

Notice

Notice is hereby given that the **Thirty Six** Annual General Meeting ('AGM/36th AGM') of the Members of Laser Power & Infra Private Limited will be held on Monday, the 30th September, 2024 at 11.30 A.M at the Corporate Office of the Company at Adventz Infinity@5, BN Block, North Wing, 19th Floor, Sector-V, Bidhannagar, Saltlake, Kolkata - 700091 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the Financial Year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon.

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

(a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, comprising of Audited Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and Cash Flow for the financial year from April 1, 2023 to March 31, 2024 including its Schedules and the Notes attached thereto and forming part thereof, and the reports of the Board of Directors and the Statutory Auditors thereon be and are hereby received, and adopted.

(b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, comprising of Audited Consolidated Balance Sheet as at March 31, 2024, the Statement of Consolidated Profit & Loss and Cash Flow for the financial year from April 1, 2023 to March 31, 2024 including its Schedules and the Notes attached thereto and forming part thereof and the report of the Statutory Auditors thereon be and are hereby received, and adopted.

SPECIAL BUSINESS:

2. **Appointment of Mr. Devesh Goel (Din- 02992306) as Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company

Corporate Office : Laser Power & Infra Pvt. Ltd.

ADVENTZ INFINITY@5, BN Block 19th Floor - North Wing, Saltlake, Sector - V, Kolkata - 700091
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Registered Office : Swaika Centre, 4A Pollock Street, 3rd Floor, Kolkata-700001

Works : NH-6, Polypark, Dhulagori, PP-II, Howrah-711302



and other applicable laws, Mr. Devesh Goel (DIN: 02992306) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 02.08.2024 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution."

3. Appointment of Mr. Devesh Goel (Din- 02992306) as Whole Time Director of the Company

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

RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with Schedule-V and rules thereof and other applicable provisions if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other consents and permission as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of **Mr. Devesh Goel (DIN:02992306)**, as an Whole Time Director of the Company for a period of Five (5) years effective from 01.10.2024 to 30.09.2029 on the terms and conditions as approved by the Board of Directors (including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), on such terms & conditions as mentioned in the draft letter placed before the meeting and as set out in the Statement annexed to this Notice convening the Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to revise the remuneration of Mr. Devesh Goel from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution."



4. Appointment of Mr. Akshat Goel (Din- 06465043) as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and other applicable laws, Mr. Akshat Goel (DIN: 06465043) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 02.08.2024 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution.”

5. Appointment of Mr. Akshat Goel (Din- 06465043) as Whole Time Director of the Company

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

RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with Schedule-V and rules thereof and other applicable provisions if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other consents and permission as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of **Mr. Akshat Goel (DIN:06465043)**, as an Whole Time Director of the Company for a period of Five (5) years effective from 01.10.2024 to 30.09.2029 on the terms and conditions as approved by the Board of Directors (including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), on such terms & conditions as mentioned in the draft letter placed before the meeting and as set out in the Statement annexed to this Notice convening the Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to revise the remuneration of Mr. Akshat Goel from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all necessary steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution.”

6. Creation of Charge / Security on the movable and immovable properties of the Company.

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

“RESOLVED THAT in terms of the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and 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 the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which term shall be deemed to include any Committee thereof) for creation of charge / mortgage / hypothecation and/or otherwise encumbering all or any of the properties of the Company, whether immovable and/or movable, and whether present or future and wheresoever the same may be situated in such form and manner, in favour of:

- any Public Financial Institution within the meaning of Section 2(72) of the Act and / or
- any Scheduled Bank as defined in Section 2(e) of the Reserve Bank of India Act, 1934; and / or
- any other Bank(s) including any Public Sector Bank(s) and / or Development Financial Institution(s); and / or
- any institution(s) / corporation(s) controlled by the Central Government and / or State Government (s); and / or
- any security trustee(s) and / or debenture(s) trustee(s) acting as such on behalf of any lender(s) and / or securityholder(s)/ debenture holder(s); and / or
- any combination of lenders in (a) to (e) above and/ or any other lender(s) (hereinafter collectively referred to as ‘Future Lenders’)

to secure any borrowings availed / to be availed of by the Company from time to time by way of term loan(s) and / or refinance loan(s) and / or foreign currency loan(s) and / or non-convertible debentures and/or other debt securities and / or fund and / or non-fund based working capital facilities, for an aggregate sum not exceeding 2000 crores (hereinafter collectively referred to as “Financial Assistance”) together with interest, costs, charges, expenses and all other monies payable by the Company in terms of the Sanction Letter(s) /Loan Agreement(s) / Hypothecation Agreement(s) / Security Document(s) / Debenture Trust Deed(s) or any other agreement(s) or any amendment(s) thereto entered into / to be entered into between the Company and the Future Lenders in respect of the Financial Assistance so that the mortgage and / or charge etc. may be created by the Company over and in respect of its properties in their favour, either singly or collectively in such form and subject to such prior charges or with such pari-passu or



