

LUCENT INDUSTRIES LIMITED

(Formerly Known as SYLPH EDUCATION SOLUTIONS LIMITED)

CIN: L73100MP2010PLC023011

Regd. off: 208, White Lotus Plaza, Avantika Nagar, Scheme No. 51 Sangam Nagar,
Army Head Quarter Indore, Madhya Pradesh- 452006.

Corporate off: Unit 111 B-Wing, Western Edge II, Magathane,
Mumbai, Borivali (East) – 400066, Maharashtra, India

E-mail: cs@lucentindustries.in **Website:** www.lucentindustries.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Thursday, July 31, 2025 at 9:00 a.m. (IST)	Friday, August 29, 2025 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), to transact special businesses as set out hereunder by passing Ordinary Resolution(s) and Special Resolution(s), by way of postal ballot only, by voting through electronic means ('Remote e-Voting').

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out inter alia the information as required under the SEBI Listing Regulations, SEBI Master Circular dated November 11, 2024 read with the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT)", other material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, **Lucent Industries Limited ('Company')** is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/its Registrar and Transfer Agent/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: https://www.lucentindustries.in/investors/general_meeting_postal_ballot/ and on the website of NSDL at www.evoting.nsdl.com.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) **Friday, August 29, 2025**. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

Summary of proposals placed for approval of the shareholders of the Company through this postal ballot are given below:

Resolution No.	Particulars	Amount (₹ crore)
1.	Material Related Party Transaction(s) with Mobavenue Media Private Limited - Sales and purchase	25
2.	Material Related Party Transaction(s) with Mobavenue Media Private Limited – Intercompany Loans & advances	10
3.	Material Related Party Transaction(s) with PDavenue Marketing Private Limited - Sales and purchase	10

Resolution No.	Particulars	Amount (₹ crore)
4.	Material Related Party Transaction(s) with PDavenue Marketing Private Limited- Intercorporate Loans & advances	5
5.	Material Related Party Transaction(s) with Mobavenue Global Holdings Limited - Sales and purchase	10
6.	Material Related Party Transaction(s) with Mobavenue Global Holdings Limited - Intercorporate Loans & advances	10
7.	Approval of the acquisition of 100% equity shares of Mobavenue Media Private Limited, from Kunal Kothari, Tejas Rathod, Prachi being a Material Related Party Transaction(s)	59.68
8.	To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013	150
9.	To approve the borrowing limits of the Company under section 180(1)(a) of the Companies Act, 2013	250
10.	To approve the borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013	250
11.	Approval of the change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company	NA

SPECIAL BUSINESS:

1. Approval of Material Related Party Transaction(s) with Mobavenue Media Private Limited- Sales and purchase:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 read with Section 2(76) of the Companies Act, 2013 (the “Act”) and all other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 read with Regulations 2(1)(zb) and 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Indian Accounting Standards (Ind AS) 24, the Company’s Policy on Related Party Transactions (as amended from time to time) and pursuant to the approval and recommendation of the Audit Committee of the Company and the Board of Directors of the Company (hereinafter referred to as “Board” which term is deemed to include the committee of the Board duly constituted/ to be constituted to exercise its powers including powers conferred under this resolution), the consent of the shareholders/ members of the Company (“Members”) be and is hereby accorded to empower the Board to enter into and execute sale and purchase transactions relating to advertising services for an amount not exceeding Rs. 25 Crore with Mobavenue Media Private Limited (“Mobavenue”), part of Promoter Group of the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations on such other material terms and conditions as detailed in the Explanatory Statement annexed to this Notice and other ancillary terms and conditions as may be mutually agreed between the Mobavenue and the Company for facilitating the such transaction.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company.”

2. Approval of Material Related Party Transaction(s) with Mobavenue Media Private Limited- Intercorporate Loans & advances:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 read with Section 2(76) of the Companies Act, 2013 (the “Act”) and all other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 read with Regulations 2(1)(zb) and 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time

to time, the Indian Accounting Standards (Ind AS) 24, the Company's Policy on Related Party Transactions (as amended from time to time) and pursuant to the approval and recommendation of the Audit Committee of the Company and the Board of Directors of the Company (hereinafter referred to as "Board" which term is deemed to include the committee of the Board duly constituted/ to be constituted to exercise its powers including powers conferred under this resolution), the consent of the shareholders/ members of the Company ("Members") be and is hereby accorded to empower the Board to enter into Intercompany Loans & advances arrangements for an amount not exceeding Rs. 10 Crore with Mobavenue Media Private Limited ('Mobavenue'), part of Promoter Group of the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations on such other material terms and conditions as detailed in the Explanatory Statement annexed to this Notice and other ancillary terms and conditions as may be mutually agreed between the Mobavenue and the Company for facilitating the such transaction.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company."

3. Approval of Material Related Party Transaction(s) with Material Related Party Transaction(s) with PDavenue Marketing Private Limited- Sales & Purchase:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 read with Section 2(76) of the Companies Act, 2013 (the "Act") and all other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 read with Regulations 2(1)(zb) and 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Indian Accounting Standards (Ind AS) 24, the Company's Policy on Related Party Transactions (as amended from time to time) and pursuant to the approval and recommendation of the Audit Committee of the Company and the Board of Directors of the Company (hereinafter referred to as "Board" which term is deemed to include the committee of the Board duly constituted/ to be constituted to exercise its powers including powers conferred under this resolution), the consent of the shareholders/ members of the Company ("Members") be and is hereby accorded to empower the Board to enter into and execute sale and purchase transactions relating to advertising services for an amount not exceeding Rs. 10 Crore with PDavenue Marketing Private Limited ('PMPL'), part of Promoter Group of the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations on such other material terms and conditions as detailed in the Explanatory Statement annexed to this Notice and other ancillary terms and conditions as may be mutually agreed between the PMPL and the Company for facilitating the such transaction.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company."

