LUMINO

LUMINO INDUSTRIES LIMITED

Reg. Office: "Acropolis" 12th Floor, 1858/1, Rajdanga Main Road, Kolkata – 700 107
Telephone No: +91 33 2441 2008/ 2441 2009, website: www.luminoindustries.com
CIN No: U14293WB2005PLC102556

BM/11/2023-24
Extracts of the Minutes of the Meeting of the Board of Directors of Lumino Industries Limited held on Friday, the 24th day of November, 2023 at the registered office of the Company at Unit No-12/4, Merlin Acropolis, 1858/1 Rajdanga Main Road, Kolkata – 700107

1. **Re-appointment of Mr. Jay Goel as Whole-time Director of the Company and fixing his remuneration in excess of prescribed limits**

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 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, in accordance with the Articles of Association of the Company and subject to consent of the members of the Company, approval of the Board of Directors (hereinafter referred to as the 'Board') be and is hereby accorded to the re-appointment of Mr. Jay Goel as a Wholetime Director of the Company for a period of 3 years from 1st August, 2024 till 31st July, 2027 and for payment of annual remuneration of Rs. 5.00 crore (Rupees Five Crore only) per annum (inclusive of perquisites) with effect from 1st August 2024 till 31st July 2027 and the terms and conditions including remuneration as set out in the draft agreement duly initiated by the chairman for the purpose of identification before the meeting and hereby specifically approved to be entered into by the Company with Mr. Jay Goel.

RESOLVED FURTHER THAT subject to approval of the members of the Company, consent of the Board be and is hereby accorded for payment of remuneration by way of Salary and Perquisites as specified above to Mr. Jay Goel as Wholetime Director, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits and the same be treated as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT subject to approval of the members of the Company, the Board of Directors be and is hereby authorised to alter, vary and modify the terms and conditions of appointment/re-appointment of Mr. Jay Goel from time to time, during the tenure of his appointment/re-appointment as Wholetime Director of the Company as it may deem fit and as may be accepted to Mr. Jay Goel including salary, perquisites and additional remuneration / incentive.

RESOLVED FURTHER THAT an extra Ordinary General Meeting of the members be convened on Tuesday, 26th December, 2023 at 3.30 P.M at the Registered Office of the Company to transact the business as per the draft Notice placed before the Board.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Certified To Be True

for **Lumino Industries Limited**

Roshaan

Roshaan Davve
Company Secretary

LUMINO INDUSTRIES LIMITED
KOLKATA

LUMINO

LUMINO INDUSTRIES LIMITED

Reg. Office: "Acropolis" 12th Floor, 1858/1, Rajdanga Main Road, Kolkata – 700 107
Telephone No: +91 33 2441 2008/ 2441 2009, website: www.luminoindustries.com
CIN No: U14293WB2005PLC102556

02/2023-24

Extracts of the Minutes of the Extra Ordinary General Meeting of the Members of Lumino Industries Limited held on Tuesday, the 26th day of December, 2023 at its Registered Office at Unit No-12/4, Merlin Acropolis, 1858/1 Rajdanga Main Road, Kolkata – 700107

Item- 1

Re-appointment of Mr. Jay Goel as a Whole-time Director of the Company and fixing his remuneration in excess of prescribed limits.

Special Resolution:

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (hereinafter referred to as the 'Board') and subject to the provisions of Sections 196, 197, 198, 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 re-appointment of Mr. Jay Goel as a Wholetime Director of the Company for a period of 3 years from 1st August, 2024 till 31st July, 2027 and for payment of annual remuneration of Rs. 5.00 crore (Rupees Five Crore only) per annum (inclusive of perquisites) with effect from 1st August 2024 till 31st July 2027 and the terms and conditions including remuneration as set out in the draft agreement duly initiated by the chairman for the purpose of identification before the meeting and hereby specifically approved to be entered into by the Company with Mr. Jay Goel.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for payment of remuneration by way of Salary and Perquisites as specified above to Mr. Jay Goel as Wholetime Director, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits and the same be treated as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Mr. Jay Goel from time to time, during the tenure of his appointment as Wholetime Director of the Company as it may deem fit and as may be accepted to Mr. Jay Goel including salary, perquisites and additional remuneration / incentive.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Certified To Be True
for Lumino Industries Limited
For LUMINO INDUSTRIES LIMITED

Managing Director
Devendra Goel
Director
DIN: 00673447

LUMINO INDUSTRIES LIMITED KOLKATA