

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given to the Shareholders (“the Shareholders” or the “Members”) of Concord Control Systems Limited (“Concord” or “the Company”) that the Extra-Ordinary General Meeting (“EGM”) of the members of the Company (**02/2025-26**) will be held on **Saturday, December 20, 2025 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. Item No. 1- To approve the issuance of up to 2,38,500 equity shares on a preferential basis

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 23, 42, 62(1)(c) and 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange where the shares of the Company are listed (**“Stock Exchange”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“SEBI Listing Regulations”**), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges where the shares of the Company are listed and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, ***up to 2,38,500 (Two Lakhs Thirty-Eight Thousand Five Hundred) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of Rs. 2100/- (Rupees Two Thousand One Hundred Only) per Equity Share including a premium of Rs. 2090/- (Rupees Two Thousand Ninety only)***, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, ***for an aggregate amount of up to Rs. 50,08,50,000/- (Rupees Fifty***

Crores Eight Lacs and Fifty Thousand Only), on such further terms and conditions as may be finalized by the Board of Directors to the person belonging to non-promoter category, for cash, to the below mentioned person ("**Proposed Allottee**"):

Details of the Proposed Allottee	Category	Number of Equity Shares	Amount Per Equity Share	Amount (Rs.)
Sageone-Flagship Growth OE Fund	Non-promoter	143000	2100/-	30,03,00,000/-
Sanshi Fund-1	Non-promoter	71500	2100/-	15,01,50,000/-
Mr. Ashish Rameshchandra Kacholia	Non-promoter	24000	2100/-	5,04,00,000/-
Total		2,38,500		50,08,50,000/-

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottee shall be required to bring in 100% of the consideration for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- The pre-preferential shareholding of the Proposed Allottee and Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares to be allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- Allotment of Equity Shares shall only be made in dematerialized form.
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects, including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT in terms of regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of calculating the floor price for the issue of shares is Thursday, November 20, 2025, being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM scheduled to be held on December 20, 2025, to consider this Preferential Issue ("**Relevant**"),

Date”). The floor price has been determined in terms of regulation 166A of SEBI ICDR Regulations, which states that the floor price shall be the higher of the floor price determined under regulation 164(1) of the SEBI ICDR Regulations or the price determined in accordance with the provisions of the Articles of Association of the issuer;

RESOLVED FURTHER THAT pursuant to the provisions of the Act & Rules, the name of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and that the private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares, as prescribed under the Act after passing of this resolution with a stipulation that the allotment of the said equity shares would be made only upon receipt of the in-principle approval from the Stock Exchange, receipt of the consideration as aforesaid, receipt of permission from any regulatory or statutory authority and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the amount received by the Company for application of the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies, in accordance with Section 42 of the Companies Act and rules made thereunder;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for ‘in-principle’ approval of the Equity Shares to be issued and allotted to the above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

2. To approve the issuance of up to 24,662 equity shares on a preferential basis.

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) (**“the Act”**), the Memorandum and Articles of Association of the

Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“**SEBI Listing Regulations**”), the Securities and Exchange Board of India Act, 1992, as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts (Regulation) Rules, 1957, other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“**SEBI**”), and/ or the stock exchanges where the shares of the Company are listed, the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited (“**BSE**” or the “**Stock Exchange**”) on which the equity shares of the Company (“**Equity Shares**”) are listed, Depositories Act 1996 and the rules framed thereunder, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019 read with the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), and subject to any other provisions of applicable law [including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued thereunder from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India, the SEBI, the Stock Exchanges, Registrar of Companies, Uttar Pradesh and such other statutory/ regulatory authorities (hereinafter collectively referred to as “**Regulatory Authorities**”)], in each case to the extent applicable and including any amendment(s), modification(s) or re-enactment thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions of the Regulatory Authorities as may be necessary or required and such conditions as may be imposed or prescribed by them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), and in accordance with the Share Purchase Agreement (“**SPA**”) executed amongst the Company, Progota India Private Limited (“**Progota**”), its Shareholder (“**Seller**”) and other transaction documents, the consent and approval of the Members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer and allot by way of preferential issue on private placement basis, in one or more tranches, up to 24,662 (Twenty-Four Thousand Six Hundred Sixty-two) fully paid-up Equity Shares of the Company (“**Subscription Shares**”) having face value of INR 10/- each, at a price of INR 2100/- (Indian Rupees Two Thousand One Hundred only) per Equity Share [including premium of INR 2090/- (Indian Rupees Two Thousand Ninety only) per Equity Share], which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the following persons (“**Proposed Allottee**”/ “**Seller**”), who is not promoter and do not belong to the promoter(s) and the promoter group of the Company, for consideration other than cash towards payment of the purchase consideration of INR 5,17,90,200/- (INR Five Crores Seventeen Lakh Ninety Thousand Two Hundred Only only), payable by the Company to the Proposed Allottee, for the acquisition of up to 17,691 (Seventeen Thousand Six Hundred Ninety One) equity shares of INR 10/- each (“**Purchase Shares**”), representing 7.73% of the equity share capital of “Progota” held by the Proposed Allottee, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The details of the Proposed Allottee and the maximum number of Equity Shares of the Company

proposed to be allotted are set forth in the table below:

Name and address of the Proposed Allottee	Category of the Proposed Allottee	Number of Equity Shares of Rs. 10/- each of Progota to be acquired	Maximum Number of Equity Shares of INR 10/- to be allotted	Amount Per Equity Share (INR) (Including Premium)	Amount in INR (including premium)
Mr. Krishan Kumar Agarwal S/o Shri Raghu Nath R/o C 2-190, Janakpuri, Near Central School West Delhi, Delhi-110058.	Non-promoter (Individual)	17691	24662	2100/-	5,17,90,200/-
Total		17691	24662	2100/-	5,17,90,200/-

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Subscription Shares to be issued and allotted is Thursday, November 20, 2025, being the date 30 (Thirty) days prior to the date of the Extra-Ordinary General Meeting on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Proposed Allottee under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under the applicable laws:

1. The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
2. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
3. The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and/ or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
4. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

5. The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
6. The Subscription Shares to be allotted to the Proposed Allottee shall be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
7. The Subscription Shares so offered, issued and allotted to the Proposed Allottee are being issued for consideration other than cash, towards discharge of purchase consideration payable by the Company for acquisition of the Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.
8. The Subscription Shares shall be allotted to the Proposed Allottee subject to the transfer and receipt of the Purchase Shares from the Proposed Allottee, i.e. for consideration other than cash, in terms of the provisions of the SPA.
9. No partly paid-up Subscription Shares shall be issued and allotted.
10. The Subscription Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT if any of the Proposed Allottee(s) fails to transfer the entire capital held by him/ her/it in Progota to the Company or is found not eligible for the Preferential Allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any shares to the said Proposed Allottee(s).

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and the SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of Subscription Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary,

modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any Regulatory Authorities involved in or concerned with the issue of the Equity Shares; making applications to the Stock Exchanges for obtaining in-principle approvals; listing and trading of Equity Shares; filing requisite documents with the MCA and other Regulatory Authorities; filing of requisite documents with the depositories; to resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Subscription Shares; to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the preferential issue, as required under the applicable laws; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including the execution of any documents on behalf of the Company and to represent the Company before any governmental or Regulatory Authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

**For & on behalf of the Board of Directors
Concord Control Systems Limited**

**Puja Gupta
Company Secretary & Compliance Office**

Date: November 27, 2025

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, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 (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 compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, read with other related SEBI circulars, including Circular No.

SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the EGM of the Company is being held through VC / OAVM.

