



EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTOR OF M/S LASER POWER & INFRA PRIVATE LIMITED, HELD ON FRIDAY, THE 20TH DAY OF MARCH, 2020 AT ITS CORPORATE OFFICE AT WOODBURN CENTRAL, 5A, WOODBURN PARK, 5TH FLOOR, KOLKATA – 700020

The Chairman informed the Board that the Company is considering for the proposed scheme of Arrangement involving the merger of Adishwar Trade Link Private Limited (**Transferor Company 1**), Astra Vinimay Private Limited (**Transferor Company 2**), Barden Agencies Private Limited (**Transferor Company 3**), DRP Trading Investment Private Limited (**Transferor Company 4**), Embassy Vyapaar Private Limited (**Transferor Company 5**), Jalsagar Sales Agency Private Limited (**Transferor Company 6**), JBLD Trading Private Limited (**Transferor Company 7**), Kasauti Dealtrade Private Limited (**Transferor Company 8**), Lumino Electrical Industries Private Limited (Formerly known as Laser Electrical Industries Private Limited) (**Transferor Company 9**), Lifeline Commotrade Private Limited (**Transferor Company 10**), Regal Financial Advisory Private Limited (**Transferor Company 11**), Sanatan Vinimay Private Limited (**Transferor Company 12**), Sigma Vyapaar Private Limited (**Transferor Company 13**), and Welkon Goods Private Limited (**Transferor Company 14**) with Lumino Industries Limited (**Transferee Company**) and demerger of EPC & Manufacturing Division and Export Division and Real Estate Division of Lumino Industries Limited (**Demerged Company**) into Laser Power & Infra Private Limited (**Resulting Company 1**) and Lumino Power Infrastructure Private Limited (**Resulting Company 2**) respectively.

The Board discussed and deliberated over the proposed restructuring outlining the rationale and the broad contours of the proposed scheme of arrangement having appointed date of 1st April 2019 with special reference to the feasibility, synergy, administrative, operational and monetary advantages derived upon combining the businesses. In view of the above, the Board proposed to grant specific authorization to Directors for carrying out the relevant activities relating to the aforesaid and the appointment of a Registered Valuer to determine the Share Exchange ratio.

Thereafter, the following resolutions were passed unanimously:

“RESOLVED THAT any Director of the Company be and is hereby severally authorised to appoint a Registered Valuer in accordance with the prevailing provisions of the Companies Act, 2013 and Rules thereto, for conducting the valuation and recommending share exchange ratio in connection with the aforesaid proposed arrangement.

RESOLVED FURTHER THAT without affecting the generality of the authorities given the Company's directors/officers/authorized person(s) be and is hereby authorized, empowered and deemed to have been authorized and empowered to exercise all powers and discharge all functions which the Board is authorized for the purpose of implementing the Scheme.

Certified True Copy

For Laser Power & Infra Private Limited

Richa Shaw
Company Secretary
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