Lumino
Industries Ltd.

Regd. Office:
Acropolis - 12th Floor, 1858/1, Rajdanga Main Road, Kolkata - 700107
+91 033 2441 2008/2009 +91 033 2441 2010
info@luminoindustries.com | infoepc@luminoindustries.com
www.luminoindustries.com
Corporate Office: 4A Pollock Street, Room No. 307, Kolkata 700 001

Extracts of Minutes of the Meeting of the Board of Directors of Lumino Industries Limited held on Thursday, the 2nd August, 2018 at the Registered Office of the Company at Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road Kolkata – 700107.

Appointment of Mr. Jay Goel as Whole-time Director of the Company and fixing his remuneration

"**RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 read along with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), and as recommended by Nomination & Remuneration Committee and subject to approval of Members in next general meeting and such other approval, permission and sanction thereof, the consent of the Board of Directors is hereby accorded to the appointment of Mr. Jay Goel, as Whole-time Director of the Company for a period of 3 (three) years w.e.f. 2nd August, 2018 at a remuneration of Rs. 10,00,000/- (Rupees Ten Lacs only) per month.

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby severally authorized to take such steps and do all such acts, deeds, matters and things etc. as may be necessary or expedient for the purpose of giving effect to the above resolution."

Certified to be true
For Lumino Industries Limited

LUMINO INDUSTRIES LIMITED
KOLKATA

Dhwani Fatehpuria
Company Secretary

Lumino
Industries Ltd.

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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTIONS PASSED IN THE EXTRA ORDINARY GENERAL MEETING OF LUMINO INDUSTRIES LIMITED HELD ON WEDNESDAY, THE 29th AUGUST, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO- 12/4, MERLIN ACROPOLIS 1858/1 RAJDANGA MAIN ROAD KOLKATA-700107.

Special Resolution

Appointment of Mr. Jay Goel as Whole-Time Director of the Company and fixing his Remuneration

"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, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Jay Goel, Whole-time Director of the Company, for a period of 3 (three) years with effect from 2nd August, 2018 as well as for the payment of remuneration in aggregate of Rs. 10 Lacs per month, including the perquisites and allowances (if any), is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner including his remuneration, etc., as may be agreed to between the Board of Directors and Mr. Jay Goel.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jay 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 the Board of Directors on the recommendation of the Nomination and Remuneration Committee of Directors is entitled to determine and revise the salary, perquisites, and allowances payable to the Whole-time Director at any time, such that the overall remuneration payable shall not exceed the aggregate limit as prescribed under Schedule V of the Companies Act, 2013.

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RESOLVED FURTHER THAT the period of office of Mr. Jay Goel as Whole-time Director shall be liable to determination by retirement of Directors by rotation. However, this will not constitute discontinuation in tenure of services by Mr. Jay Goel.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, then also he shall be paid salary, allowances and perquisites as specified above as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013 and Rules thereto.

RESOLVED FURTHER THAT the Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, etc. and take all steps as may be necessary, proper and expedient to give effect to these resolutions."

Certified to be true
For Lumino Industries Limited

Devendra Goel
Managing Director
DIN: 00673447

LUMINO INDUSTRIES LTD KOLKATA