



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

Hand Delivery NOTICE

Notice is hereby given that the 19th Annual General Meeting ('AGM') of the shareholders of M/s. Lumino Industries Limited will be held on Monday, 30th September 2024 at 4.30 p.m. at its registered office- "Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata WB 700107" to transact the following business:

ORDINARY BUSINESS:

1) To Receive, Consider and Adopt:

a) The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2024 with the reports of the Board of Directors' and Auditors thereon.

b) The Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024 together with report of the Auditors thereon.

2. To appoint a Director in place of Shri Amit Bajaj (DIN: 00591071), Director, who retires by rotation, and being eligible, offers himself for re-appointment.

3. To Re-appointment of M/s. Singhi & Co. Chartered Accountants as a Joint Statutory Auditor of the Company for a term of 5 years from FY 2024-25 to FY 2028-29.

To consider and, if thought fit, to pass with the or without modifications, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s. Singhi & Co., Chartered Accountants, (Registration No. 302049E) be and are hereby re-appointed as Joint Statutory Auditor of the Company, for a continuous period of 5 (Five) years, from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2029, along with the existing Statutory Auditor M/s. SDP & Associates, Chartered Accountants (Registration No. 322176E) at such remuneration may be mutually agreed between the Board by the Board of Directors and auditors of the Company.

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to Cost Auditor

To consider and, if thought fit, to pass with the or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including



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any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to **M/s. B Ray & Associates**, Cost Accountants (Registration No: 000155), Cost Auditors of the Company, to conduct the audit of cost records for the financial year 2024-25 amounting to Rs. 70,000/- (Rupees Seventy Thousand Only) per annum plus applicable taxes and out of pocket expenses actually incurred during the course of audit as recommended by the Audit Committee of the Company and approved by the Board of Directors, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution."

Dated: 13.07.2024

Place: Kolkata

Registered Office:

Unit-12/4 Merlin Acropolis
1858/1, Rajdanga Main Road
Kolkata-700107

By order of the Board
For Lumino Industries Limited


Roshaan Davve
Company Secretary
Acs-27185

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.***
- A Proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- Members are requested to notify immediately any change in address, if any, to the DP.
- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts relating to the Special Businesses to be transacted at the AGM is annexed hereto additional information, pursuant to Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director(s) seeking appointment/re-appointment at the Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice
- All documents referred to in the Notice will be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e.



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September 30, 2024. Members seeking to inspect such documents can send an email to cs@luminoindustries.com.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act"), the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection by the members during the AGM.
7. Further, members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from their registered email address, mentioning their name, DP ID and Client ID number and mobile number, at least 7 working days in advance before the commencement of the Meeting. through email to cs@luminoindustries.com. Such questions shall be taken up during the meeting or replied by the Company suitably.
8. The Notice of Annual General Meeting along with Board Report & Annual account for the FY 2023-24 is being sent to all the Members by hand delivery, whose names appear on the Register of Members. in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder.
9. Route Map of the Venue of the Meeting is enclosed herewith.



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DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE 19th

ANNUAL GENERAL MEETING (Pursuant to Secretarial Standard-2)

Name of The Director	Shri Amit Bajaj
DIN	00591071
Date of Birth/ Age	17-04-1976, 48 years
Date of First Appointment on the Board of the Company	10-01-2019
Qualification	Bachelor of Commerce (Hons)
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Amit Bajaj who was appointed as a Whole Time Director and is liable to retire by rotation.
Brief Resume of Director	He has more than 16 years of notable experience as Marketing Head in Power Sector. He is result-oriented, decisive leader, with proven success in establishing a lasting presence in new markets, whilst identifying growth opportunities, and initiating strong business alliances
Nature of Expertise in Specific Functional Areas	Marketing
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	NIL
List of Other listed Companies in which Directorship held	NIL
Chairman / Member of the Committees of the Board of Directors of Other Companies in which he is a director (excluding in Foreign Companies)	NIL
Chairman / Member of the Committees of the Board of Directors of Other Listed Companies	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	NIL
Details of Shareholding, if any in the Company	NIL
The number of Meetings of the Board attended during the Financial Year	Attended 8 Board Meetings out of total 16 Board Meetings held during the Year.
Listed entities from which he resigned in the past three years.	Nil