4. Approval of Material Related Party Transaction(s) with Material Related Party Transaction(s) with PDavenue Marketing Private Limited- Intercompany Loans & Advances:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 read with Section 2(76) of the Companies Act, 2013 (the "Act") and all other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 read with Regulations 2(1)(zb) and 2(1)(zc) of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Indian Accounting Standards (Ind AS) 24, the Company's Policy on Related Party Transactions (as amended from time to time) and pursuant to the approval and recommendation of the Audit Committee of the Company and the Board of Directors of the Company (hereinafter referred to as "Board" which term is deemed to include the committee of the Board duly constituted/ to be constituted to exercise its powers including powers conferred under this resolution), the consent of the shareholders/ members of the Company ("Members") be and is hereby accorded to empower the Board to enter into Intercompany Loans & advances arrangements for an amount not exceeding Rs. 5 Crore with PDavenue Marketing Private Limited ('PMPL'), part of Promoter Group of the Company and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations on such other material terms and conditions as detailed in the Explanatory Statement annexed to this Notice and other ancillary terms and conditions as may be mutually agreed between the PMPL and the Company for facilitating the such transaction.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company."

5. Approval of Material Related Party Transaction(s) with Material Related Party Transaction(s) with Mobavenue Global Holdings Limited – Sales & Purchases:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 read with Section 2(76) of the Companies Act, 2013 (the "Act") and all other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 read with Regulations 2(1)(zb) and 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Indian Accounting Standards (Ind AS) 24, the Company's Policy on Related Party Transactions (as amended from time to time) and pursuant to the approval and recommendation of the Audit Committee of the Company and the Board of Directors of the Company (hereinafter referred to as "Board" which term is deemed to include the committee of the Board duly constituted/ to be constituted to exercise its powers including powers conferred under this resolution), the consent of the shareholders/ members of the Company ("Members") be and is hereby accorded to empower the Board to enter into and execute sale and purchase transactions relating to advertising services for an amount not exceeding Rs. 10 Crore with Mobavenue Global Holdings Limited ('MGHL'), based at United Kingdom, part of Promoter Group of the Company as well as a Wholly Owned Foreign Subsidiary of Lucent Industries Limited and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations on such other material terms and conditions as detailed in the Explanatory Statement annexed to this Notice and other ancillary terms and conditions as may be mutually agreed between the MGHL and the Company for facilitating the such transaction.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company."

6. Approval of Material Related Party Transaction(s) with Material Related Party Transaction(s) with Mobavenue Global Holdings Limited - Intercompany Loans & Advances:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 read with Section 2(76) of the Companies Act, 2013 (the "Act") and all other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014

and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 read with Regulations 2(1)(zb) and 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Indian Accounting Standards (Ind AS) 24, the Company's Policy on Related Party Transactions (as amended from time to time) and pursuant to the approval and recommendation of the Audit Committee of the Company and the Board of Directors of the Company (hereinafter referred to as "Board" which term is deemed to include the committee of the Board duly constituted/ to be constituted to exercise its powers including powers conferred under this resolution), the consent of the shareholders/ members of the Company ("Members") be and is hereby accorded to empower the Board to enter into Intercompany Loans & advances arrangements for an amount not exceeding 10 crore with Mobavenue Global Holdings Limited ('MGHL'), based at United Kingdom, part of Promoter Group of the Company as well as a Wholly Owned Foreign Subsidiary of Lucent Industries Limited and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations on such other material terms and conditions as detailed in the Explanatory Statement annexed to this Notice and other ancillary terms and conditions as may be mutually agreed between the MGHL and the Company for facilitating the such transaction.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company."

7. Approval for acquisition of 100% equity shares of Mobavenue Media Private Limited, from Kunal Kothari, Tejas Rathod, Prachi being a Material Related Party Transaction(s):

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulation 2(1)(zc), 23(4) and other applicable Regulations, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time, the applicable provisions of Companies Act, 2013 (the "Act") read with rules made thereunder and such other applicable laws, if any (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) the Company's Policy on Related Party Transactions, subject to such approvals, consents, permissions as may be necessary from time to time, and based on the approval and recommendation of the Audit Committee and the approval of the Board of Directors of the Company and in accordance with the Share Purchase Agreement (the "SPA") dated July 02, 2025, entered into by and between the Company, Mobavenue Media Private Limited ("Mobavenue"), a promoter group Company and Mr. Kunal Kothari, Mr. Tejas Rathod and Ms. Prachi (collectively referred to as "Sellers") being the existing founder shareholders and Directors (Except Ms. Prachi) of Mobavenue the 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 include any committee constituted or to be constituted by the Board from time to time and authorized to exercise the powers conferred under this resolution), to enter into and execute a Related Party Transaction for the acquisition of 10,309 (Ten Thousand Three Hundred and Nine) fully paid-up equity shares of face value ₹10/- each, representing 100% of the paid-up share capital of Mobavenue ("Sale Shares"), from the Sellers, on the terms and conditions set out in the SPA, for a total cash consideration not exceeding Rs. 59.68 Crores (Rupees Fifty-Nine Crores Sixty-Eight Lakhs Only), payable in one or more tranches.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company."

8. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws/regulations, and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to:

- (i) give any loan to any person or other body corporate whether in India or abroad (which shall also include giving loans by the Company under cash pool arrangement)
- (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person whether in India or abroad and
- (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate whether in India or abroad, by whatever name called, as it may in its absolute discretion deem beneficial and in the interest of the Company up to an aggregate sum of Rs. 150 Crore (Indian Rupees One hundred and Fifty Crore only) notwithstanding the aggregate of loans and investments so far made, the amount for which guarantees or security so far provided to be made or given by the board may exceed sixty percent of the paid-up share capital, free reserves and securities premium account or One Hundred percent of free reserves and securities premium account of the Company, whichever is more as prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company.”

9. To approve creation of security on the assets of the company as per provisions of section 180(1)(a) of the Companies Act, 2013 up to Rs. 250 crores

To consider, and if thought fit, to pass 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 (“Companies Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company the consent of the members be and is hereby accorded to the Board of Directors to create mortgage/ charge/ hypothecation on all or any of the immovable and movable properties of the Company present and future, of the whole, or substantially the whole, of the undertaking of the Company, ranking pari-passu with or second or subordinate to the mortgages/ charges/ hypothecation already created or to be created in future by the Company for securing any loans and/or advances and/ or guarantees and/ or any financial assistance obtained or may be obtained from financial institutions, banks or any other persons or institutions providing finance for purchase of assets / business of the Company or for working capital or for purchase of specific items of assets under any deferred payment scheme or bills rediscounting scheme or investing agencies, or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures / bonds (whether partly/ fully convertible or non-convertible that may be issued by the Company (hereinafter collectively referred to as “Loans”), with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board may deem fit, so that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans at any time so secured subject to the limits authorised under Section 180(1)(c) of the Companies Act, for an amount not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only)

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise

in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company.”

10. To approve the borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the company and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sums of money from time to time at its discretion, in the ordinary course of the business of the Company, from its Members, Directors or relative of Directors, any one or more Banks, Financial Institutions, mutual funds and other Persons, Firms, Bodies Corporate, or by way of loans or credit facilities (fund based or non-fund based) or by issue of bonds on such terms and conditions and with or without security as the board may think fit, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) and being borrowed by the board at any time shall not exceed in the aggregate of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only) irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members are deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company.”

11. Approval of change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the approval of Central Government (power delegated to the Registrar of Companies or Central Registration Centre) and such other regulatory authorities, as may be applicable, and pursuant to the approval of Board of Directors at their meeting held on July 2, 2025, the consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from “Lucent Industries Limited” to “Mobavenue AI Tech Limited”.

RESOLVED FURTHER THAT upon the change of name becoming effective, the Name Clause (Clause I) of the Memorandum of Association of the Company be and is hereby substituted with the following:

- I. The name of the Company is “Mobavenue AI Tech Limited”.

RESOLVED FURTHER THAT all other references to the name “Lucent Industries Limited” wherever appearing in the Memorandum of Association be and are hereby substituted with the new name “Mobavenue AI Tech Limited” as per the applicable provisions.

RESOLVED FURTHER THAT the Articles of Association of the Company be and are hereby altered by substituting all references to the name “Lucent Industries Limited” with “Mobavenue AI Tech Limited”.

RESOLVED FURTHER THAT the Board (including any committee thereof or any person to whom authority has been delegated by the Board), be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents,

file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be furnished to all concerned under the signature of any one of the Directors of the Company or Company Secretary of the Company.”

NOTES:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from Satellite Corporate Services Private Limited, Company's Registrar and Transfer Agent ('RTA')/Depositories as on Friday, July 25, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/ Depositories/ Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up Ordinary (equity) share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
4. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution(s) in accordance with the process specified in this Notice.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule(s) 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2') and the applicable MCA circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 14 of this Notice.
6. The remote e-Voting shall commence on Thursday, July 31, 2025 at 9.00 am and shall end on Friday, August 29, 2025 at 5.00 pm. During this period, Members of the Company holding Ordinary (equity) Shares electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by National Securities Depository Limited ('NSDL') for voting thereafter.
7. The Board of Directors of the Company has appointed **CS Mannish L. Ghia (Membership No.: FCS 6252), Partner at M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai** as the **Scrutinizer** to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer provided his consent to act as Scrutinizer for this postal ballot.
8. The Scrutinizer will submit his/her consolidated report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-Voting ('Result') within two days from the conclusion of the postal ballot remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
9. The Result declared along with the Scrutinizer's Report shall be placed on the Company's website www.lucindentindustries.in and on the website of NSDL www.evoting.nsdl.com immediately after the Result is declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchanges, i.e., BSE Limited ('BSE'), where the Ordinary (equity) Shares of the Company are listed. The Result shall also be displayed on the notice board of the Company at its Registered Office at 208, White Lotus Plaza, 1 Avantika Nagar, Scheme No 51, Sangam Nagar, Army Head Quarter, Indore, Madhya Pradesh, India, 452006.
10. The resolutions, if passed by the majority of Members through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., Friday, August 29, 2025.
11. Members may download the Notice from the website of the Company at https://www.lucindentindustries.in/investors/general_meeting_postal_ballot or the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.

13. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to cs@lucentindustries.in from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID between the period Thursday, July 31, 2025 to Friday, August 29, 2025.
14. Process for Registration of e-mail addresses:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (Senior Manager) at evoting@nsdl.com or Pallavid@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@lucentindustries.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@lucentindustries.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Date: 2nd July, 2025

Place: Indore

**By the order of the Board
For Lucent Industries Limited**

Sd/-

Manali Gohil

**Company Secretary & Compliance Officer
(Membership No. – A64629)**

Registered Office:

208, White Lotus Plaza, Avantika Nagar, Scheme No. 51 Sangam Nagar,
Army Head Quarter Indore, Madhya Pradesh- 452006.

Corporate Office:

Unit 111 B-Wing, Western Edge II, Magathane, Mumbai,
Borivali East, Maharashtra, India, 400066.

CIN: L73100MP2010PLC023011

Email: cs@lucentindustries.in

Website: www.lucentindustries.in

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013

The following Statement(s) sets out all material facts relating to Resolution No(s). 1 to 4 mentioned in the accompanying Notice.

Context for Resolution No. 1 to 7:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds ` 1,000 crore or 10% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and on an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

It is in the above context that, Resolution No(s). 1 to 7 are placed for the approval of the Members of Lucent Industries Limited ('Company') along with necessary details on the proposed RPTs provided in this Statement.

The Proposed transactions Resolution No(s).1 to 6 have been approved and recommended by Audit Committee of the Company and Board of Directors of the Company at their meeting held on 3rd June, 2025 and Item No. 7 have been approved by Audit Committee of the Company and Board of Directors of the Company at on their meeting held on 2nd July, 2025.

For the purpose of calculating the total proposed Related Party Transactions (as detailed in Resolution No(s). 1 to 7) as a percentage of the annual consolidated turnover of Lucent Industries Limited for the immediately preceding financial year, the financial year 2024-2025 has been considered as the 'preceding financial year.' This is based on its approval by the Board of Directors and subject to adoption of the said financial statements by the shareholders at the ensuing Annual General Meeting to be held in FY 2025 - 2026.

Item no. 1 & 2- Material Related Party Transaction(s) with Mobavenue Media Private Limited

Background, details, benefits and justification of the transaction(s):

Mobavenue Media Private Limited ('Mobavenue') is a part of Promoter Group of the Lucent Industries Limited (the Company') and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations. Mobavenue Media Private Limited ('Mobavenue') is an AI-powered, cloud-based advertising and consumer growth technology company. Its purpose-built platforms are designed to help marketers connect with consumers using advanced consumer intelligence. By leveraging sophisticated machine learning algorithms, it identifies high-intent users, which drives outcomes and performance for businesses.

The Company is engaged in the business of advertising and media agency, providing services in digital marketing, content creation, mobile advertising, and promotion across various platforms including mobile phones and other connected devices. It offers customized computer applications, IT solutions, technical consulting, and support services related to software, data networks, and systems integration.

The Company and Mobavenue operate under the same management and share a common business vision. Hence, Company is seeking approval to execute sale and purchase transactions relating to advertising services for an amount not exceeding Rs. 25 Crore and to enter into Intercompany Loans & advances arrangements for an amount not exceeding Rs. 10 Crore, an aggregate value not exceeding Rs. 35 crore to be entered during FY2025-2026 with Mobavenue, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

The Management of the Company has provided the Audit Committee with the relevant about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of by confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of the Company and nor are the terms and conditions of the proposed RPT(s) unfavorable to Company, compared to terms and conditions, had the Company to have entered into similar transaction(s) with an unrelated party.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with Mobavenue for an aggregate amount up to Rs. 35 crore to be entered during FY 2025-2026. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

Arm's length pricing:

The RPTs will be entered based on the market price of the relevant material and service not exceeding in aggregate Rs. 35 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost-plus mark-up as applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract(s)/arrangement(s) meet the arm's length testing criteria. The related party transaction(s)/contract(s) /arrangement(s) also qualifies as contract under ordinary course of business. The relevant documents are available for inspection by the Members of the Company. Members may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder whether such related party(ies) is a party to the aforesaid transactions or not, shall not vote to approve resolution under Item No. 1 & 2.

Details required to be placed before the Members in terms of the Section III-B of the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI LODR Master Circular") are set out in the **Annexure A**.

Except Mr. Kunal Kothari, Whole Time Director & Chief Operating Officer, Mr. Ishank Joshi, Managing Director & Chief Executive Officer and Mr. Tejas Rathod, Whole Time Director & Chief Financial Officer, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the resolution mentioned at Item No. 1 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution No. 1 & 2 of the accompanying Notice to the shareholders for approval.

Item no. 3 & 4 - Material Related Party Transaction(s) with PDvenue Marketing Private Limited

Background, details, benefits and justification of the transaction(s):

PDvenue Marketing Private Limited ('PMPL') is a part of Promoter Group of the Lucent Industries Limited ('the Company') and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations. PMPL is in Advertising, digital media, mobile and desktop solutions, offering services such as advertising through various media, digital marketing, and content creation for mobile, desktop, Television and any other digital device. mobile information solutions, develop customized software and technology applications, and offer consultancy and technical services in IT and digital transformation. Additionally, Company is into mobile app and game publishing, mobile and game monetization, and outsourcing services related to technology, e-commerce, and data processing.

The Company is engaged in the business of advertising and media agency, providing services in digital marketing, content creation, mobile advertising, and promotion across various platforms including mobile phones and other connected devices. It offers customized computer applications, IT solutions, technical consulting, and support services related to software, data networks, and systems integration.

