

Regd. Office:

Acropolis - 12th Floor, 1858/1, Rajdanga Main Road, Kolkata - 700107, India
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 ✉ info@luminoindustries.com | infoepc@luminoindustries.com
 🌐 www.luminoindustries.com
 Corporate Office: 4A Pollock Street, Room No. 307, Kolkata - 700 001, India

CERTIFIED TRUE COPY OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF LUMINO INDUSTRIES LIMITED HELD ON SATURDAY, 23RD NOVEMBER, 2024 AT 10:30 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO- 12/4, MERLIN ACROPOLIS 1858/1 RAJDANGA MAIN ROAD, KOLKATA, KOLKATA, WEST BENGAL, INDIA, 700107.

5.(a) APPOINTMENT OF MR. PURUSHOTTAM DASS GOEL (DIN: 00673269) AS AN ADDITIONAL DIRECTOR DESIGNATED AS NON-EXECUTIVE DIRECTOR AND AS CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE COMPANY.

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors and subject to approval of the shareholders of the Company in a general meeting and pursuant to the provisions of Section 152 & 161 of the Companies Act, 2013 and rules/other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and pursuant to regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended ("SEBI Listing Regulations") and pursuant to the provisions of the Articles of Association of the Company, approval be and is hereby accorded for the appointment of Mr. Purushottam Dass Goel (DIN: 00673269), as an Additional Director designated as Non- Executive Director and as Chairperson of the Board of Directors of the Company with effect from 23rd November, 2024, who shall be liable to retire by rotation."

RESOLVED FURTHER THAT the Board does note the consent letter in the Form DIR-2 received from Mr. Purushottam Dass Goel providing his consent to act as a Director of the Company.

RESOLVED FURTHER THAT, the Board does note the declaration in writing from Mr. Purushottam Dass Goel in Form No. DIR-8 confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company, the disclosure of interest under Section 184 of the Companies Act in the Form MBP-1.

RESOLVED FURTHER THAT Mr. Devendra Goel (DIN - 00673447), Managing Director and Mr. Jay Goel (DIN: 08190426), Whole-Time Director of the Company be and are hereby severally authorised to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Purushottam Dass Goel as a Director of the Company, as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, West Bengal at Kolkata, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the duly appointed Company Secretary of the Company, be forwarded to the concerned authorities for necessary action."

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5.(b) CONTINUATION OF MR. PURUSHOTTAM DASS GOEL (DIN: 00673269) AS A NON-EXECUTIVE DIRECTOR AND CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE COMPANY BEYOND THE AGE OF 75 YEARS.

"RESOLVED THAT pursuant to regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and subject to approval of the shareholders of the Company in a general meeting, approval of the Board, be and is hereby accorded for continuation of directorship of Mr. Purushottam Dass Goel (DIN: 00673269) as a Non-Executive Director and as Chairperson of the Board of Directors of the Company beyond the age of 75 years."

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Certified to be true

For and behalf of Lumino Industries Limited


Devendra Goel
(DIN: 00673447)
Managing Director

Place: Kolkata



CERTIFIED TRUE COPY OF THE MINUTES OF THE (3/2024-25) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, 25TH DAY OF NOVEMBER, 2024 AT 3:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO - 12/4, MERLIN ACROPOLIS 1858/1 RAJDANGA MAIN ROAD, KOLKATA, WEST BENGAL, INDIA, 700107

3.(a) APPOINTMENT OF MR. PURUSHOTTAM DASS GOEL (DIN: 00673269) AS A DIRECTOR DESIGNATED AS NON-EXECUTIVE DIRECTOR AND AS CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE COMPANY.

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the board of directors of the Company ("**Board**") in its meeting held on 23rd November, 2024 and pursuant to the provisions of the Sections 149, 152 and 161, of the Companies Act, 2013 along with the rules made thereunder, each as amended ("**Companies Act**"), and Regulation 17 and other applicable provisions thereof, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and pursuant to the provisions of the Articles of Association of the Company, Mr. Purushottam Dass Goel (DIN: 00673269) who was appointed by the Board of Directors as an Additional Director designated as Non-Executive Director and as Chairperson of the Board of Directors of the Company, and who possesses relevant expertise and experience and is not disqualified under Section 164 of the Companies Act and who has signified his consent to act as a director of Company, and is eligible for appointment, be and is hereby appointed as a Director designated as a Non-Executive Director and as Chairperson of the Board of Directors of the Company, who shall be liable to retire by rotation.

"RESOLVED THAT, Mr. Purushottam Dass Goel shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

RESOLVED FURTHER THAT the Board or any duly authorised committee or representative thereof, be and are hereby severally authorised to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the duly appointed Company Secretary of the Company, be forwarded to the concerned authorities for necessary action."