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Board of Directors at its meeting held on 23rd May, 2024, considering the expertise and experience and on the recommendation of the Audit Committee, inter alia, approved the appointment of **M/s Singhi & Co**, Chartered Accountants (Firm Registration No. 302049E), Kolkata as Joint Statutory Auditors, to hold office from 25th June 2024 until the conclusion of the 19th Annual General Meeting of the Company to be held in the year 2024. The shareholders had approved the appointment of **M/s Singhi & Co**, as Joint Statutory Auditors through Extra-Ordinary General Meeting on 25th June 2024 for conducting special audits and audit of restated financial information including consolidated financial information, of our books of accounts for the financial years 2021-22, 2022-23 and 2023-24.

The Audit Committee considered and recommended the Board at its meeting held on 13th July, 2024, re-appointment of **M/s Singhi & Co**, Chartered Accountants (Firm Registration No. 302049E), Kolkata as the Joint Statutory Auditors of the Company for period of five years and to hold office from the conclusion of the 19th Annual General Meeting of the Company till the conclusion of the Annual General Meeting of the Company to be held in the year 2029, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

The Company has received a consent letter from **M/s Singhi & Co**, Chartered Accountants, Kolkata that as per Section 139 of the Act that they are eligible for re-appointment and are not disqualified for appointment under Chartered Accountants Act, 1949 and the rules or regulations made there under. The proposed re-appointment would be as per the terms provided under the Companies Act, 2013 and within the limits laid down by the Companies Act, 2013.

M/s. SDP & Associates, (FRN- 322176E) Chartered Accountants, Kolkata were appointed as Statutory auditor of the Company for a continuous period of 5 years at the Annual General Meeting held on 30.09.2022.

The Board recommends the Resolution as set out in Item No. 3 of the Notice for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.3 of the Notice except to their equity holdings and Directorships in the Company, if any.

Item No. 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 13th July 2024 approved the appointment of **M/s. B Ray & Associates**, Cost Accountants (Registration No: 000155), Kolkata as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2024-25. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor require approval by the Members of the Company. Accordingly,



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approval of the Members is sought as referred to in the Resolution at Item No.4 of the Notice for the payment of remuneration amounting to Rs.70,000/- (Rupees Seventy Thousand only) per annum plus applicable taxes and out of pocket expenses actually incurred for Cost Audit for the financial year ending March 31, 2025.

The Board recommends the Resolution as set out in Item No. 4 of the Notice for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.4 of the Notice except to their equity holdings and Directorships in the Company, if any.



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Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	: U14293WB2005PLC102556
Name of the Company	: Lumino Industries Limited
Registered Office	: Unit No- 12/4, Merlin Acropolis, 1858/1 Rajdanga Main Road, Kolkata- 700107

1. Name(s) of Member(s) :
Including joint holders, if any
2. Registered address of the sole / :
First named Member
3. E-mail Id :
4. Registered Folio No. :
5. No. of share(s) held :

I / We, being the Member(s) of Shares of the above named Company, hereby appoint

(1) Name: -----
Address: -----
E-mail ID: -----
Signature: -----, or failing him

(2) Name: -----
Address: -----
E-mail ID: -----
Signature: -----, or failing him

(3) Name: -----
Address: -----
E-mail ID: -----
Signature: -----

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the 18th Annual General Meeting (AGM) of the Company to be held on the Monday, 30th Day of September, 2024 at 4.30 p.m. at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:



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Resolution Number	Description	Optional *	
		For	Against
Ordinary Business			
1.	a) To Consider and adopt Audited Financial Statements as on 31st March, 2024 and, Reports of the Board of Directors and Auditors thereon. b) The Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024 together with report of the Auditors thereon.		
2.	To re-appoint a Director in place of Shri Amit Bajaj, DIN: 00591071, Director, who retires by rotation, and being eligible, offers himself for re-appointment.		
3.	To re-appointment of Joint Statutory Auditor of the Company for hold office from the conclusion of the 19th Annual General Meeting of the Company till the conclusion of the Annual General Meeting of the Company to be held in the year 2029.		
Special Business			
4.	Approval of the remuneration of the Cost Auditor for Financial Year 2024-25		

Signed this ----- day of ----- 2024

Signature of Member: -----

Signature of Proxy holder(s): -----

Affix
Revenue
Stamp

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



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ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE : Monday, the 30th Day of September 2024
VENUE : Registered Office of the Company.
TIME : 4.30 P.M.

