

# NOTICE

## LUMINO INDUSTRIES LIMITED

Reg. Office: Unit-12/4, Merlin Acropolis, 1858/1,  
Rajdanga Main Road, Kolkata - 700 107  
Telephone No: +91 33 2441 2008/ 2441 2009,  
website: www.luminoindustries.com  
CIN No: U14293WB2005PLC102556

Notice is hereby given that the 20<sup>th</sup> (Twentieth) Annual General Meeting ('AGM') of the shareholders of M/s. Lumino Industries Limited will be held on Saturday, 5<sup>th</sup> day of July, 2025 at 2:00 P.M. at its registered office- "Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata WB 700107" either in-person or through /Video Conference (VC) / Other Audio Video Means (OAVM), 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 31<sup>st</sup> March, 2025 with the reports of the Board of Directors' and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 together with report of the Auditors thereon.

#### 2. To appoint a Director in place of Mr. Jay Goel (DIN: 08190426), Director, who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. To Appoint Mr. Hansraj Jaria, a Practicing Company Secretary as Secretarial Auditor of the Company, for a term of 5 years from FY 2025-26 to FY 2029-30.

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

"RESOLVED THAT pursuant to the provisions of Sections 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, if any, ( including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded to appoint, Mr. Hansraj Jaria, Practicing Company Secretary, (COP No. 19394) Secretarial 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 2030, ('the Term'), on such terms & conditions, including remuneration

as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board

**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."

#### 4. Ratification of Remuneration payable to Cost Auditor

To consider and, if thought fit, to pass with 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 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 2025-26 amounting to Rs. 90,000/- (Rupees Ninety 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."

**5. Re-appointment of Mr. Devendra Goel (DIN: 00673447) as Managing Director of the Company**

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

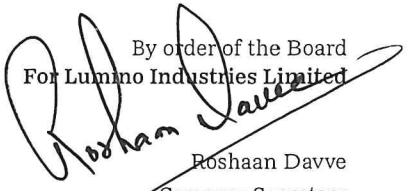
**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification 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<sup>st</sup> January, 2026 to 31<sup>st</sup> 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."

Registered Office:  
Unit-12/4 Merlin Acropolis  
1858/1, Rajdanga Main Road  
Kolkata-700107  
Dated: 15.05.2025  
Place: Kolkata

By order of the Board  
For Lumino Industries Limited  
  
Roshan Davve  
Company Secretary  
Acs-27185



## NOTES:

1. 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.
2. 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.
3. Members are requested to notify immediately any change in address, if any, to the DP.
4. 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
5. 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. Members seeking to inspect such documents can send an email to [cs@luminoindustries.com](mailto: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](mailto: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 Audited Financial Statement for the FY 2024-25 are 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.
10. The members have the option to participate in the meeting either in person or through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).
11. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 and subsequent circulars issued in this regard, the latest being 9/2024 dated 19.09.2024, ('MCA Circulars') has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue..
12. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and Secretarial Standards on General Meeting and MCA Circulars, the 20<sup>th</sup> Annual General Meeting of the Company is being held through VC/ OAVM on Saturday, 5<sup>th</sup> day of July, 2025 at 2:00 p.m. The proceedings of the AGM are deemed to be conducted at the registered office of the Company situated at Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata WB 700107.
13. Pursuant to Section 113 of the Act, Institutional / Corporate Shareholders (i.e. Shareholders other than individuals / HUF, Trust, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., together with the attested specimen signature(s) of the authorized signatory(ies). The aforementioned documents shall be sent at HYPERLINK "<mailto:cs@luminoindustries.com>"
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting.
15. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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16. The manner in which members can participate in the AGM is given hereunder:

The members will be provided with a facility to attend the AGM through VC using 'Webex meeting', which is a two-way Video-conferencing facility. The weblink for the same is sent to the members on their registered e-mail address. For convenience of the members, the weblink is also given below:

Join Webex Meeting

<https://luminoindustries.webex.com/luminoindustries/j.php?MTID=m7ccd94ca3f16274d7bb69b8bca56e477>

- b. Members are encouraged to join the Meeting through Laptops having webcam for better experience.
- c. Further, members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.

- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. The members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@luminoindustries.com](mailto:cs@luminoindustries.com). The same will be replied by the Company suitably during the AGM.
- f. In case of any queries with respect to joining the meeting, the members may write to the Company at [cs@luminoindustries.com](mailto:cs@luminoindustries.com) or call at +91 9674755242 (Mr. Debasis Guin) for support) before or during the meeting.

## DETAILS OF DIRECTORS PROPOSED TO BE REAPPOINTED AND LIABLE TO RETIRE BY ROTATION AND SEEKING RE-APPOINTMENT

20TH ANNUAL GENERAL MEETING (Pursuant to Secretarial Standard-2 on General Meeting)

Name of The Director	Devendra Goel	Jay Goel
DIN	00673447	08190426
Date of Birth/ Age	20/10/1972; 52 years	19/10/1996; 28 years
Date of First Appointment on the Board of the Company	04/04/2005	02/08/2018
Qualification	Bachelor of Commerce from University of Calcutta	Graduate in Science Management from Bentley University
Terms and Conditions of Re-appointment	As mentioned in the Explanatory Statement.	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jay Goel is liable to retire by rotation.
Details of Remuneration sought to be paid	Rs. 4.80 crore P.a	Rs. 3.60 crore P.a
Remuneration last drawn by such person	Rs. 4.59 crore P.a	Rs. 3.20 crore P.a
Brief Resume of Director	He has been associated with our Company since April 4, 2005. He holds a bachelor's degree in commerce from University of Calcutta. He heads the marketing, financial and administrative aspects of the business and is responsible for increasing efficiency of operations and business growth of our Company. He has experience in the field of strategic management.	He has been associated with our Company since August 2, 2018. He holds a bachelor's degree in science management from Bentley University, Waltham Massachusetts. He is responsible for the operations and business development functions of our Company. He has experience in the field of business development and modernizing operations.
Nature of Expertise in Specific Functional Areas	Strategic Management.	Business development and modernizing operations
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	NIL	NIL
List of Other listed Companies in which Directorship held	NIL	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	NIL
Chairman / Member of the Committees of the Board of Directors of Other Listed Companies	NIL	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	Mr. Purushottam Dass Goel - Father and Mr. Jay Goel - Son	Mr. Devendra Goel - Father
Details of Shareholding, if any in the Company	11,94,31,856 equity share of Rs. 5/- each.	8,65,60,000 equity share of Rs. 5/- each.
The number of Meetings of the Board attended during the Financial Year	17	18
Listed entities from which he resigned in the past three years.	Nil	Nil



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

### Item No. 3:

The Board of Directors at its meeting held on 15<sup>th</sup> May, 2025, considering the expertise and experience and on the recommendation of the Audit Committee, inter alia, approved the appointment, subject to the approval of shareholders, of Mr. Hansraj Jaria, Practicing Company Secretary (COP No. 19394), as Secretarial Auditors, of the Company for a term of 5 years commencing 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 2030.

### Terms and conditions of appointment & remuneration:

#### a) Term of appointment:

5(Five) consecutive years commencing from April 1, 2025 upto March 31, 2030.

#### b) Remuneration:

Rs. 1,00,000/- (Rupees One Lakh only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Year ending March 31, 2026. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

#### Fee for subsequent year(s):

As determined by the Audit Committee and/or the Board of Directors.

Mr. Hansraj Jaria (FCS, LLB, M.Com, CAIIB, Insolvency Professional and Registered Valuer-SFA) is a Practicing Company Secretary based in Kolkata with more than 20 years of experience in the matters related to Secretarial Audit, Due Diligence, Corporate Law Compliance, SEBI Regulations, Mergers & Amalgamations (M & A), Corporate Restructuring, Valuations, Insolvency & Bankruptcy and allied matters. His firm having registration no. I2017WB1719300 is Peer-Reviewed and by the Institute of the Company Secretaries of India.