2. Pursuant to Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast a vote for the members is not available for this EGM. However, the Body Corporate/ Institutional / Corporate members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
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 **November 21, 2025**. Members may note that the 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. Ltd. for facilitating voting through electronic means, as the authorised e-voting agency.
12. 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., Saturday, December 13, 2025**. 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.

13. 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.
14. The Board of Directors have appointed CS Amit Gupta of M/s Amit Gupta & Associates, Practicing 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.
15. 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 INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Wednesday, December 17, 2025 at 9.00 A.M. and ends on Friday, December 19, 2025, at 5:00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Saturday, December 13, 2025**, 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 a remote e-voting facility to their 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 facilities 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 the ease and convenience of participating in the 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 the e-Voting facility.

1. Pursuant to above said SEBI Circular, **the Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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 4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> 1. 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 their User ID/ Password are advised to use the Forget User ID and Forget Password options available at aforementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through the 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 toll free No. 1800 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:

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

Note: If you have not received any user ID or password, please email from your registered email ID or contact the i-vote helpdesk team. (Email ID and contact number are mentioned in the 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 the 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 has having valid email address, the 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 the '**EVENTS**' option on the investor portal.
- Select an event for which you desire to vote under the dropdown option.
- Click on the "**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 a confirmation message on the display screen and you will also 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 a vote on a resolution is casted, it cannot be changed subsequently.
- Shareholders can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under the "**PROFILE**" option on the investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

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

NOTE: If the Custodian have registered on to the 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 has having valid email address, the Password will be sent to his / her registered e-mail address).

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

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

Investor Mapping:

- First, you need to map the investor with your user ID under the “**DOCUMENTS**” option on the custodian portal.
 - Click on the “**DOCUMENT TYPE**” dropdown option and select the document type power of attorney (POA).
 - Click on Upload document “**CHOOSE FILE**”, and upload the power of attorney (POA) or board resolution for the 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 the “**VOTE FILE UPLOAD**” option from the left-hand side menu on the custodian portal.
- Select the Event under the dropdown option.
- Download the sample voting file and enter relevant details as required, and upload the same file under the upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen, and you can also check the file status on display (Once a vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under the “**PROFILE**” option on the custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	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, 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

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

- The Members may attend the AGM 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, the **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under the ‘**EVENTS**’ option on the investor portal.
- Select an event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining a virtual meeting, you need to click on the “**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 the 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 the 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/investors have any queries regarding the virtual meeting, you may refer to the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under the download section, or you can email us at ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

**For & on behalf of the Board of Directors
Concord Control Systems Limited**

**Date: November 27, 2025
Place: Lucknow**

**Puja Gupta
Company Secretary & Compliance Officer**

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 Items No. 1 & 2 of the accompanying Notice dated November 25, 2025:

Item No. 1 & 2:

The members of the Company are hereby informed that as a part of growth strategy, the Company is in requirement of additional funds, thus it is proposed to issue equity shares to certain identified persons on preferential basis in accordance with the provisions of section 23, 42 and 62 of the Companies Act, 2013 (“the Act”) read with other applicable provisions and relevant rules framed thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“ICDR Regulations”) and any other applicable laws. The equity shares shall be issued at an issue price determined in terms of the provisions of ICDR Regulations.

The following disclosure is made in accordance with the provisions of the Companies Act, 2013 (“the Act”) and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended thereof (hereinafter referred to as “SEBI (ICDR) Regulations”).

