Lumino Industries Ltd.

Regd. & Corporate Office:
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CERTIFIED TRUE COPY OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF LUMINO INDUSTRIES LIMITED HELD ON SATURDAY, 18th JANUARY, 2025 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.

APPROVAL AND ADOPTION OF THE DRAFT RED HERRING PROSPECTUS

"**RESOLVED THAT** in furtherance of the resolution passed by the board of directors of the Company (the "**Board**") on 09th December, 2024 and the resolution passed by the shareholders of the Company on 09th December, 2024 and subject to the applicable laws, the draft of the draft red herring prospectus (the "**DRHP**"), containing disclosures as required under the provisions of the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013 and the applicable rules thereunder (including, in each case, any statutory modification or re-enactment of such laws for the time being in force), as amended, ("**Companies Act**"), and any other applicable, rules, regulations, guidelines, circulars and notifications issued by SEBI and the enabling provisions of the memorandum of association and the articles of association of the Company, the draft of the DRHP in respect of the initial public offering comprising a fresh issue of equity shares of ₹ 5/- each of the Company (the "**Equity Shares**") aggregating up to ₹ 6,000 million and offer for sale by the certain existing shareholders *i.e.* the ("**Selling Shareholders**") of such number of Equity Shares aggregating up to ₹ 4000 million (the "**Offer for Sale**" and together with the Fresh Issue, the "**Offer**") including employee reservation, discount and pre-IPO placement aggregating, as applicable, for cash either at par or premium, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations, as placed before the Board, be and is hereby approved for filing with the Securities and Exchange Board of India (the "**SEBI**"), BSE Limited and the National Stock Exchange of India Limited (together with BSE Limited, the "**Stock Exchanges**") and such and other governmental or supervisory authorities or persons as may be required, in accordance with the applicable provisions of the Companies Act, 2013, as amended, SEBI ICDR Regulations, and other applicable law.

RESOLVED FURTHER THAT in accordance with the enabling provisions of the memorandum and articles of association of the Company, the consent and approval of the Board be and is hereby accorded to undertake, issue and allot, at the discretion of the Board, such number of Equity Shares as may be decided by the Board, to certain selected investors as permitted under Applicable Laws on or prior to filing of the red herring prospectus with the RoC and SEBI ("**Pre-IPO Placement**") aggregating up to 1,200 million, at such price as the Board may, in consultation with the BRLMs and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and to do all such other acts, deeds, matters and things as the IPO Committee may from time to time, in their absolute discretion deem fit or proper. In the event of a Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement. It is clarified that, in the event of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Fresh Issue portion of the Offer to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the Securities Contracts (Regulation) Rules, 1957.

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RESOLVED FURTHER THAT the DRHP is hereby recommended for signing by each of the directors of the Company, the Chief Financial Officer, and the Selling Shareholders (or their duly authorised representative) and each such person be and is hereby authorised to sign the declaration page of the DRHP for and on behalf of the Company.

RESOLVED FURTHER THAT IPO Committee is hereby authorised to make corrections or alterations, if any, and to finalize the DRHP for the purposes of filing with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Devendra Goel, Managing Director and Mr. Jay Goel, Whole-time director, severally, on behalf of the Board, be and are hereby authorised to do all such acts, deeds, matters and things 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 to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions 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."

Certified to be true copy
For and behalf of Lumino Industries Limited

LUMINO INDUSTRIES LIMITED KOLKATA

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