LUMINO INDUSTRIES LIMITED

Reg. Office: Unit-12/4, "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

Notice

To,
The Members of
Lumino Industries Limited.

SHORTER NOTICE is hereby given that an (**01/2026-27)** Extra Ordinary General Meeting **("EGM")** of Lumino Industries Limited (the "**Company**") will be held on Wednesday, 01st April,, 2026 at 12:30 P.M. at registered office of the company situated at Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata – 700107, to transact the following matters and if thought fit, to pass the following resolutions.

Special Business:

1. **APPROVAL FOR PAYING COMMISSION TO NON-EXECUTIVE DIRECTORS INCLUDING INDEPENDENT DIRECTORS OF THE COMPANY**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 149 read with Section 197 and any other applicable provisions of the Companies Act, 2013 ('the Act') read with the rules made thereunder [including any statutory modification(s) or reenactment(s) thereof for the time being in force] and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members of the Company be and is hereby accorded for payment of commission to the Non-Executive Directors, including Independent Directors, of the Company (i.e., Directors other than the Managing Director and/or Whole Time Directors) to be determined by the Board of Directors for each of such Non-Executive Director for each financial year or any time during the financial year as the Board may deem fit, and distribute between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 0.50% of the Net Profits of the Company for that Financial Year computed in accordance with the provisions of Section 198 of the Act or such other minimum percentage as may be specified by the Act from time to time in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto**."**

2. **DISPOSAL OF UNDERTAKING UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals, consents and permissions as may be necessary, the consent of the members of **Lumino Industries Limited** be and is hereby accorded to the Board of Directors of the Company to sell, lease, transfer, assign or otherwise dispose of the whole or substantially the whole of the undertaking of **RJ Green Energy Private Limited (a wholly owned subsidiary of the Company)**, on such terms and conditions and at such consideration as the Board of Directors may, in its absolute discretion, deem fit and in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to finalize the terms and conditions of the proposed transaction, to negotiate and execute all necessary agreements, deeds, documents and writings, and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Devendra Goel, Director of the Company, be and is hereby authorized to do all such acts, deeds and things and to sign and submit all necessary documents as may be required to give effect to this resolution.”

For and on behalf of Lumino Industries Limited
sd/-
Vivek Jain
Company Secretary

Place: Kolkata
Date: 31st March, 2026

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. THE PROXY FORMS SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. IN TERMS OF RULES 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT SINGLE PERSON AS PROXY AND SUCH PERSONS CANNOT ACT A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER***

2. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, as amended, ("**Companies Act**") in respect of the special business is annexed herewith and forms part of the notice.

3. The Extra-Ordinary General Meeting (01/2026-27) **('EGM')** of the Company will be held at the Registered Office of the Company situated at Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata, West Bengal, India, 700107 ("**Registered Office**").

4. In the case of Corporate Member/Trust, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting.

5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Voting on each resolution will be done by show of hands by Members during the Meeting.

7. The members are requested to bring their admission slips along with their copy of the notices/ relevant documents at the EGM.

8. Only bonafide Members/ Proxy Holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

9. All documents referred to in the accompanying notice and the explanatory statements shall be open for inspection at the Registered Office of the Company during business hours on all working days (except Sunday and public holidays) upto the date of the General Meeting.

10. Members desiring any information, to be explained at the meeting are requested to inform the Company prior to the date of holding the EGM, so that papers relating thereto may be made available.

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

As required under Section 102 of the Act the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No 1of the accompanying Notice:

Item No 1:

APPROVAL FOR PAYING COMMISSION TO NON-EXECUTIVE DIRECTORS INCLUDING INDEPENDENT DIRECTORS

With the enhanced Corporate Governance requirements under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") coupled with the size, complexity, the role and responsibilities of the Board, including Independent Directors has become more onerous, requiring greater time commitments, attention and a higher level of oversight. The Company receives considerable services from the Non-Executive Directors and often draws upon their expertise and rich experience. The advice, support and guidance received from these Directors benefit the Company to a great extent. It is therefore be befitting that they continue to be paid a remuneration and/or commission not exceeding 0.50% per annum of the Net Profits of the Company as calculated in terms of the provisions of Section 198 of the Act for each financial year or any time during the financial year as the Board may deem fit and hence the resolution in this connection is proposed for your approval.

Such commission shall be in addition to sitting fees payable for attending meetings of the Board and Committees thereof.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval of Members.

All the Non-Executive Directors including Independent Directors may be deemed to be concerned or interested in the resolution as set out at Item No. 1.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

Item No. 2:

DISPOSAL OF UNDERTAKING UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

The Members are hereby informed that **RJ Green Energy Private Limited**, a wholly owned subsidiary of the Company, constitutes an "undertaking" within the meaning of Section 180(1)(a) of the Companies Act, 2013.

