

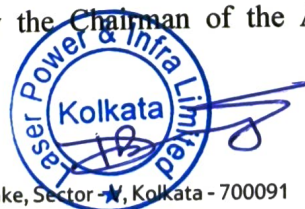
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF LASER POWER & INFRA LIMITED HELD ON THURSDAY, JULY 02, 2026 AT 03:30 PM AT ITS CORPORATE OFFICE SITUATED AT ADVENTZ INFINITY@5, 19TH FLOOR, BN BLOCK, SECTOR-V, BIDHANNAGAR, KOLKATA 700 091, WEST BENGAL, INDIA

APPROVAL OF KEY PERFORMANCE INDICATORS (THE “KPIs”) DISCLOSED IN THE OFFER DOCUMENTS FOR THE INITIAL PUBLIC OFFER OF LASER POWER & INFRA LIMITED (THE “COMPANY”)

In connection with the proposed initial public offering of equity shares of face value of ₹5 each (the “Equity Shares”) of the Company, comprising of a Fresh Issue of Equity Shares aggregating up to ₹5,420 million and an Offer for Sale of Equity Shares aggregating up to ₹2,000 million (the “Offer”), the audit committee of the Company (the “**Audit Committee**”) was apprised that the Company has filed the draft red herring prospectus (the “**DRHP**”), with Securities and Exchange Board of India (“**SEBI**”), the BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”), in respect of the Offer, and is in the process of filing the red herring prospectus (the “**RHP**”), and the prospectus (the “**Prospectus**”) and abridged prospectus with the Registrar of Companies, Kolkata-I at Kolkata (the “**RoC**”), the SEBI, and the Stock Exchanges, as applicable and other documents or materials issued in relation to the Offer, including any amendments, addenda or corrigenda issued thereto (collectively, the “**Offer Documents**”).

The Audit Committee was informed that pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) read with the SEBI circular bearing reference number no. SEBI/HO/CFD/CFD-PoD-2/CIR/2025/28 titled “Industry Standards on Key Performance Indicators Disclosures in the Draft Offer Document and Offer Document” dated February 28, 2025 (“**KPI Circular**”), the Company is required to disclose all the KPIs pertaining to the Company that have been disclosed to its investors at any point of time during the three years preceding to the date of filing of the Offer Documents. Further, in consultation with the lead merchant banker, the Company may verify and disclose any other relevant and material KPIs of the business of the Company as it deems appropriate that have a bearing for arriving at the basis for Offer Price.

The Audit Committee was further apprised that pursuant to the SEBI ICDR Regulations, the Audit Committee is required to approve the disclosures proposed to be included in the Offer Documents on the KPIs of the Company as identified by the management of the Company and the members of the Audit Committee of the Company, duly initialed by the Chairman of the Audit Committee for identification purposes.

**Laser Power & Infra Limited**

(Formerly known as Laser Power & Infra Pvt. Ltd.)

📍 **Corporate Office** : Adventz Infinity@5, BN Block, North Wing, 19th Floor, Saltlake, Sector - V, Kolkata - 700091

📍 **Registered Office** : Swaika Centre, 4A Pollock Street, 3rd Floor, Kolkata - 700001

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The Audit Committee was apprised that the KPI Circular provides the principles and processes for the selection of KPIs, i.e. key numerical measures of the Company's historical financial and/ or operational performance, which the management of the Company evaluates and tracks to monitor the performance of the Company and which provides information to investors to make an informed decision with respect to valuation of the Company. The Audit Committee was further informed that the aforementioned requirements pursuant to the SEBI ICDR Regulations and the KPI Circular are evolving and may have to be revisited on the basis of feedback received from any regulatory authority.

The Audit Committee is requested to take a note of identification of KPIs ("**Management Note**"), annexed as **Annexure A**. The Management Note covers the (a) Generally Accepted Accounting Principles ("**GAAP**") / Non-GAAP financial measures identified as KPIs; (b) operational measures identified as KPIs; (c) details the process and factors considered while making the shortlist from the selected data to KPIs specifying the relevance of identified KPIs; (d) explanation of the excluded KPIs where such rationale is required to be provided under the KPI Circular; and (e) selected data that is not considered as KPIs but shall form a part of disclosures in RHP.


The management representative apprised the Audit Committee that the Management Note has been prepared after collating historical information in relation to:

- a) GAAP/ Non-GAAP financial measures that are required to be mandatorily disclosed in the Offer Documents in terms of the SEBI ICDR Regulations;
- b) key financial or operational measures shared with any investor (i) to whom equity shares or securities convertible into equity shares including warrants ("**Relevant Securities**") were allotted in any primary issuance (excluding employee stock options), during the three years prior to the date of filing of the RHP; (ii) for any secondary sale of the Company's Relevant Securities, if the Company was involved in facilitating such sale and had shared data with the transferees at the time of such secondary sale during the three years prior to the date of filing of the RHP; and (iii) pursuant to information rights they may have or through any manner of a similar nature, during the three years prior to the date of filing of the RHP;
- c) key financial or operational information included in any private placement offer cum application letter or any rights issue offer letter for issuance of Relevant Securities, during the three years prior to the date of filing of the RHP;
- d) KPIs that are regularly presented / discussed at board meetings of the Company to monitor and track the Company's performance during the three years prior to the date of filing of the RHP;
- e) KPIs that have been considered by the management of the Company to arrive at the basis for the issue price; and

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- f) in case, the Company has not made disclosure of any information to any investor in the three years prior to the date of filing of the RHP, the Company shall identify the KPIs based on the key measures used by the management of the Company to track and monitor the performance of the Company.

