides, Alex <atalarides@orrick.com>  
**Subject:** Inspection Demand on Luminar

Dear Mr. Puttagunta,

[Quoted text hidden]

[Quoted text hidden]

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 **10.7.2025 T. Scott Letter Regarding Inspection Demand on Luminar.pdf**  
32K

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**Sravan Puttagunta** <sravan.puttagunta@gmail.com>  
To: "Scott, M. Todd" <tscott@orrick.com>  
Cc: "Talarides, Alex" <atalarides@orrick.com>

Tue, Oct 14, 2025 at 8:51 AM

Mr. Scott,

Following our prior correspondence, I want to clarify a structural issue regarding the § 271 authorization underlying the Solstice asset sale.

Based on the records now available, it appears that no disinterested majority of Solstice stockholders approved the transaction:

1. Management Interests.

Both Mr. Scott Harvey and Mr. Stefan Safko were parties to buyer-funded employment and retention agreements that were closing conditions of the Asset Purchase Agreement. Their compensation was contingent on the sale closing and therefore constitutes deal consideration, not ordinary-course compensation.

2. Controlling Stockholder Vote.

Mr. Fabien Chraim, who held approximately 16 % of the outstanding shares but was not a director or employee at the time, also received buyer-linked consideration at closing. That payment rendered his consent interested under Delaware law.

3. Effect on Authorization.

With these three consents excluded, the transaction lacked the statutory majority of disinterested stockholders required by 8 Del. C. § 271. Accordingly, the purported authorization was invalid or voidable, and the vote cannot serve as a cleansing mechanism under Corwin or related precedent.

Given these facts, the Company's and Luminar's best course is to cooperate in producing the closing deliverables and correspondence so the record can be corrected promptly. This will allow the parties to address the issue under Delaware supervision rather than through further motion practice. Luminar risks aiding and abetting liabilities by not cooperating with full and fair disclosure.

Please confirm receipt and advise whether Luminar is willing to coordinate on a complete production of the closing materials, including the inducement agreements identified as conditions precedent in the APA.

Sincerely,

Shanmukha Sravan Puttagunta  
Luminar Stockholder

[Quoted text hidden]

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**Sravan Puttagunta** <sravan.puttagunta@gmail.com>

Tue, Oct 14, 2025 at 7:09 PM

To: "Scott, M. Todd" <tscott@orrick.com>, Anuj Gupta <apowerinfinity@gmail.com>, Jason Creadore

<jason.a.creadore@gmail.com>

Cc: "Talarides, Alex" <atalarides@orrick.com>

Dear Mr. Scott

I note that my prior message outlined the consideration paid to Mr. Chraim as a closing condition and its effect on the § 271 majority. As of today I have not received any correction or clarification. I will assume the substance of that paragraph is accurate unless you advise otherwise.

Please confirm by October 20th whether Luminar disputes any portion of that description.

Best regards,  
Sravan Puttagunta

[Quoted text hidden]

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**Scott, M. Todd** <tscott@orrick.com>

Wed, Oct 15, 2025 at 8:36 AM

To: Sravan Puttagunta <sravan.puttagunta@gmail.com>

Cc: "Talarides, Alex" <atalarides@orrick.com>

Mr. Puttagunta,

Luminar rejected your Section 220 demand as legally defective in letters dated September 23 and October 7, 2025. Luminar takes no position on the allegations asserted in your emails dated October 14, 2025, below, and neither confirms nor denies your claims.

Regards,

Todd

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**From:** Sravan Puttagunta <[sravan.puttagunta@gmail.com](mailto:sravan.puttagunta@gmail.com)>

**Sent:** Tuesday, October 14, 2025 7:10 PM

**To:** Scott, M. Todd <[tscott@orrick.com](mailto:tscott@orrick.com)>; Anuj Gupta <[apowerinfinity@gmail.com](mailto:apowerinfinity@gmail.com)>; Jason Creadore <[jason.a.creadore@gmail.com](mailto:jason.a.creadore@gmail.com)>

**Cc:** Talarides, Alex <[atalarides@orrick.com](mailto:atalarides@orrick.com)>  
**Subject:** Re: Inspection Demand on Luminar

[EXTERNAL]

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[Quoted text hidden]

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**Sravan Puttagunta** <[sravan.puttagunta@gmail.com](mailto:sravan.puttagunta@gmail.com)>

Wed, Oct 15, 2025 at 8:37 AM

To: Anuj Gupta <[apowerinfinity@gmail.com](mailto:apowerinfinity@gmail.com)>, Jason Creadore <[jason.a.creadore@gmail.com](mailto:jason.a.creadore@gmail.com)>

They paid Fabien!

Kind regards, Sravan

----- Forwarded message -----

From: **Scott, M. Todd** <[tscott@orrick.com](mailto:tscott@orrick.com)>

Date: Wed, Oct 15, 2025 at 8:36AM

Subject: RE: Inspection Demand on Luminar

To: Sravan Puttagunta <[sravan.puttagunta@gmail.com](mailto:sravan.puttagunta@gmail.com)>

CC: Talarides, Alex <[atalarides@orrick.com](mailto:atalarides@orrick.com)>

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**Sravan Puttagunta** <[sravan.puttagunta@gmail.com](mailto:sravan.puttagunta@gmail.com)>

Wed, Oct 15, 2025 at 8:48 AM

To: "Scott, M. Todd" <[tscott@orrick.com](mailto:tscott@orrick.com)>, Jason Creadore <[jason.a.creadore@gmail.com](mailto:jason.a.creadore@gmail.com)>, Anuj Gupta

<[apowerinfinity@gmail.com](mailto:apowerinfinity@gmail.com)>

Cc: "Talarides, Alex" <[atalarides@orrick.com](mailto:atalarides@orrick.com)>

It's noted that you are not denying my factual assertion. Thank you for the clarification.

Kind regards, Sravan

[Quoted text hidden]

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**Scott, M. Todd** <[tscott@orrick.com](mailto:tscott@orrick.com)>

Wed, Oct 15, 2025 at 8:49 AM

To: Sravan Puttagunta <[sravan.puttagunta@gmail.com](mailto:sravan.puttagunta@gmail.com)>, Jason Creadore <[jason.a.creadore@gmail.com](mailto:jason.a.creadore@gmail.com)>, Anuj Gupta

<[apowerinfinity@gmail.com](mailto:apowerinfinity@gmail.com)>

Cc: "Talarides, Alex" <[atalarides@orrick.com](mailto:atalarides@orrick.com)>

Again, Mr. Puttagunta, Luminar takes no position on your factual claims.

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**Sravan Puttagunta** <[sravan.puttagunta@gmail.com](mailto:sravan.puttagunta@gmail.com)>

Wed, Oct 15, 2025 at 8:52 AM

To: "Scott, M. Todd" <[tscott@orrick.com](mailto:tscott@orrick.com)>

Cc: Jason Creadore <[jason.a.creadore@gmail.com](mailto:jason.a.creadore@gmail.com)>, Anuj Gupta <[apowerinfinity@gmail.com](mailto:apowerinfinity@gmail.com)>, "Talarides, Alex" <[atalarides@orrick.com](mailto:atalarides@orrick.com)>

Understood. I'll note Luminar's position in the record.

Kind regards, Sravan

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