subservient ranking of charges as may be decided by the Board with one or more of the said Lender(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters to finalize and execute all such agreement(s), instrument(s) and document(s) with all or any of the said Lender(s) for creating the aforesaid mortgage and / or charge etc. as may be required from time to time and to delegate all or any of its powers herein conferred to a Committee constituted/ to be constituted by the Board with power to the said Committee to sub-delegate its powers to any of its Members for the purpose of giving effect to the aforesaid resolution.

7. To ratify the Remuneration of Cost Auditor for the financial year ended March 31, 2025.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus applicable taxes and out of pocket expenses, incurred for conducting audit of the Company for the financial year 2024-25 by M/s. B. Ray & Associates, Cost Accountants (Firm's Registration No: 000155) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its Meeting held on 29th April, 2024.

**By Order of the Board
For Laser Power & Infra Pvt. Ltd.**



**Place: Kolkata
Date: 2nd September, 2024**

Payal Agarwal
**Payal Agarwal
Company Secretary
M. No.: 23988**

NOTES:

1. In this Notice, the terms Member(s) or Shareholder(s) are used interchangeably.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the Proxy need not be a Member of the Company.
3. The instrument of proxy, in order to be effective, should be duly completed and deposited at the Company's Registered Office, not less than forty-eight hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday 24.09.2024 to Friday, 30.09.2024 (both days inclusive) for the purpose of AGM.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, would be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice shall be made available for inspection electronically, from the date of circulation of this Notice, until the date of AGM, on receipt of a request by the Company at cs@laserpowerinfra.com.
6. Those shareholders who have registered/not registered their e-mail address or registered an incorrect e-mail address and mobile numbers including address and bank details may please contact and validate/update their details by sending an email and letter to cs@laserpowerinfra.com in case of shares are held in physical form.
7. Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") relating to the Business to be transacted at the meeting under Item No. 2 to 7 of the accompanying Notice is annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE OF THE THIRTY-SIX ANNUAL GENERAL MEETING OF THE COMPANY

Item No- 2 & 3

Mr. Devesh Goel (DIN: 02992306), aged 33 years, holds a Bachelor degree in Commerce and completed his graduation from St. Xaviers College, Kolkata further he pursued his higher studies at the Singapore Institute of Management. He has gained vast knowledge in management which helped him gather more experience in the real work field with his



marketing strategies which proved to be highly fundamental for transforming the business into the global brand.

The Board of Directors of the Company at its meeting held on August 2, 2024 appointed Mr. Devesh Goel as an Additional Directors of the Company as per the terms of the provisions of Section 161 of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company. Mr. Devesh Goel shall hold office as Additional Directors upto the date of the ensuing Annual General Meeting of the Company.

Further, Mr. Devesh Goel have also been appointed as the Whole Time Director and for a period of five years each, effective from 01.10.2024 to 30.09.2029 subject to necessary approvals of the Members of the Company. The above appointments have been made by the Board at its aforesaid meeting.

The proposed appointments and the terms of remuneration are in accordance with the provisions of Sections 196 and 197 of the Act read with Schedule V of the Act.

The principal terms and conditions of appointment of Mr. Devesh Goel are as follows:

Basic Salary:- Rs. 3,00,000/- p.m (Fixed)

HRA:- Rs. 1,50,000/- p.m. (Fixed)

Special Allowance:- Rs. 3,00,000/- p.m (Fixed)

For the purpose of computation of the aforesaid limits, the following benefits/perquisites shall not be considered

Perquisites:- includes LTA and Medical Reimbursement not exceeding two months Basic Salary, PF / Gratuity as per law and company rules.

Other Terms and Conditions:

Bonus , Leave encashment and Gratuity as decided by the Board provided it shall not exceed the ceiling limit envisaged under the Payment of Gratuity Act, 1972.

Sitting Fees will be payable as per the policy of the Company.

Mr. Goel expenses will be reimbursed by the Company of all entertainment and other expenses actually incurred for the business of the Company subject to such limits as may be fixed by the Board from time to time.

In the event of absence or inadequacy of Profit in any year during the tenure of his appointment, the aforesaid remuneration will be paid as minimum remuneration, in accordance with the provisions of the Companies Act, 2013.



