

Regd. Office:

Acropolis - 12th Floor, 1858/1, Rajdanga Main Road, Kolkata - 700107, India

+91 033 2441 2008/2009 +91 033 2441 2010

info@luminoindustries.com | infoepc@luminoindustries.com

www.luminoindustries.com

Corporate Office: 4A Pollock Street, Room No. 307, Kolkata - 700 001, India

Hand Delivery
NOTICE

Notice is hereby given that the 15th Annual General Meeting('AGM') of the shareholders of Lumino Industries Limited will be held on Wednesday the 30th September 2020 at 10.00 a.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:

The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2020 with the reports of the Board of Directors' and 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.

SPECIAL BUSINESS:

3. 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 50,000 plus GST, travel and actual out-of-pocket expenses payable to Mis B. Ray & Associates, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2020-21.

"RESOLVED FURTHER THAT the Board be and is hereby authorised 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. Appointment of Mr. Pradip Kumar Agarwal as a Director of the company:

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

"RESOLVED THAT pursuant to provisions of Sections 152, 161 and all other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 including any enactment, re-enactment or modifications thereof, Mr. Pradip Kumar Agarwal who was



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appointed as Additional Director by the Board of Directors of the company at their meeting held on 26 November, 2019, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company".

Place: Kolkata
Date: 24-08-2020

Registered Office:

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

By order of the Board
Lumino Industries Ltd.


Dhwanj Patehpuria
Company Secretary
Acs-23072

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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, 2020. 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 15th
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. 23,44,480/- P.A



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Industries Ltd.**

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**DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE 15th
ANNUAL GENERAL MEETING (Pursuant to Secretarial Standard-2)**

Name of The Director	Mr. Pradip Kumar Agarwal
DIN	02195733
Date of Birth/ Age	11 th June 1972, 48 years
Date of First Appointment on the Board of the Company	26 th November 2019
Brief Resume of Director	Mr. Pradip Kumar Agarwal, designated as the additional Director of Lumino Industries Limited, holding a degree in Chartered Accountant and Bachelor of Commerce (Hons.) his experience spans across finance, and business strategy related areas.
Nature of Expertise in Specific Functional Areas	Account
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	4 Board Meetings out of total 8 Board Meetings held during the Year.
Listed entities from which he resigned in the past three years.	Nil
Details of remuneration last paid	Nil

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

Item No. 3:

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 2020-21. 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, 2021.

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:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Mr. Pradip Kumar Agarwal shall be appointed as Director by the members in the Annual General Meeting of the company.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

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 15th Annual General Meeting (AGM) of the Company to be held on the 30th Day of September, 2020 at 10.00 a.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, 2020 and, Reports of the Board of Directors and 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		
Special Business			
3	Approval of the remuneration of the Cost Auditor for Financial Year 2020-21.		
4	To approve the appointment of Mr. Pradip Kumar Agarwal as a Director of the Company.		

Signed this ----- day of ----- 2020

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
VENUE
TIME

: **Wednesday, the 30th Day of September, 2020**
: **Registered Office of the Company.**
: **10.00 A.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 15th Annual General Meeting of the Company to be held on 30th September, 2020



Lumino Industries Limited

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