

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given to the Shareholders (“the Shareholders” or the “Members”) of Concord Control Systems Limited (formerly known as Concord Control Systems Private Limited) (“Concord” or “the Company”) that the Extra-Ordinary General Meeting (“EGM”) of the members of the Company (**01/2024-25**) will be held on **Monday, April 29, 2024 at 12:30 P.M.** through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’) facility to transact the following special businesses:-

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at G-36, UPSIDC, Industrial Area, Deva Road, Chinhat, Lucknow, Uttar Pradesh-226019, India, which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

1) APPROVAL OF LOAN TO CONCORD LAB TO MARKET INNOVATIONS PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of sections 185 & 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of 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 subject to the memorandum and articles of association and the Company’s policy on Related Party transaction(s), approval of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by **Concord Lab to Market Innovations Private Limited** upto an aggregate sum not exceeding Rs. 10,00,00,000/- (Rupees Ten crores only), as may be decided by Board/ Committee of Directors as permitted or subject to the provisions specified therein from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Corporate Guarantee, Security and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient including to delegate or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise and to do all things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2) APPROVAL OF LOAN TO PROGOTA INDIA PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of sections 185 & 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of 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 subject to the memorandum and articles of association and the Company’s policy on Related Party transaction(s), approval of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by **Progota India Private Limited** upto an aggregate sum not exceeding Rs.5,00,00,000/- (Rupees Five crores only), as may be decided by Board/ Committee of Directors as permitted or subject to the provisions specified therein from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee, Security and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient including to delegate or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise and to do all things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For & on behalf of the Board of Directors
Concord Control Systems Limited
(formerly known as Concord Control Systems Private Limited)**

Sd/-

Gaurav Lath

Joint Managing Director

DIN: 00581405

Date: April 05, 2024

Place: Lucknow

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 3/2022 dated 5th May 2022, read with General Circular NO. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021 and General Circular No. 20/2021 dated 8th December 2021, General Circular No. 03/2022 dated 5th May 2022, General Circular No. 10/2022 dated 28th December 2022, General Circular No. 11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as ‘MCA Circulars’), has permitted for convening the Extra-ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the EGM of the Company is being held through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates/ Institutional / Corporate members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through evoting.

3. The Explanatory Statement relating to special business as mentioned in the Notice pursuant to provisions of Section 102 (1) of the Companies Act, 2013 (the Act) is annexed hereto.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on investors@concordgroup.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. In case of joint holders attending this EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
9. Relevant documents referred to in the Notice, Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts maintained under Section 189 of the Companies Act 2013 and other relevant registers are available for inspection by the members at the Registered Office of the Company.
10. In line with the aforesaid MCA Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants as on **March 29, 2024**. Members may note that Notice has been uploaded on the website of the Company at www.concordgroup.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of Bigshare Services Pvt Ltd (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM of the Company. For this purpose, the Company has appointed Bigshare Services Pvt Limited for facilitating voting through electronic means, as the authorised e-voting agency.
12. This notice is being sent to the shareholders whose name appears in the Register of Members as on **March 29, 2024**.

13. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the **Cut-off Date for e-voting, i.e., Monday, April 22, 2024**. A person who is not a member as on the Cut-off Date should treat this Notice solely for information purposes. Those who acquire equity shares of the Company and become members of the Company after the Notice is sent, and hold equity shares as on the Cut-off Date, may obtain the User ID and password by sending a request to the e-mail address ivote@bigshareonline.com.
14. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares in dematerialized form but have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s) so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.
15. The Board of Directors have appointed CS Amit Gupta of M/s Amit Gupta & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize and conduct the remote e-voting and e-voting during the EGM in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.
16. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Friday, April 26, 2024, at 9:00 am and ends on Sunday, April 28, 2024, at 5:00 pm**. During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date i.e. **April 22, 2024** (record date) may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE** is given below:

**Type of Login Method
shareholders**

Individual
Shareholders
holding
securities in
Demat mode
with CDSL

- 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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, 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 <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.

Individual
Shareholders
holding
securities in
demat mode
with **NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is 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>
- 3) 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 name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. LOGIN METHOD FOR E-VOTING FOR SHAREHOLDER OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE & PHYSICAL MODE IS GIVEN BELOW:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on your register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. CUSTODIAN REGISTRATION PROCESS FOR I-VOTE E-VOTING WEBSITE:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type

Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.

Helpdesk details

In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. PROCEDURE FOR JOINING THE AGM/EGM THROUGH VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM / EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

**For & on behalf of the Board of Directors
Concord Control Systems Limited
(formerly known as Concord Control Systems Private Limited)**

**Date: April 05, 2024
Place: Lucknow**

**Sd/-
Gaurav Lath
Joint Managing Director
DIN: 00581405**

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

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No. 1 & 2 of the accompanying Notice dated April 05, 2024:

Item No. 1:

In terms of long-term strategic and business objectives, the Company is required to provide loans, guarantees, or security in entities, subsidiary companies, associates, joint ventures and related parties of the Company in which directors of the Company are interested. These loans, guarantees & security are subject to an overall limit approved by the shareholders of the Company in terms of the provisions of Section 186(3) of the Companies Act, 2013. In terms of the provisions of Section 185(2) grant of loans, guarantees or security to such entities require the approval of the shareholders of the Company by way of Special Resolution. Further, the above transaction also requires the approval of the shareholders in terms of the provisions of section 188 of the Companies Act, 2013, rules made thereunder.