Mr. Goel may be deemed to be concerned or interested in the Resolutions appearing in Item nos. 2 and 3 of this Notice.

Except Mr. Deepak Goel and his relatives, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

The Board recommends the Special Resolutions as set out in Item nos. 2 to 3 of the Notice for approval of the Members.

Item No- 4 & 5

Mr. Akshat Goel (DIN: 06465043), aged 30 years, holds a Bachelor degree in Commerce and completed his graduation from St. Xaviers College, Kolkata. He has a rich and varied experience of the operations, business and industry. In view of Board, the presence of Mr. Goel on the Board further enhances the diversity of the Board in terms of its composition

The Board of Directors of the Company at its meeting held on August 2, 2024 appointed Mr. Akshat Goel as an Additional Directors of the Company as per the terms of the provisions of Section 161 of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company. Mr. Devesh Goel shall hold office as Additional Directors upto the date of the ensuing Annual General Meeting of the Company.

Further, Mr. Akshat Goel have also been appointed as the Whole Time Director and for a period of five years each, effective from 01.10.2024 to 30.09.2029 subject to necessary approvals of the Members of the Company. The above appointments have been made by the Board at its aforesaid meeting.

The proposed appointments and the terms of remuneration are in accordance with the provisions of Sections 196 and 197 of the Act read with Schedule V of the Act.

The principal terms and conditions of appointment of Mr. Akshat Goel are as follows:

Basic Salary:- Rs. 2,50,000/- p.m (Fixed)

HRA:- Rs. 1,25,000/- p.m. (Fixed)

Special Allowance:- Rs. 2,50,000/- p.m (Fixed)

For the purpose of computation of the aforesaid limits, the following benefits/perquisites shall not be considered

Perquisites:- includes LTA and Medical Reimbursement not exceeding two months Basic Salary, PF / Gratuity as per law and company rules.



Other Terms and Conditions:

Bonus , Leave encashment and Gratuity as decided by the Board provided it shall not exceed the ceiling limit envisaged under the Payment of Gratuity Act, 1972.

Sitting Fees will be payable as per the policy of the Company.

Mr. Goel expenses will be reimbursed by the Company of all entertainment and other expenses actually incurred for the business of the Company subject to such limits as may be fixed by the Board from time to time.

In the event of absence or inadequacy of Profit in any year during the tenure of his appointment, the aforesaid remuneration will be paid as minimum remuneration, in accordance with the provisions of the Companies Act, 2013.

Mr. Goel may be deemed to be concerned or interested in the Resolutions appearing in Item nos. 4 and 5 of this Notice.

Except Mr. Deepak Goel and his relatives, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

The Board recommends the Special Resolutions as set out in Item nos. 4 to 5 of the Notice for approval of the Members.

ITEM No:- 6

In order to finance capital expenditure requirements, long term working capital, as well as for refinancing any existing financial assistance and / or for any other general business purpose etc, the Company proposes to avail of various rupee and / or foreign currency assistance, non-convertible debentures / other debt securities / non-fund based working capital assistance which may also be required to be secured by mortgage / charge over the Company's immovable and movable properties with such ranking of charges as may be required under the respective terms of sanction.

The said security, when created, shall be further to such security already created by the Company on the financial assistance already availed of by the Company and shall rank superior / pari passu / subservient to the existing security so created as per the terms of sanction agreed to / to be agreed to by the Company.

The Special Resolution set out under item no 6 of the Notice is for seeking the approval of Members in terms of the provisions of Section 180 of the Companies Act, 2013 to enable the



Company to create charge / security, as aforesaid, on the movable / immovable properties of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Special Resolution.

The Board recommends the above Special Resolution set out under Item no. 6 of the Notice for approval of the Members.

ITEM No:- 7

The Board of Directors had re-appointed M/s. B. Ray & Associates, Cost Accountants (Registration No. 000155), as Cost Auditor of the Company, at a remuneration of 40,000/- plus applicable taxes and re-imbursement of out-of-pocket expenses incurred by them to conduct an audit of the cost accounting records maintained by the Company for the current financial year beginning from 1st April, 2024 and ending on 31st March, 2025.

In terms of section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration is required to be ratified by the members.

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the Notice.

The Board recommends the resolution set out at item no. 7 of the Notice for approval by the shareholders.

**By Order of the Board
For Laser Power & Infra Pvt. Ltd.**

Payal Agarwal

**Payal Agarwal
Company Secretary
M. No.: 23988**



Place: Kolkata

Date: 2nd September, 2024