- | | |
|--------------------------|---|
| 1. Name of Member/ Proxy | : |
| 2. Registered Folio No. | : |
| 3. No. of share(s) held | : |

I certify that I am the Member / Proxy for the member holding the above shares.

Signature of Member / Proxy attending

NOTES: Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before coming to the Meeting and handed over at the entrance.



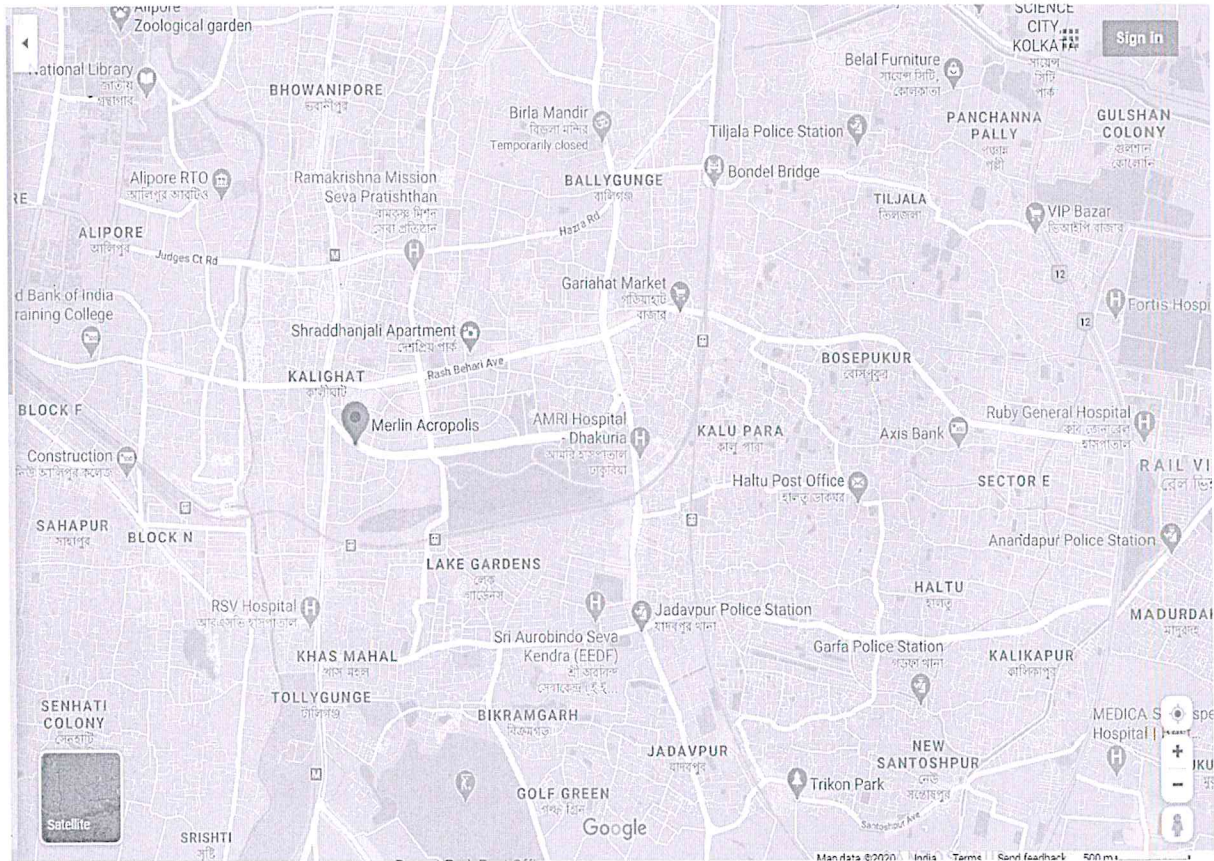
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Route Map to the venue of the 19th Annual General Meeting of the Company to be held on 30th September, 2024



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