The Board of Directors of the Company at their meeting held on November 25, 2025, subject to the approval of the members of the Company and such other approvals as may be required, and after exploring various options of raising funds had approved the proposal for raising funds by way of issuance and allotment of securities of the Company for an amount up to Rs. 50,08,50,000/- (Rupees Fifty Crores Eight Lacs and Fifty Thousand Only), to the proposed allottees by way of issue of 2,38,500 (Two Lakhs Thirty-Eight Thousand Five Hundred) Equity Shares for cash consideration at the issue price of Rs. 2100/- (Rupees Two Thousand One Hundred Only) including a Security Premium of Rs. 2090/- (Rupees Two Thousand Ninety Only), preferential basis to the following identified persons belonging to the public category (“Proposed Allottees”):

Details of the Proposed Allottee	Category	Number of Equity Shares	Amount Per Equity Share	Amount (Rs.)
Sageone-Flagship Growth OE Fund	Non-promoter	143000	2100/-	30,03,00,000/-
Sanshi Fund-1	Non-promoter	71500	2100/-	15,01,50,000/-
Mr. Ashish Rameshchandra Kacholia	Non-promoter	24000	2100/-	5,04,00,000/-
Total		2,38,500		50,08,50,000/-

Moreover, your Company is engaged in the business of manufacturing and supplying coach-related and electrification products for Indian Railways and other Railway Contractors. The Company is an approved vendor by the Research Design and Standards Organisation (“RDSO”) to manufacture and supply these products for the Indian Railways. The Company has been consistently exploring opportunities in the market for acquisition and investment in new businesses and territories as part of its growth strategy. This strategy

aims to achieve long-term strategic business objectives and create sustainable value for the Company's shareholders. This also helps the Company reinforce its position as a key player in the Railway Components Industry. In line with these objectives, it is proposed to increase its stake in Progota India Private Limited ("Progota"). Accordingly, the Company, Progota and Seller/proposed allottee have executed the Share Purchase Agreement for the acquisition of the 7.73% more equity stake in Progota, to increase the stake of the Company against the consideration of INR 5,17,90,200/- (Indian Rupees Five Crores Seventeen Lakh Ninety Thousand Two Hundred Only), which is proposed to be paid by issue of equity shares by the Company to the seller.

Pursuant to the aforesaid approval of the Board of Directors and subject to shareholders' and regulatory approvals, as well as the satisfaction of the terms and conditions of the Share Purchase Agreement, the Company proposes to issue up to 24,662 (Twenty-Four Thousand Six Hundred Sixty-two) fully paid-up equity shares of INR 10/- (Indian Rupees Ten only) each ("Equity Shares") at a price of INR 2100/- (Indian Rupees Two Thousand One Hundred) per Equity Share, inclusive of a premium of INR 2090/- (Indian Rupees Two Thousand Ninety only) per Equity Share to discharge the purchase consideration of INR 5,17,90,200/- (Indian Rupees Five Crores Seventeen Lakh Ninety Thousand Two Hundred Only, payable to the Seller/proposed allottee, for the acquisition of the Sale Shares of Progota, pursuant to a share swap, in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (hereinafter referred to as "ICDR Regulations").

The proposed issue, aggregating to INR 5,17,90,200/- (Indian Rupees Five Crores Seventeen Lakh Ninety Thousand Two Hundred Only), will be made to the Seller (the "Proposed Allottee") on a preferential basis, in accordance with the Companies Act, 2013 read with Rules made thereunder (hereinafter referred to as "the Act"), the Foreign Exchange Management Act, 1999 ("FEMA") read with Rules & Regulations made thereunder, and the ICDR Regulations and other applicable laws. The issue and allotment of Equity Shares to the Proposed Allottee shall be subject to receipt of necessary approvals from the statutory authorities, the Stock Exchanges, Depositories, etc. Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares by the Company.

The shareholders are informed that pursuant to the provisions of Section 42 of Companies Act, 2013 (the "Act") and Rules made thereunder and in accordance with the provisions of Chapter V of "Preferential Issue" of the ICDR Regulations as amended and on terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board, therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to offer, issue and allot 2,38,500 equity shares for consideration in cash and 24,662 equity shares for consideration other than cash on a preferential basis to the proposed allottees.

It may be noted that all equity shares of the Company are already fully paid up as on the date.

The Company has obtained the Permanent Account Numbers of the proposed allottees.

