



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 17th Annual General Meeting ('AGM') of the shareholders of Lumino Industries Limited will be held on Friday, the 30th September 2022 at 12.00 p.m. at its registered office- "Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata- 700107, West Bengal" 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, 2022 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, 2022 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 appoint M/S SDP & Associates, Chartered Accountants (FRN No. 322176E) as Statutory Auditors of the company:

"RESOLVED THAT pursuant to the provisions of Sections 139, and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendments thereto or re-enactment thereof, for the time being in force, M/s. SDP & Associates, Chartered Accountants (Firm Registration No. 322176E), be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive financial years from the conclusion of the this Annual General Meeting of the Company until the conclusion of the Annual General Meeting to be held in the year 2027 on such remuneration which is to be mutually decided between and the Statutory Auditors.

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 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),



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Cost Auditors of the Company, to conduct the audit of cost records for the financial year 2023-24 amounting to Rs. 50,000/- (Rupees Fifty 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.

5. To approve issuance of Bonus Shares

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

"RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the such permissions, sanctions and approvals as may be required in this regard, the consent of the shareholders of the Company be and is hereby accorded to capitalize a sum of Rs.12,17,89,050/- only (Rupee Twelve Crore Seventeen Lacs Eighty nine Thousand Fifty Only) standing to the credit of the free reserves (General Reserve) for the purpose of issuance of bonus shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) on the Record Date as fixed by the Board i.e 01.09.2022 for the, in the proportion of 2 (Two) Bonus equity share of Rs. 10/- each for every (3) three existing equity share(s) of Rs. 10/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purposes, rank pari passu with the existing equity shares and shall be treated as increase in the paid up share capital of the Company.

"RESOLVED FURTHER THAT the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. To approve the Consent of Members for increase in the limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate

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



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"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorized to sign, execute and to do all such acts, deeds and matters, as may be necessary to give effect to the above-mentioned resolution and to file all the necessary e-forms with the Registrar of Companies, West Bengal."

Dated: 01.09.2022

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


Akash Ghuwalewala
Company Secretary
Acs-32445



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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.
5. All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2022. 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 electronically 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 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 17th ANNUAL GENERAL MEETING (Pursuant to Secretarial Standard-2)

Name of The Director	Mr. Amit Bajaj
DIN	00591071
Date of Birth/ Age	17/04/1976, 47 years,
Date of First Appointment on the Board of the Company	10th January 2019 appointed as Director
Brief Resume of Director	Mr. Amit Bajaj, designated as the Whole-time Director of Lumino Industries Limited is a 47 years old dynamic individual, holding a degree in Bachelor of Commerce (Hons.) and more than 15 years of notable experience as Marketing Head in Power Sector. Highly accomplished enterprising visionary combining outstanding sales and marketing talents with high caliber, Mr. Amit Bajaj is a results-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	None
Details of Shareholding, if any in the Company	NIL
The number of Meetings of the Board attended during the Financial Year	Attended 16 Board Meetings out of total 16 Board Meetings held during the Year.
Listed entities from which he resigned in the past three years.	Nil
Details of remuneration last paid	Rs. 9,33,064/- P.A



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

Item No. 3:

The Board of Directors at their meeting, based on recommendations of the Audit Committee, have approved the appointment of M/s. SDP & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) years i.e., from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the year 2027. The appointment is subject to approval of the shareholders of the Company.

In accordance with the provisions of Sections 139, and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendments thereto or re-enactment thereof, for the time being in force, M/s. SDP & Associates, Chartered Accountants (Firm Registration No. 322176E), be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive financial years from the conclusion of the this Annual General Meeting of the Company until the conclusion of the Annual General Meeting to be held in the year 2027 on such remuneration which is to be mutually decided between and the Statutory Auditors."

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

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested in the above said resolution, except as a member of the Company.

Item No. 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 01st July, 2022 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 2022-23. 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, approval of the Members is sought as referred to in the Resolution at Item No.3 of the Notice for the payment of remuneration amounting to Rs. 50,000/- (Rupees Fifty Thousand only) per annum plus applicable taxes and out of pocket expenses actually incurred for Cost Audit for the financial year ending March 31, 2023.

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.



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Item No. 5:

Since the Company has excess General Reserve and wants to increase the issued, subscribed and paid up share capital of the Company from Rs.18,26,83,570 to Rs. 30,44,72,620 subject to the limit of the Authorised share capital Rs. 54,39,50,000/-, the Board of Directors of the Company in its meeting held on 1st day of September, 2022, at the registered office of the Company has recommended the issue of bonus equity shares to the existing shareholders as on the record date i.e. 01st day of September, 2022 of equity shares of the Company in the ratio of ratio 3:2 (Two bonus equity share of Rs. 10/- each for every Three share of Rs. 10/- held by them) by capitalising the profit with Rs. 12,17,89,050/- from the General Reserve as per the Audited Accounts of the Company for the financial year ended 31st March, 2022, The issue of bonus equity shares shall be as per the terms and conditions of the Articles of Association of the Company. The Company has neither defaulted in the payment of interest or principal in respect of fixed deposits or debt securities issued by it nor in respect of payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus.

The Directors, the Chief Financial Officer and Company Secretary, being the Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolution only to the extent of shares held, if any, by them in the Company.

The Board of Directors recommends to the members for passing of Ordinary resolutions for item 4 as set out in the Notice

Item No. 6:

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 (the "Act"), the Company shall not directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is higher.

The Board of Directors may explore to make investments if suitable opportunity available which would also include strategic benefits in long run and business relations. Funds of the Company would be utilized and/or invested by way of acquiring securities, giving loan, deposit or other means from time to time and on such terms, conditions as may be decided by the Board of Directors, keeping in view the surplus fund, opportunity to lend, association with borrowers, strategic benefits and applicable statutory provisions. Additionally, in course of business and/or if circumstances so warrant, there would be requirement to give guarantee and/or provide security in favour of any persons, in connection with the loan, borrowing and facilities availed by body corporate and/or persons. Keeping in view the aforesaid, it is necessary to pass the resolution enabling the Board to exercise powers in this respect. In order to authorise the Board of Directors of the Company to take various decisions over and above the prescribed limit under Section 186(2) of the Act subject to aggregate limit of Rs. 500 Crore (Rupees Five Hundred Crore only), the consent of members by way of special resolution under Section 186 of the Companies Act, 2013 is required.



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The Directors, the Chief Financial Officer and Company Secretary, being the Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolution only to the extent of shares held, if any, by them in the Company.

The Board of Directors recommends to the members for passing of special resolutions for item 5 as set out in the Notice.



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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

Name of the Company

Registered Office

: U14293WB2005PLC102556

: Lumino Industries Limited

: 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 17th Annual General Meeting (AGM) of the Company to be held on the 30th Day of September, 2022 at 12.15 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 Receive, Consider and Adopt Audited Financial Statements as on 31st March, 2022 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, 2022 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 appoint M/S SDP & Associates, Chartered Accountants (FRN No. 322176E) as Statutory Auditors of the company		
Special Business			
4	Approval of the remuneration of the Cost Auditor for Financial Year 2022-23		
5	To approve issuance of Bonus Shares		
6	To approve the Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate		

Signed this ----- day of ----- 2022

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 : Friday, the 30th Day of September, 2022
VENUE : Registered Office of the Company.
TIME : 12.00 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.



Route Map to the venue of the 17th Annual General Meeting of the Company to be held on 30th September, 2022