The Company and PMPL operate under the same management and share a common business vision. Hence, Company is seeking approval to execute sale and purchase transactions relating to advertising services for an amount not exceeding Rs. 10 Crore and to enter into Intercompany Loans & advances arrangements for an amount not exceeding Rs. 15 Crore, an aggregate value not exceeding Rs. 15 crore, to be entered during FY2025-2026 with PMPL, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

The Management of the Company has provided the Audit Committee with the relevant about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of by confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of the Company and nor are the terms and conditions of the proposed RPT(s) unfavorable to Company, compared to terms and conditions, had the Company to have entered into similar transaction(s) with an unrelated party.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with PMPL for an aggregate amount up to Rs.15 crore to be entered during FY2025-2026. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

Further, as per the review process carried out by the Company, PMPL enjoys sound financial health and there have been no audit qualifications reported by the statutory auditors of PMPL as per the latest audited financial statements of PMPL.

Arm's length pricing:

The RPTs will be entered based on the market price of the relevant material and service not exceeding in aggregate Rs. 15 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost-plus mark-up as

applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract(s)/arrangements(s) meet the arm's length testing criteria. The related party transaction(s)/contract(s) /arrangement(s) also qualifies as contract under ordinary course of business. The relevant documents are available for inspection by the Members of the Company. Members may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not, shall not vote to approve resolution under Item No. 3 & 4.

Details required to be placed before the Members in terms of the Section III-B of the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI LODR Master Circular") are set out in the **Annexure A**.

Except Mr. Kunal Kothari, Whole Time Director & Chief Operating Officer, Mr. Ishank Joshi, Managing Director & Chief Executive Officer and Mr. Tejas Rathod, Whole Time Director & Chief Financial Officer, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the resolution mentioned at Item No. 3 & 4 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution No. 3 & 4 of the accompanying Notice to the shareholders for approval.

Item no. 5 & 6 - Material Related Party Transaction(s) with Mobavenue Global Holdings Limited

Background, details, benefits and justification of the transaction(s):

Mobavenue Global Holdings Limited ('MGHL') United Kingdom Based which is the Wholly Owned Subsidiary of the Lucent Industries Limited ('the Company') and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations. MGHL is in Advertising, digital media, mobile and desktop solutions, offering services such as advertising through various media, digital marketing, and content creation for mobile, desktop, Television and any other digital device. mobile information solutions, develop customized software and technology applications, and offer consultancy and technical services in IT and digital transformation. Additionally, Company is into mobile app and game publishing, mobile and game monetization, and outsourcing services related to technology, e-commerce, and data processing.

The Company is engaged in the business of advertising and media agency, providing services in digital marketing, content creation, mobile advertising, and promotion across various platforms including mobile phones and other connected devices. It offers customized computer applications, IT solutions, technical consulting, and support services related to software, data networks, and systems integration.

The Company and MGHL operate under the same management and share a common business vision. Hence, Company is seeking approval to execute sale and purchase transactions relating to advertising services for an amount not exceeding Rs. 10 Crore and to enter into Intercompany Loans & advances arrangements for an amount not exceeding Rs. 10 Crore, an aggregate value not exceeding Rs. 20 crore, to be entered during FY2025-2026 with PMPL, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

The Management of the Company has provided the Audit Committee with the relevant about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of by confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of the Company and nor are the terms and conditions of the proposed RPT(s) unfavorable to Company, compared to terms and conditions, had the Company to have entered into similar transaction(s) with an unrelated party.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs with MGHL for an aggregate amount up to Rs. 20 crore to be entered during FY2025-2026. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.

Further, as per the review process carried out by the Company, MGHL enjoys sound financial health and there have been no audit qualifications reported by the statutory auditors of MGHL as per the latest audited financial statements of MGHL.

Arm's length pricing:

The RPTs will be entered based on the market price of the relevant material and service not exceeding in aggregate Rs. 20 crore. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost-plus mark-up as applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract(s)/arrangements(s) meet the arm's

length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business. The relevant documents are available for inspection by the Members of the Company. Members may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not, shall not vote to approve resolution under Item No. 5 & 6.

Details required to be placed before the Members in terms of the Section III-B of the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI LODR Master Circular") are set out in the **Annexure A**.

Except Mr. Kunal Kothari, Whole Time Director & Chief Operating Officer, Mr. Ishank Joshi, Managing Director & Chief Executive Officer and Mr. Tejas Rathod, Whole Time Director & Chief Financial Officer, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the resolution mentioned at Item No. 5 & 6 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution No. 5 & 6 of the accompanying Notice to the shareholders for approval.

Item No. 7

Approval of the acquisition of 100% equity shares of Mobavenue Media Private Limited, from Kunal Kothari, Tejas Rathod, Prachi being a Material Related Party Transaction(s):

The Board of Directors of the Company proposes to acquire 10,309 fully paid-up equity shares of face value ₹10/- each, representing 100% of the paid-up share capital of **Mobavenue Media Private Limited** ("Mobavenue"), a promoter group company, from its existing founder shareholders and Whole-time Directors — **Mr. Kunal Kothari, Mr. Tejas Rathod and Ms. Prachi** (collectively referred to as the "Sellers").

Mobavenue is an AI-powered, cloud-based advertising and consumer growth technology company. Its purpose-built platforms are designed to help marketers connect with consumers using advanced consumer intelligence. By leveraging sophisticated machine learning algorithms, it identifies high-intent users, which drives outcomes and performance for businesses.

The Company is engaged in the business of advertising and media agency, providing services in digital marketing, content creation, mobile advertising, and promotion across various platforms including mobile phones and other connected devices. It offers customized computer applications, IT solutions, technical consulting, and support services related to software, data networks, and systems integration.