The proposed issue and allotment of Equity Shares, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act, 2013, read with the applicable provisions of the rules made thereunder. Further, in terms of Regulation 163(1) of the SEBI ICDR Regulations and as prescribed under the Companies Act, 2013, certain disclosures are required to be made to the Members of the Company,



which form part of this Explanatory Statement to the Notice. Without generality to the above, the **salient features of the preferential issue of equity shares** are:

1. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- A. to meet the working capital requirements;
- B. Business acquisitions and Investment in Subsidiaries – For undertaking Business acquisitions investments in or providing loans to the subsidiaries of the Company for the purposes of development of existing and new projects;
- C. Up to 25% (twenty-five percent) of the Issue Proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

Moreover, the object of the proposed Preferential Issue for the consideration other than cash is to issue and allot up to 24,662 (Twenty-Four Thousand Six Hundred Sixty-two only) fully paid-up Equity Shares of INR 10/- each of the Company to discharge the consideration of INR 5,17,90,200/- (Indian Rupees Five Crores Seventeen Lakh Ninety Thousand Two Hundred Only) for acquiring 17691 (Seventeen Thousand Six Hundred Ninety One) equity shares of Progota from the Proposed Allottee, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments, including money market mutual funds, deposits in scheduled commercial banks, cash credit accounts with scheduled commercial banks, securities issued by the government of India or any other investments as permitted under applicable laws.

2. The maximum number and kind of securities offered, and the price at which the security is being offered

For consideration in cash: Up to 2,38,500 (Two Lakh Thirty-Eight Thousand Five Hundred) of the face value of INR 10/- per Equity Share of the Company, in one or more tranches, by way of preferential issue, for cash, at an issue price of INR 2100/- (Indian Rupees Two Thousand One Hundred only) inclusive of a premium of INR 2090/- (Indian Rupees Two Thousand Ninety only) per Equity Share, aggregating up to Rs. 50,08,50,000/- (Rupees Fifty Crores Eight Lacs and Fifty Thousand Only), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

For consideration other than cash: Up to 24,662 (Twenty-Four Thousand Six Hundred Sixty-two only)



Equity Shares of the face value of INR 10/- per Equity Share of the Company, in one or more tranches, by way of preferential issue, for consideration other than cash, at an issue price of INR 2100/- (Indian Rupees Two Thousand One Hundred only) per Equity Share, inclusive of a premium of INR 2090/- (Indian Rupees Two Thousand Ninety only) per Equity Share, aggregating to INR 5,17,90,200/- (Indian Rupees Five Crores Seventeen Lakh Ninety Thousand Two Hundred Only), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3. Particulars of the offer, including date of passing of Board resolution, kind of securities offered, class of persons, maximum number of securities to be issued and the Issue Price

The Board at their meeting held on November 25, 2025, have, subject to the approval of the Members of the Company and such other approvals as may be required, approved to offer, issue and allot up to 2,38,500 Equity shares of face value Rs. 10/- (Rupees Ten only), at a price of Rs. 2100/- each (including security premium of Rs. 2090/- per share) payable in cash aggregating up to Rs. 50,08,50,000/- (Rupees Fifty Crores Eight Lacs Fifty Thousand Only) to persons/entities enlisted below ("Proposed Allottees") belonging to persons other than promoter and Promoter Group of the Company (i.e. public category) on a preferential basis ("Preferential Issue").