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**3.(b) TO APPROVE CONTINUATION OF MR. PURUSHOTTAM DASS GOEL (DIN: 00673269)
AS A DIRECTOR DESIGNATED AS NON-EXECUTIVE DIRECTOR AND AS CHAIRPERSON
OF THE BOARD OF DIRECTORS OF THE COMPANY BEYOND THE AGE OF 75 YEARS.**

"RESOLVED THAT pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or reenactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") approval of the shareholders of the Company be and is hereby accorded for continuation of directorship of Mr. Purushottam Dass Goel (DIN: 00673269) as a Non-Executive Director and as Chairperson of the Board of Directors of the Company beyond the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Certified to be true

For and behalf of Lumino Industries Limited

Devendra Goel
Devendra Goel
(DIN: 00673447)
Managing Director
Place: Kolkata



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CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT OF THE (3/2024-25) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, 25TH DAY OF NOVEMBER, 2024 AT 3:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO - 12/4, MERLIN ACROPOLIS 1858/1 RAJDANGA MAIN ROAD, KOLKATA, WEST BENGAL, INDIA, 700107

Explanatory Statement pursuant to Section 102, any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "Act"), the rules made thereunder

ITEM NO: 3.(a) & 3.(b)

APPOINTMENT OF MR. PURUSHOTTAM DASS GOEL (DIN: 00673269) AS A DIRECTOR DESIGNATED AS NON-EXECUTIVE DIRECTOR AND AS CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE COMPANY WHO HAS ATTAINED BEYOND THE AGE OF 75 YEARS.

The Company intends to list its equity shares (the "Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the "Offer"). In connection with the Offer, the Company will be required to comply with the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations").

Accordingly, based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board at its meeting held on 23rd November, 2024, appointed Mr. Purushottam Dass Goel as an Additional Director designated as Non-Executive Director and as Chairperson of the Board of Directors of the Company of the company, liable to retire by rotation, w.e.f. 23rd November, 2024 subject to the approval of the members.

Further, in terms of Regulation 17 of SEBI Listing Regulations, consent of members by way of special resolution is required for appointment or continuation of directorship of Mr. Purushottam Dass Goel as the Non-Executive Director and as Chairperson of the Board of Directors of the Company, who has attained the age beyond of 75 years.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Purushottam Dass Goel are provided as **Annexure A** to this Notice.

Mr. Purushottam Dass Goel has given his declaration to the Board that he is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Purushottam Dass Goel is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act for appointment as a Director designated as Non-Executive Director and as Chairperson of the Board of Directors of the Company.



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Given his experience, the Board considered and has recommended Mr. Purushottam Dass Goel to be appointed as a Director designated as Non-Executive Director and as Chairperson of the Board of Directors of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the SEBI Listing Regulations, each as amended, in connection with the Offer of the Equity Shares.

The Company has identified certain skills and capabilities required by the Directors of the Company. The skill sets possessed by Mr. Purushottam Dass Goel are aligned to those identified by the Company for his appointment as a Director designated as Non-Executive Director and as Chairperson of the Board of Directors of the Company. In the opinion of the Board, Mr. Purushottam Dass Goel, fulfils the conditions for appointment as Director designated as Non-Executive Director and as Chairperson of the Board of Directors of the Company as specified in the Act and the Listing Regulations.

Mr. Purushottam Dass Goel is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. Mr. Purushottam Dass Goel is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Purushottam Dass Goel's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends the appointment of Mr. Purushottam Dass Goel as a Director designated as Non-Executive Director and as Chairperson of the Board of Directors of the Company, liable to retire by rotation.

The Board recommends the resolution for approval of the members of the Company.

Save and except Mr. Purushottam Dass Goel, and his relatives to the extent of their shareholding interest, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except in the ordinary course of business.

Certified to be true

For and behalf of Lumino Industries Limited

Devendra Goel

(DIN: 00673447)

Managing Director

Place: Kolkata



Annexure A

DETAILS OF DIRECTOR SEEKING APPOINTMENT IN THE FORTHCOMING (03/2024-25) EXTRA-ORDINARY GENERAL MEETING [PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS]

Profile of Mr. Purushottam Dass Goel (DIN: 00673269):

Particulars of experience attributes and skills that qualify Mr. Purushottam Dass Goel for Board membership.

Mr. Purushottam Dass Goel, is a visionary and first-generation entrepreneur, known for founding and leading Lumino Industries Limited. He began his journey in 1969 as a small trading house in Ezra Street, Kolkata, and under his leadership, the company has grown into a prominent manufacturer of overhead transmission line conductors, various types of cables, and infrastructure services.

Mr. Goel emphasizes the significance of human resources in business, fostering a culture rooted in the core principles of Reliability, Sincerity, and Commitment. His amicable leadership style has not only driven the company's success but also inspired every employee to embody these values.

Directorships and Designated Partner:

Mr. Purushottam Dass Goel served as a Director on the Board of the following Companies:

1. Salsar Projects Pvt Ltd
2. Shantiniketan Infrastructure Pvt Ltd
3. Monark Dealcom Private Limited
4. Genuine Real Estates Pvt Ltd
5. Shivangan Nirman Pvt Ltd
6. Tirumala Mart Pvt Ltd
7. Lumicab LLP
8. Shanti Deep Homes LLP

Committee positions:

Sr. No.	Name of the Company/Entity	Name of the Committee(s)	Position Held
Nil			





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Resignation as a Director in the past three years:

Mr. Purushottam Dass Goel left the Board of Directors of the following Companies:

1. Lumino Power Infrastructure Private Limited with effect from 01st July, 2023.
2. Diya Realtech Private Limited with effect from 19th June, 2023

Attendance at Board Meetings during 1st April, 2023 to 31st March, 2024:

Not Applicable since Mr. Purushottam Dass Goel has been appointed as a Director with effect from 23rd November, 2024

Term of appointment and Remuneration:

Mr. Purushottam Dass Goel would hold office as a Director designated as Non-Executive Director and as Chairperson of the Board of Directors of the Company, and would be liable to retire by rotation. Further, Mr. Purushottam Dass Goel would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

Shareholding in the Company:

Mr. Purushottam Dass Goel hold 1,00,000 Equity Shares in the Company.