The Company and Mobavenue operate under the same management and share a common business vision. The proposed acquisition is to streamline operations, enhance business synergies, and achieve greater operational efficiencies while ensuring the maximization of stakeholder value. The consolidation of their operations will enable seamless integration of their expertise, technological capabilities, and market strategies.

Objects and impact of acquisition:

- To the convergence of both entities' competencies, fostering business expansion and strengthening the market presence of the combined entity.
- To have a lead to operational efficiencies by eliminating duplicative functions, optimizing the utilization of human capital, and integrating business processes, resulting in cost savings and increased profitability.
- To get lead to an enhancement in financial stability and liquidity by pooling financial resources and improving cash flow management. The integrated financial structure will enable better capital allocation, facilitating long-term investments and business expansion strategies.
- To get lead to an enhancement in financial stability and liquidity by pooling financial resources and improving cash flow management. The integrated financial structure will enable better capital allocation, facilitating long-term investments and business expansion strategies.
- To provide opportunities for better fund management, reducing overheads and administrative costs, and achieving economies of scale in procurement, marketing, and operations.
- For a stronger position to attract institutional and strategic investors, thereby enhancing financial credibility and growth prospects.

As per **Regulation 2(1)(zb)** of the SEBI Listing Regulations, Mobavenue is a **related party**, and the proposed acquisition qualifies as a **related party transaction** under **Regulation 2(1)(zc)**. Further, since the value of the transaction exceeds 10% of the Company's annual consolidated turnover (as per audited financials for FY 2024-25), it qualifies as a **material related party transaction** under **Regulation 23** of the SEBI Listing Regulations and requires approval of the shareholders by way of an ordinary resolution.

Hence, the Audit Committee and Board of Directors, approved the transaction at their meetings held on July 02, 2025, and recommend the same for approval by the Members.

These transactions are being undertaken on arm's length basis and are in accordance with the Company's Policy on Related Party Transactions.

Except Mr. Kunal Kothari, Whole Time Director & Chief Operating Officer, Mr. Ishank Joshi, Managing Director & Chief Executive Officer and Mr. Tejas Rathod, Whole Time Director & Chief Financial Officer, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the resolution mentioned at Item No. 7 of the Notice.

The Board recommends the resolutions at item No. 7 of this Postal Ballot Notice for approval by the Shareholders by way of a Special Resolution.

Item No. 8

To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013:

In terms of Section 186 of the Companies Act, 2013 ("the Act"), a company is restricted from giving loans, providing guarantees or securities, or making investments in excess of the prescribed limits i.e. 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, unless approved by shareholders through a Special Resolution.

The Company has formed various subsidiaries and step-down subsidiaries and may establish new ventures in the future to support its strategic and operational objectives. These entities may require financial assistance from time to time for their business operations and expansion plans. Accordingly, the Company proposes to extend support by way of loans, guarantees, securities, or investments in such bodies corporate, either directly or through its subsidiaries, as and when required.

It is further informed by the Board of Directors that keeping in view of the current and future plans of the Company and fulfilling long-term strategic business objectives and as a measure greater financial flexibility, it is proposed to approve the limits of the Company as prescribed under Section 186 of the Act up to an aggregate sum of Rs. 150 Crores (Rupees One Hundred and Fifty Crores only).

These investments or financial support are proposed to be made out of own/ surplus funds/internal accruals and or any other sources to achieve long term strategic and business objectives.

None of the Director and Key Managerial Personnel, Senior Management Personnel of the company or their relatives are in any way financially or otherwise, concerned or interested, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolutions at item No. 8 of this Postal Ballot Notice for approval by the Shareholders by way of a Special Resolution.

Item No. 9 & 10

To approve creation of security on the assets of the Company as per section 180(1)(a) and to approve the borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013

Pursuant to Section 180(1)(c) of the Companies Act, 2013, if the Company intends to borrow funds, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital, free reserves and securities premium, such borrowing will require approval of the shareholders of the Company.

In view of the Company's ongoing expansion plans and its need for additional financial resources to support future growth, including capital expenditure, strategic business initiatives, increasing working capital requirements and/or long-term funding requirements, the Board considers it necessary to enhance the borrowing limits. This may also include raising funds through the issuance of debt or debt-related instruments in Indian and/or international markets.

Accordingly, it is proposed to approve the borrowing limit of the Board of Directors up to Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only), over and above the aggregate of the paid-up share capital, free reserves, and securities premium account of the Company.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/ or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees. Further the takeover of secured assets in certain events of default by the Company by the lenders, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1)(a) of the Companies Act, 2013. Hence it shall be necessary to obtain approval for the same from the Shareholders.

The Board recommends the resolutions at item No. 9 & 10 of this Postal Ballot Notice for approval by the Shareholders by way of a Special Resolution.

None of the Director and Key Managerial Personnel, Senior Management Personnel of the company or their relatives are in any way financially or otherwise, concerned or interested, in the said resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 11

Approval of change of name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company

Mobavenue Media Private Limited ('Mobavenue'), a company forming part of promoter group, shares common management and a unified business vision with the Company. The trademark 'Mobavenue' is a registered mark under the name of Mobavenue.

In alignment with the shared branding strategy and business synergy, the Company has applied for a change of its name. The Central Government (power delegated to the Registrar of Companies or the Central Registration Centre) has issued a name availability letter dated July, 28 2025.