Moreover, the Board at their meeting held on November 25, 2025, have, subject to the approval of the Members of the Company and such other approvals as may be required, approved to offer, issue and allot up to 24,662 (Twenty-Four Thousand Six Hundred Sixty-two) fully paid-up equity shares of INR 10/- (Indian Rupees Ten only) each at a price of INR 2100/- (Indian Rupees Two Thousand One Hundred) per Equity Share, inclusive of a premium of INR 2090/- (Indian Rupees Two Thousand Ninety only) per Equity Share to discharge the purchase consideration of INR 5,17,90,200/- (Indian Rupees Five Crores Seventeen Lakh Ninety Thousand Two Hundred Only, payable to the Seller/proposed allottee belonging to persons other than promoter and Promoter Group of the Company (i.e. public category), for the acquisition of the Sale Shares of Progota, pursuant to a share swap, as per the terms and conditions of the Share Purchase Agreement.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The Equity Shares of the Company are listed on the SME platform of Bombay Stock Exchange ("BSE"). The equity shares of the Company are frequently traded in accordance with Regulation 164(5) of the SEBI ICDR Regulations.

The Board has decided the price of Rs. 2100/- for the issue and allotment of equity shares pursuant to this resolution.

The issue price is determined in accordance with the preferential issue guidelines given in ICDR Regulations, 2018 and subsequent amendments thereto, which is based on the relevant date, i.e., November 20, 2025, which is thirty days prior to this meeting of members. The consideration for the proposed issue shall be received in cash by way of a banking channel only. In terms of Regulation 164(1) of ICDR Regulations, the price at which shares shall be allotted shall not be less than the higher of the following:

- a. the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date (i.e. INR 1564.04 in the present case)

- b. the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date (i.e. INR 2089.00 in the present case)
- c. Price determined through the valuation report from an independent registered valuer: Pursuant to a valuation report by an independent registered valuer in terms of the provisions of Regulation 163(3) of the ICDR Regulations, on the relevant date, i.e. INR 1460.31 /- per Equity Share; OR
- d. The floor price, determined in accordance with the provisions of the Articles of Association of the Company.

It is to be noted that the Articles of Association of the Company do not provide for any method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. A certificate is obtained from Mr. Amit Gupta of Amit Gupta & Associates (FCS 5478, CP No. 4682), Practicing Company Secretary, confirming the minimum price for the preferential issue as per the Preferential Issue Regulations in Chapter V of ICDR Regulations, 2018 and showing the calculation thereof and the same is available at the website of the Company at the weblink: <https://www.concordgroup.in>.

The proposed Preferential Issue in item no. 1, is not expected to result in a change in control, and the proposed Preferential Issue does not envisage the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to the Proposed Allottee acting in concert. Accordingly, the valuation report from an independent registered valuer in terms of Regulation 166A is not required to be obtained.

Moreover, for the issue of equity shares for consideration other than cash as proposed in item no. 2, the Company is required to obtain a valuation report from an independent registered valuer and consider the same for determining the price, in terms of Regulation 163(3) of the ICDR Regulations. Accordingly, in terms of the provisions of Regulation 163(3) of the ICDR Regulations, the price has been determined by the Valuation Report issued by the Independent Registered Valuer through the Valuation Report issued by Mr. Niraj Kumar Verma, Registered Valuer (IBBI Registration No. - IBBI/RV/05/2019/12030). The said report is available on the website of the Company at www.concordgroup.in. Considering the above, the minimum price at which the equity shares on a Preferential basis can be issued comes to INR 2089/- each, as per Regulation 164(1) read with Regulation 163(3) of the ICDR Regulations. The Seller's consideration is in conformity with the aforesaid Valuation Reports.

The Valuation Reports will be submitted to Stock Exchanges (as defined hereinafter) in due course in accordance with the SEBI ICDR Regulations.

The above shall be available for inspection by the Members during the meeting/ at the registered office of the Company, and will also be made available on the website of the Company, i.e. <https://concordgroup.in/corporate-announcement.php>.

Accordingly, the management of the Company has approved the pricing of the Equity Shares for the Preferential Issue as INR 2100/- (Indian Rupees Two Thousand One Hundred only) per Equity Share, which is not less than the floor price determined in the manner set out above.

