Lumino
Industries Ltd.

Regd. & Corporate Office:
Acropolis - 12th Floor, 1858/1, Rajdanga Main Road, Kolkata - 700107
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BM-01/2025-26

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF LUMINO INDUSTRIES LIMITED HELD ON 15TH DAY OF MAY OF 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO-12/4, MERLIN ACROPOLIS, 1858/1 RAJDANGA MAIN ROAD, KOLKATA – 700107

RE-APPOINTMENT OF MR. DEVENDRA GOEL AS MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS w.e.f 01.01.2026

The Board is appraised that the tenure of Mr. Devendra Goel as the Managing Director of the Company expires on 31.12.2025. It was also stated that it will be in the best interest of the Company to re-appoint Mr. Devendra Goel as the Managing Director for a further period of five years as recommended by the Nomination & Remuneration Committee meeting held earlier.

It was also informed to the Board that Mr. Devendra Goel has expressed his willingness to continue as the Managing Director of the Company for next five years and has submitted the requisite disclosures and declarations for affecting his re-appointment.

The Board members acknowledged the exemplary services and contribution made by Mr. Devendra Goel towards the success and growth of the Company and further deliberated upon the reappointment and unanimously resolved as follows:

" **RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, subject to the approval of shareholders, the consent of the Board be and is hereby accorded for the re-appointment of Mr. Devendra Goel (DIN: 00673447) as Managing Director of the Company for a period of 5 (Five) years with effect from 1st January, 2026 to 31st December, 2030, upon the terms and conditions as placed in the draft agreements salient points of which are as follows:

SALARY :

Rs. 4,80,00,000/- per annum, payable on monthly basis, subject to periodical increments upto 20% as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee.

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Devendra Goel shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time. “

“**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

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"**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, etc. and execute all such documents, instruments and writings, etc., as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and file necessary e-forms to give effect to the aforesaid resolution."

Certified True Copy
FOR LUMINO INDUSTRIES LIMITED
For LUMINO INDUSTRIES LIMITED

Roshaan Davve

Roshaan Davve Company Secretary
Company Secretary

An ISO 9001:2015 (QMS) ISO 14001:2015 (EMS) & OHSAS 18001:2007 Certified Company
IAF INTERNATIONAL ACCREDITATION FORUM
IAS ACCREDITED
Business Unit I : Mfg. Of Overhead Transmission Line Conductors & Aerial Bunched Cables
Business Unit II : Engineering Procurement Construction (EPC) Contractors
Business Unit III : Integrated Solar EPC Solutions Provider
Works: At P/O - Biprannapara, Jalan Complex, P.S.: Domjur, Howrah 711411
CIN: U14293WB2005PLC102556

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF LUMINO INDUSTRIES LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT 12/4, MERLIN ACROPOLIS , 1858/1, RAJDANGA MAIN ROAD, KOLKATA -700107 THROUGH IN PERSON AND/OR VIDEO CONFERENCING / OTHER AUDIO VIDEO MEANS (OAVM) ON SATURDAY, 5th JULY, 2025 AT 2:00 P.M

RE-APPOINTMENT OF MR. DEVENDRA GOEL (DIN: 00673447) AS MANAGING DIRECTOR OF THE COMPANY

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Devendra Goel (DIN: 00673447) as Managing Director of the Company for a period of 5 (Five) years with effect from 1 January, 2026 to 31 December, 2030, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors or any of its Committee from time to time to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner including his remuneration of Rs. 4.80 crore p.a. with increment in subsequent years shall up to 20% per annum of the remuneration of the preceding financial year.

RESOLVED FURTHER THAT the remuneration payable to Mr. Devendra Goel shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, etc. and execute all such documents, instruments and writings, etc., as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and file necessary e-forms with the Registrar of Companies, Kolkata to give effect to the aforesaid resolution."

For Lumino Industries Limited

LUMINO INDUSTRIES LIMITED KOLKATA

Roshan Davve

Roshaan Davve
(Company Secretary)
Membership No. ACS-27185