Accordingly, your Board of Directors at their meeting held on July 2, 2025, approved the change in name of the Company from "Lucent Industries Limited" to "Mobavenue AI Tech Limited" and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the shareholders of the Company by way of special resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

The members may further note that proposed name change does not involve any change to the main objects of the Company. Further, the change in the name of the Company will not result in any alteration to the legal status, constitution, turnover, operations or activities of the Company, nor will it affect any rights or obligations of the Company or its stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same copy of which is annexed herewith as "Annexure B".

The Board recommends the resolution at item no. 11 of this Postal Ballot Notice, for approval by the Shareholders by way of a Special Resolution.

None of the Director and Key Managerial Personnel, Senior Management Personnel of the company or their relatives are in any way financially or otherwise, concerned or interested, in the said no. 11 resolution, except to the extent of their shareholding, if any, in the Company.

Annexure A

The details of the transaction(s), as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") are set forth below: (For Item 1 to 4)

Sr. No.	Particulars	Item No. 1 & 2	Item No. 3 & 4
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mobavenue Media Private Limited ('MMPL') is a promoter group company	PDavenue Marketing Private Limited ('PMPL') is a promoter group company
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Kunal Kothari, Tejas Rathod and Ishank Joshi, Prachi are the directors of MMPL	Kunal Kothari, Tejas Rathod are directors of PMPL.
3.	Type, material terms and particulars of the proposed transaction	a) sale and purchase transactions relating to advertising services b) Intercompany Loans & advances arrangements	a) sale and purchase transactions relating to advertising services b) Intercompany Loans & advances arrangements
4.	Tenure	Transactions entered/to be entered during the FY 2025-2026	Transactions entered/to be entered during the FY 2025-2026
5.	Value of the proposed transaction	a) sale and purchase transactions relating to advertising services not exceeding INR 25 Crores b) Intercompany Loans & advances arrangements not exceeding INR 15 Crores	a) sale and purchase transactions relating to advertising services not exceeding INR 10 Crores b) Intercompany Loans & advances arrangements not exceeding INR 5 Crores
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value at point 5 above for FY2025-26 represents 553% of the annual consolidated turnover of the Company for FY2024-25	The estimated transaction value at point 5 above for FY2025-26 represents 221% of the annual consolidated turnover of the Company for FY2024-25
7.	Justification as to why the RPT is in interest of the listed entity	MMPL has DSP software which is developed inhouse which can be utilised for the growth and expansion of the Company	This transaction with PMPL will enable Lucent to leverage software development and related activities, eventually enhancing its existing business operations and supporting future growth initiatives.
8.	If the transaction related to any loans, inter-company deposits, advances or investments made or given by the listed entity or its subsidiary:		
i)	Details of the source of funds in connection with the proposed transaction;	Not Applicable	Not Applicable
ii)	Where any financial indebtedness is incurred to make or give loans, inter-company deposits, advances or investments - Nature of indebtedness - Cost of funds - Tenure	Not Applicable	
iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security		

Sr. No.	Particulars	Item No. 1 & 2	Item No. 3 & 4
iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT		
9.	A copy of the valuation or other external party report; if any such report has been relied upon	Not Applicable	
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	-	
11.	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section.	Refer point 1 to 7	
12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not applicable	
13.	Any other information that may be relevant	-	

The details of the transaction(s), as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”) are set forth below: (For Item 5 to 7)

Sr. No.	Particulars	Item No. 5 & 6	Item No. 7
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mobavenue Global Holdings Limited ('MGHL') is a wholly-owned subsidiary of the listed entity	Mr. Tejas Rathod, Mr. Kunal Kothari and Ms. Prachi are promoters and directors of the Mobavenue Media Private Limited
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Tejas Rathod, Mr. Kunal Kothari are directors of MGHL.	Kunal Kothari, Tejas Rathod, Ishank Joshi and Prachi are directors of MMPL
3.	Type, material terms and particulars of the proposed transaction	a) sale and purchase transactions relating to advertising services b) Intercompany Loans & advances arrangements	Purchase of shares of MMPL from Mr. Tejas Rathod, Mr. Kunal Kothari and Ms. Prachi
4.	Tenure	Transactions entered/to be entered during the FY 2025-2026	Not Applicable, as this is a one-time transaction. This transaction will be completed within 90 days after approval by the shareholders
5.	Value of the proposed transaction	a) sale and purchase transactions relating to advertising services not exceeding INR 10Crores b) Intercompany Loans & advances arrangements not exceeding INR 10Crores	Not exceeding INR 60 Crores
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value at point 5 above for FY2025-26 represents 221% of the annual consolidated turnover of the Company for FY2024-25	The estimated transaction value at 5 above for FY2025-26 represents 1320% of the annual consolidated turnover of the Company for FY2024-25.
7.	Justification as to why the RPT is in interest of the listed entity	The UK entity is a wholly-owned subsidiary of the Company. Listed Entity continues to maintain management control of UK entity and Financials of UK entity is fully consolidated into the Company's financials and hence, any transaction would not have any adverse impact on the Company's financials	Post completion of the aforesaid transaction, the Company shall hold 100% stake in MMPL and accordingly, MMPL shall become a wholly-owned subsidiary of the Company With this proposed acquisition, the Company aims to execute a multipronged strategy to drive growth and expansion of the through IP licensing and integration, global market expansion, deeper synergies, and additional revenue streams in addition to the current model of revenues
8.	If the transaction related to any loans, inter-company deposits, advances or investments made or given by the listed entity or its subsidiary:		
	i) Details of the source of funds in connection with the proposed transaction;	Not Applicable	Owned and borrowed funds
	ii) Where any financial indebtedness is incurred to make or give loans, inter-company deposits, advances or investments - Nature of indebtedness - Cost of funds - Tenure	Not Applicable	Not Applicable