In the aforesaid Valuation Report, the Registered Valuer has confirmed that the swap ratio of 1.394038:1 is fair and reasonable. The Swap Ratio is based on Management approved price at which Concord/Listed Entity

can issue equity shares of Concord, which is not less than the floor price of the equity shares of Concord in terms of Regulation 164(1) of the ICDR Regulations and the Negotiated price of equity shares of Progota, which is not higher than the fair value of equity shares of Progota as per internationally accepted valuation methodologies. This means Concord/Listed Entity shall issue its 1.394038 equity shares against each share of Progota. The Seller/Proposed Allottee hold 17691 Equity Shares of Rs. 10/- each and is proposed to be issued 24662 (twenty-four thousand six hundred sixty-two only) Equity Shares of Rs. 10/- each, as per the swap ratio of 1.394038:1 .

5. The amount which the Company intends to raise by way of such securities

For the resolution proposed at item no. 1: Up to Rs. 50,08,50,000/- (Rupees Fifty Crores Eight Lacs Fifty Thousand Only).

For the resolution proposed at item no. 2: NIL, as the Equity Shares are proposed to be issued to the Proposed Allottee as consideration other than cash, against the acquisition of 17691 (Seventeen Thousand Six Hundred Ninety-one) equity shares of INR 10/- each, representing ~ 7.73% of the equity share capital of Progota, from the Proposed Allottee.

6. Name of the proposed allottees and the no. of shares proposed to be allotted to them:

For the resolution proposed at item no. 1:

Details of the Proposed Allottee	Category	Number of Equity Shares	Amount Per Equity Share	Amount (Rs.)
Sageone-Flagship Growth OE Fund	Non-promoter	143000	2100/-	30,03,00,000/-
Sanshi Fund-1	Non-promoter	71500	2100/-	15,01,50,000/-
Mr. Ashish Rameshchandra Kacholia	Non-promoter	24000	2100/-	5,04,00,000/-
Total		2,38,500		50,08,50,000/-

For the resolution proposed at item no. 2:

S. No.	Name and address of the Proposed Allottee	Category of the Proposed Allottee	Number of Equity Shares of Rs. 10/- each of Progota to be acquired	Maximum Number of Equity Shares of INR 10/- to be allotted at the issue price of INR 2100/- per share	Amount in INR (including premium)

1.	Krishan Kumar Agarwal S/o Shri Raghu Nath R/o C 2-190, Janakpuri, Near Central School West Delhi, Delhi-110058.	Individual (Non- Promoter)	17691	24,662	5,17,90,200/- (Indian Rupees Five Crores Seventeen Lakh Ninety Thousand Two Hundred Only /-
----	---	-------------------------------	-------	--------	---

It is also confirmed that:

- The Company has obtained the details of ultimate beneficial owners of non-individual proposed allottees; and
- The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee;

7. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

No Promoter & Promoter Group / Directors / Key Managerial personnel of the Company intend to subscribe to the shares under the Preferential Issue.

8. Payment of consideration:

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations, full consideration of specified securities other than shares shall be paid by the allottees at the time of allotment of such specified securities, except in the case of shares issued for consideration other than cash.

9. Relevant date:

In terms of regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of calculating the floor price for the issue of Shares is Thursday, November 20, 2025, being the working day preceding the date that is 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting (EGM) scheduled to be held on December 20, 2025, to consider this Preferential Issue.

10. Time frame within which the preferential allotment shall be completed:

As required under the SEBI ICDR Regulations, the shares pursuant to Preferential Issue shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this special resolution provided that where the issue and allotment of shares are pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

11. The current and proposed status of the allottee(s) post Preferential Issue:

For the resolution proposed at item no. 1:

Sr. No.	Names of the proposed allottees	Current Status	Proposed Status (post preferential issue)
1.	M/s. Sageone-Flagship Growth OE Fund	Non-Promoter	Non-Promoter
2.	M/s. Sanshi Fund-1	Non-Promoter	Non-Promoter
3.	Mr. Ashish Rameshchandra Kacholia	Non-Promoter	Non-Promoter