Information collected pursuant to points (a) to (f) above is collectively referred to as (“**Selected Data**”).

The Audit Committee was also apprised that the Institute of Chartered Accountants of India (the “ICAI”) has issued in April 2023 a ‘Technical Guide on Disclosure and Reporting of Key Performance Indicators (KPIs) in Offer Documents’ providing guidance to the members of ICAI and other professionals who are certifying KPIs disclosed in offer documents (the “**Technical Guide**”).

The Audit Committee was also requested to take note that the KPIs as set out in the section titled “Basis for Offer Price” in the Offer Documents shall continue to be disclosed by the Company post listing, in accordance with the applicable provisions of the SEBI ICDR Regulations.

The Audit Committee was presented the following data pursuant to the SEBI ICDR Regulations and the KPI Circular: (a) information on the Company’s historical financial or operational performance collated by the management pursuant to the KPI Circular in relation to Selected Data, as set out in **Annexure B**, (b) the KPIs selected for disclosure in the “Basis for Offer Price” and “Our Business” sections of the RHP, along with their definitions, and explanation on how these KPIs have been used by the management historically to analyse, track or monitor the operational and/ or financial performance of the Company, as set out in **Annexure C**, (c) draft of the disclosures in relation to the KPIs to be included in the “**Basis for Offer Price**” and “**Our Business**” sections of the RHP and KPIs for the industry peers to be included in the “**Basis for Offer Price**” section of the RHP, as set out in **Annexure D**, (d) Selected Data not forming part of KPIs, along with the rationale for their exclusion from the KPIs, as set out in **Annexure E**, (e) Selected Data not forming part of KPIs but forming part of disclosures in the Offer Documents, as set out in **Annexure D**, and (f) the draft of the certificate to be issued by [MD/CEO/CFO] for KPIs selected for disclosure in the “**Basis for Offer Price**” and “**Our Business**” sections of the Offer Documents on behalf of the Company as **Annexure F**.

The Audit Committee has conducted detailed deliberations with the management on the information presented in (a) to (f) above.

Additionally, the note prepared in accordance with the KPI Circular was placed before the Audit Committee, along with a confirmation that while collating the Selected Data and KPIs, the applicable standards under the KPI Circular have been duly considered and adhered to.

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The Audit Committee was also apprised that the KPIs disclosed in the Offer Documents are to be validated and certified by V Singhi & Associates, Chartered Accountants, a certifying professional. A draft certificate from V Singhi & Associates, Chartered Accountants was placed before the Audit Committee for its review and is enclosed herewith as **Annexure G**.

The Audit Committee also noted that the KPIs as set out in the sections titled "**Basis for Offer Price**" and "**Our Business**" in the Offer Documents shall continue to be disclosed by the Company post listing, in accordance with Paragraph (9)(K)(3)(h)(i) under Part A, Schedule VI and other applicable provisions of the SEBI ICDR Regulations.

Pursuant to discussions between the members of the Audit Committee the following resolution has been passed unanimously:

“RESOLVED THAT as per the requirements of the SEBI ICDR Regulations and the KPI Circular, the KPIs set out in **Annexure C** are hereby noted and approved, and the approval of the Audit Committee is hereby accorded to disclose such KPIs in the “Basis for Offer Price” and “Our Business” sections of the Offer Documents as set out in **Annexure D**.

RESOLVED FURTHER THAT the Audit Committee takes note of the draft certificate to be issued by V Singhi & Associates, Chartered Accountants, in relation to the KPIs and other operational and financial metrics (“**KPI Certificate**”). It was noted by the Audit Committee that the details for all the KPIs that have been disclosed to the earlier investors of the Company at any point of time during the three years period prior to the date of filing of the RHP and which have been verified and audited in the KPI Certificate and that no KPIs pertaining to the Company that may have a bearing for arriving at the basis for Offer Price in relation to the Offer, and are included in the “**Basis for Offer Price**” and “**Our Business**” sections of the Offer Documents, other than as disclosed in Annexure D, respectively, in accordance with the SEBI ICDR Regulations and other applicable laws and verified pursuant to the KPI Certificate in Annexure G, are proposed to be disclosed in the RHP.

RESOLVED FURTHER THAT the Audit Committee notes that this resolution and the KPI Certificate shall be disclosed in the “Material Contracts and Documents for Inspection” chapter of the Offer Documents under the applicable provisions of the SEBI ICDR Regulations.

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RESOLVED FURTHER THAT Mr. Deepak Goel, Chairman & Managing Director and Mr. Amit Kumar Goel, Chief Financial Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things necessary, proper or desirable to implement the above resolution and to settle to give effect to the above resolution or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company.

RESOLVED FURTHER THAT the Audit Committee in consultation with the management of the Company and book running lead managers to the Offer, may update and approve any further changes to the KPIs approved by this resolution, from time to time, basis, inter alia, regulatory feedback and changes in applicable law.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action.”

**Certified True Copy
For Laser Power & Infra Limited**



**Debendra Banthiya
Company Secretary**



Place: Kolkata

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