Sr. No.	Particulars	Item No. 5 & 6	Item No. 7
iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security		
iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT		
9.	A copy of the valuation or other external party report; if any such report has been relied upon	Not Applicable	The value of this transaction has been determined based on the valuation report obtained from Real Growth Securities Pvt Ltd SEBI Registered Category-I Merchant Banker, bearing SEBI Registration No: INM000011492. Accordingly, the Board is satisfied that the proposed transaction is conducted on an arm's length basis. The said report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	-	
11.	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section.	Refer point 1 to 7	
12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Refer Point 12	
13.	Any other information that may be relevant	-	

Date: 2nd July, 2025

Place: Indore

**By the order of the Board
For Lucent Industries Limited**

Sd/-
Manali Gohil
Company Secretary & Compliance Officer
(Membership No. – A64629)

Registered Office:

208, White Lotus Plaza, Avantika Nagar, Scheme No. 51 Sangam Nagar,
Army Head Quarter Indore, Madhya Pradesh- 452006.

Corporate Office:

Unit 111 B-Wing, Western Edge II, Magathane, Mumbai,
Borivali East, Maharashtra, India, 400066.

CIN: L73100MP2010PLC023011

Email: cs@lucentindustries.in

Website: www.lucentindustries.in

Certificate no.: 231/2025-26

To,
The Board of Directors
Lucent Industries Limited
(formerly known as SYLPH Education Solution Limited)
208, White Lotus Plaza, Avantika Nagar,
Scheme No. 51 Sangam Nagar,
Army Head Quarter Indore,
Madhya Pradesh – 452006

Practitioner's certificate

1. This certificate is issued in accordance with the terms of our engagement letter dated 1st July 2025.
2. We have been requested by the management of **Lucent Industries Limited** (formerly known as SYLPH Education Solution Limited) (herein referred to as 'the Company'), to certify that the Company has complied with following conditions as specified in regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulation, 2015 ('SEBI (LODR)') with respect to proposed change in the name of the Company from 'Lucent Industries Limited' to 'Mobavenue AI Tech Limited' (herein referred as 'proposed new name'):
45(1)(a) time period of at least one year has elapsed from the last name change;
45(1)(b) at least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; or
45(1)(c) the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.
3. This certificate is required pursuant to regulation 45(3) of the SEBI (LODR) for onward submission to:
a) The Shareholders of the Company as part of an explanatory statement to the notice of the postal ballot for seeking approval of shareholders for proposed change in the name of the Company.
b) BSE Limited where equity shares of the Company are listed.

Company's responsibility

4. Compliance with respect to conditions specified under regulation 45(1) of SEBI (LODR) and relevant provision of the Companies Act 2013 (the Act') for proposed change in name of the Company, is the responsibility of the Management of the Company. This responsibility includes providing access to books of accounts and relevant documents for our verification.
5. The Management of the Company is also responsible for design, implementation and maintenance of internal control relevant to the preparation and presentation of the required details and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Practitioner's responsibility

6. Pursuant to the requirements as given in para 2 & 3 above, it is our responsibility to provide reasonable assurance that the Company has complied with the conditions specified under regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulation, 2015 ('SEBI (LODR)') with respect to proposed change in the name of the Company from 'Lucent Industries Limited' to 'Mobavenue AI Tech Limited'.



N. A. SHAH ASSOCIATES LLP
Chartered Accountants

Certificate no.: 231/2025-26

7. For the purpose of this certification, we have relied on following:
- Copy of Board resolution dated July 2, 2025, provided by the Company.
 - Copy of Memorandum of Association and Articles of Association of the Company.
 - Audited financial statements for the year ended 31st March 2025.
 - Management representation provided by the Company that:
 - The Company had last altered its name in the financial year 2021-22.
 - The Company has started its new business activities i.e., digital media and advertising agency during the last quarter of the financial year 2024-25 and accordingly:
 - the Company has accounted at least fifty percent of the total revenue in the preceding one-year period by the new activity suggested by new name.
 - the Company has invested amount in the new activity/project is less than fifty percent of the assets of the listed entity.
8. We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

10. Based on the information and explanations given to us and verification of the records and documents of the Company as mentioned in para 7 above, our comments are tabulated below:

Regulation	Particulars	Our Comments / Remark
45(1)(a)	The time period of at least one year has elapsed from the last name change;	Complied. The Company changed its name previously on 29 th March 2022.
45(1)(b)	at least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; or	Complied. We are informed that the revenue from operations during the preceding one year is Rs. 452 lakhs, which is from lead generation campaigns and the partners through whom the company operates uses an AI Driven lead generation platform that intelligently identifies, engages and delivers high quality leads. The cost incurred by the company is inclusive of AI platform charges. 100% of the revenue of the previous year i.e., Rs. 452 lakhs are from its new activity (as mentioned above) suggested by the new name.
45(1)(c)	the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.	Not complied.



N. A. SHAH ASSOCIATES LLP
Chartered Accountants

Certificate no.: 231/2025-26


Restriction on use

11. Our certification is solely for the purpose set forth in para 2 & 3 above and it is not to be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For N. A. Shah Associates LLP

Chartered Accountants

Firm Registration No: 116560W / W100149

Prashant Daftary
Partner

Membership No.: 117080

UDIN: 25117080BMJBGD5970

Place: Mumbai

Dated: 2nd July 2025