The Board of Directors at their meeting held on April 05, 2024, considered and subject to the approval of the Members, inter-alia approved the proposal to provide a loan to Concord Lab to Market Innovations Private Limited.

The Board of Directors of the Company are proposed to be authorized to decide the quantum of loan, guarantee or security in **Concord Lab to Market Innovations Private Limited**, which is covered under the provisions of Section 185(2) and related parties of the Company within the meaning of Section 2(76) of the Act, within the overall limit of Rs. 10 crores from time to time.

Concord Lab to Market Innovations Private Limited is exploring various options to raise funds through loans/issuance of debentures/bonds etc. and use the proceeds for its principal business activities.

According to Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a Special Resolution is passed by the Company in General Meeting and (b) the loans are utilised by the borrowing company for its principal business activities.

Explanation to Section 185(2) of the Act clarifies the expression "any person in whom any of the directors of the company is interested" includes any private company of which any such director is a director or member and since Mr. Gaurav Lath and Mr. Nitin Jain are directors in both the companies, Concord Lab to Market Innovations Pvt Ltd., being a private company, is covered under the expression "any person in whom any of the directors of the company is interested" due to common directorship. Hence, the approval of the members of the Company is required to be obtained by way of a special resolution to facilitate the aforesaid transaction.

The full particulars and relevant facts related to the loan and/or subscription to debentures/bonds etc. proposed to be given is as under:

Loan amount	Up to maximum amount of INR 10 Cr. (Rupees Ten Crores only) in one or more tranches by way of a loan, guarantee or security.
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Interest Rate	As may be specified by the Board/Committee at the time of grant, subject to the condition that an annualized rate of interest on loan shall not be less than the prevailing yield rate applicable to the period of 1 (one) year, 3 (three) year, 5 (five) year or 10 (ten) year Government Security that is closest to the tenor of the loan
Schedule of repayment of principal and interest	Repayable either on demand or within a period of one year or such further period as may be extended by the Board/committee from time to time, subject to maximum tenure of 5 years.
Interest payment schedule	As may be specified by the Board/Committee at the time of grant
Security	N.A. (Unsecured Loan)
Purpose of loan	For principle business activities

The Board of Directors Recommend the Special Resolution for approval by the members. In terms of the provisions of Section 188 of the Act, no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

Except Mr. Gaurav Lath, Director and Mr. Nitin Jain, Director or their respective relatives none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the above resolution.

Item No. 2:

In terms of long-term strategic and business objectives, the Company is required to provide loans, guarantees or security in entities, subsidiary companies, associates, joint ventures and related parties of the Company in which directors of the Company are interested. These loans, guarantees, & security are subject to an overall limit approved by the shareholders of the Company in terms of the provisions of Section 186(3) of the Companies Act, 2013. In terms of the provisions of Section 185(2) grant of loans, guarantees or security to such entities require the approval of the shareholders of the Company by way of Special Resolution. Further, the above transaction also requires the approval of the shareholders in terms of the provisions of section 188 of the Companies Act, 2013, rules made thereunder.

The Board of Directors at their meeting held on April 05, 2024, considered and subject to the approval of the Members, inter-alia approved the proposal to provide a loan to Progota India Private Limited.

The Board of Directors of the Company are proposed to be authorized to decide the quantum of loan, guarantee or security in **Progota India Private Limited**, which is covered under the provisions of Section 185(2) and related parties of the Company within the meaning of Section 2(76) of the Act, within the overall limit of Rs. 5 crores from time to time.

Progota India Private Limited is exploring various options to raise funds through loans/issuance of debentures/bonds etc. and use the proceeds for its principal business activities.

According to Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a Special Resolution is passed by the Company in General Meeting and (b) the loans are utilised by the borrowing company for its principal business activities.

Explanation to Section 185(2) of the Act clarifies the expression "any person in whom any of the directors of the company is interested" includes any private company of which any such director is a director or member and since Mr. Gaurav Lath and Mr. Nitin Jain are directors in both the companies, Progota India Private Limited., being a private company, is covered under the expression "any person in whom any of the directors of the company is interested" due to common directorship. Hence, the approval of the members of the Company is required to be obtained by way of a special resolution to facilitate the aforesaid transaction.

The full particulars and relevant facts related to the loan and/or subscription to debentures/bonds etc. proposed to be given is as under:

Loan amount	Up to maximum amount of INR 5 Cr. (Rupees Five Crores only) in one or more tranches by way of a loan, guarantee or security.
Interest Rate	As may be specified by the Board/Committee at the time of grant, subject to the condition that an annualized rate of interest on loan shall not be less than the prevailing yield rate applicable to the period of 1 (one) year, 3 (three) year, 5 (five) year or 10 (ten) year Government Security that is closest to the tenor of the loan
Schedule of repayment of principal and interest	Repayable either on demand or within a period of one year or such further period as may be extended by the Board/committee from time to time, subject to maximum tenure of 5 years.
Interest payment schedule	As may be specified by the Board/Committee at the time of grant
Security	N.A. (Unsecured Loan)
Purpose of loan	For principle business activities

The Board of Directors Recommend the Special Resolution for approval by the members. In terms of the provisions of Section 188 of the Act, no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

Except Mr. Gaurav Lath, Director and Mr. Nitin Jain, Director or their respective relatives none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the above resolution.

**For & on behalf of the Board of Directors
Concord Control Systems Limited
(formerly known as Concord Control Systems Private Limited)**

Sd/-

**Gaurav Lath
Joint Managing Director
DIN: 00581405**

**Date: April 05, 2024
Place: Lucknow**