The Company has received a consent letter from Mr. Hansraj Jaria, Practicing Company Secretary, Kolkata, for his appointment as a Secretarial Auditor of the Company and he has further certified that he is eligible for appointment and not disqualified. The proposed appointment would be as per the terms provided under the Companies Act,

2013 and within the limits laid down by the Companies Act, 2013.

The Board recommends the Resolution as an Ordinary 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 Resolution set out at Item No.3 of the Notice.

### Item No. 4:

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s. B Ray & Associates, Cost Accountants (Registration No: 000155), Kolkata in its meeting held on May 15, 2025 to conduct the audit of the cost records of the Company, for the financial year 2025-26. Further, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is being sought for the payment of remuneration of Rs. 90,000/- (Rupees Ninety Thousand only) plus applicable taxes and out of pocket expenses actually incurred for Cost Audit for the financial year ending March 31, 2026.

### Item No. 5:

Mr. Devendra Goel was appointed as the Managing Director of the Company at the Extra Ordinary General Meeting held on 22<sup>th</sup> December, 2022 w.e.f 01.01.2023 for a tenure of 3 years which expires on 31.12.2025.

Keeping in view the vast experience and contribution of Mr. Devendra Goel, the Board in its meeting held on 15<sup>th</sup> May, 2025, based on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the members of the Company in the ensuing Annual General Meeting, has decided to re-appoint him as the Managing Director of the company for a period of five years w.e.f 01.01.2026 to 31.12.2030 not liable to retire by rotation.

The Board and the Nomination and Remuneration Committee while re-appointing Mr. Devendra Goel as the Managing Director of the Company, have considered his background, experience and contributions to the Company. Mr. Devendra Goel has consented for his reappointment as

the Managing Director of the Company for the aforesaid period and also confirmed that he is not disqualified under any of the provisions of Section 164 of the Act and that he satisfies the conditions, as contained in Part 1 of Schedule V of the Act. The terms and conditions relating to the re-appointment and terms of remuneration of Mr. Devendra Goel Managing Director, inter alia, includes the following:

1. **Period:** 5 years i.e. from January 1, 2026 to December 31, 2030.

## 2. Remuneration:

- A. **Salary:** Rs.4.80 crores per annum with increment in subsequent years shall up to 20% per annum of the remuneration of the preceding financial year.

None of the Directors except Mr. Purushottam Dass Goel and Mr. Jay Goel is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of Special Resolution for the above item.

Dated: 15.05.2025  
Place: Kolkata

For and on behalf of the Board of Directors



Roshan Davve  
Company Secretary  
Acs-27185

**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 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/ \*Client Id :
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 20<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on the **Saturday, 5<sup>th</sup> day of July, 2025 at 02:00 p.m.** at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional *	
		For	Against
Ordinary Business			
1.	a) To Consider and adopt Audited Financial Statements as on 31 <sup>st</sup> March, 2025 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 31 <sup>st</sup> March, 2025 together with report of the Auditors thereon.		
2.	To re-appoint a Director in place of Mr. Jay Goel, DIN: 08190426, Director, who retires by rotation, and being eligible, offers himself for re-appointment.		
Special Business			
Ordinary Resolution			
3.	To Appoint Mr. Hansraj Jaria, a Practicing Company Secretary as Secretarial Auditor of the Company for a term of 5 years from FY 2025-26 to FY 2029-30.		
4	Ratification of Remuneration payable to Cost Auditor for the FY 2025-26		
Special Business			
Special Resolution			
5	Re-appointment of Mr. Devendra Goel as Managing Director of the Company for a period of 5 years from 01.01.2026. to 31.12.2030.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

Affix a  
Re 1  
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.w

Route Map to the venue of the 20<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 5<sup>th</sup> day of July, 2025 at 2:00 P.M



**Lumino Industries Limited**  
Unit No-12/4, 12<sup>th</sup> Floor, Merlin Acropolis,  
1858/1 Rajdanga Main Road, Kolkata - 700107