In line with the Company's strategic objectives, including business restructuring, value optimization, and efficient allocation of resources, the Board of Directors, at its meeting held on 31st March, 2026, has approved, subject to the approval of the Members, the proposal to sell, lease, transfer, assign, or otherwise dispose of the whole or substantially the whole of the undertaking of RJ Green Energy Private Limited.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, such disposal requires the approval of the Members by way of a Special Resolution.

Accordingly, approval of the Members is being sought for the proposed transaction.

The Board of Directors is of the opinion that the proposed resolution is in the best interests of the Company and its stakeholders.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any.

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, 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

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the (01/2026-27) Extra Ordinary General Meeting (EGM) of the Company to be held on the 01st April, 2026 at 12:30 P.M. at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

LUMINO

LUMINO INDUSTRIES LIMITED

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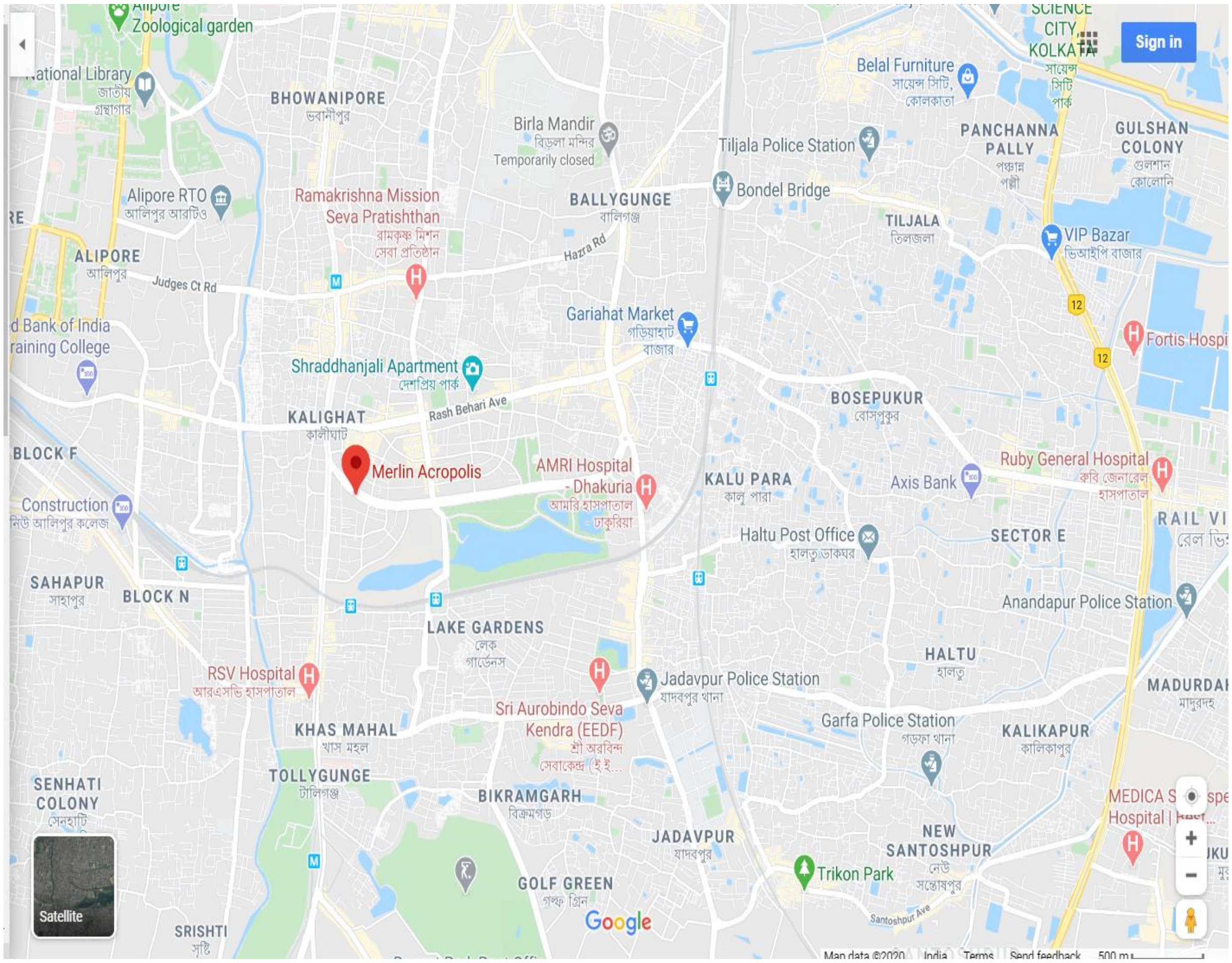
<u>Route Map to the venue of the (01/2026-27) Extra Ordinary General Meeting of the Company to be held on 01st April, 2026 at 12:30 P.M at the registered office</u>



Lumino Industries Limited
Unit No-12/4, Merlin Acropolis, 1858/1 Rajdanga Main Road,
Kolkata – 700107