For the resolution proposed at item no. 2:

Sr. No.	Names of the proposed allottees	Current Status	Proposed Status (post preferential issue)
1.	Mr. Krishan Kumar Agarwal S/o Shri Raghu Nath R/o C 2-190, Janakpuri, Near Central School West Delhi, Delhi-110058.	Non-Promoter	Non-Promoter

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

For the resolution proposed at item no. 1:

Sr No	Names of the proposed allottees	Category	Details of Ultimate Beneficial Owners
1.	M/s. Sageone-Flagship Growth OE Fund	Alternative Investment Fund (Non-Promoter)	1. Mr. Samit S Vartak 2. Ms. Sonal Samit Vartak
2.	M/s. Sanshi Fund-1	Alternative Investment Fund (Non-Promoter)	1. Ms. Saranya Agrawal 2. Ms. Divyanshi Agrawal
3.	Mr. Ashish Rameshchandra Kacholia	Individual (Non-Promoter)	Not applicable

For the resolution proposed at item no. 2:

Sr No	Names of the proposed Allottee	Category	Details of Ultimate Beneficial Owners
1.	Mr. Krishan Kumar Agarwal S/o Shri Raghu Nath R/o C 2-190, Janakpuri, Near	Individual (Non-Promoter)	Not Applicable

	Central School West Delhi, Delhi-110058.		
--	---	--	--

13. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and the Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post preferential offer capital that may be held by them :

Sr. No.	Names of the proposed allottees	Category/ Class of proposed allottees	Holding Pre-preferential Issue		Shares proposed to be allotted	Post Preferential issue holding*	
			No. of Shares	%		No. of Shares	%
1.	M/s. Sageone-Flagship Growth OE Fund	Non-Promoter	-	0.00	143000	143000	1.38
2.	M/s. Sanshi Fund-1	Non-Promoter	-	0.00	71500	71500	0.69
3.	Mr. Ashish Rameshchandra Kacholia	Non-Promoter	122292	1.21	24000	146292	1.41
	Total		1,22,292	1.21	2,38,500	360792	3.48
4.	Mr. Krishan Kumar Agarwal	Non-Promoter	-	0.00	24,662	24,662	0.24
	Total		1,22,292	1.21	2,63,162	3,85,454	3.72

**Note: Assuming full subscription of equity shares*

14. Change in control, if any, in the issuer consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company pursuant to the proposed issue and allotment of equity shares on a preferential basis.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the allotment of equity shares.

15. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as the price:

The preferential allotment made by the Company during the current FY 2025-26 is as follows:

Details of Allottee	Category	Number of Equity Shares	Amount Per Equity Share	Amount (Rs.)	Post Preferential issue holding
Mr. Velukutty Sadasivan	Public	24681	1418.08/-	3,50,00,000/-	0.39
Total		24681		3,50,00,000/-	0.39

16. The justification for the allotment proposed to be made for consideration other than cash, together with a valuation report of the registered valuer:

For the resolution proposed at item no. 1: Not applicable. Since the allotment of shares is made for consideration payable in cash.

For the resolution proposed at item no. 2: To conserve the financial resources of the Company and to strengthen its industry position, the Company has decided to acquire 17691 equity shares of Progota from the Seller/Proposed Allottee against the exchange of fresh equity of the Company, as the consideration payable to the Proposed Allottee.

The Company intends to acquire Sale Shares of Progota and proposes to discharge the purchase consideration payable to the Proposed Allottee for the acquisition of the Sale Shares by the issuance of its Equity Shares pursuant to a share swap, in accordance with the SEBI ICDR Regulations and other applicable laws. As per the provisions of the SEBI ICDR Regulations, a valuation report is required to be undertaken by an Independent Registered Valuer where securities are issued on a preferential basis for consideration other than cash.

In accordance with the provisions of the ICDR Regulations, the Company has obtained Valuation Reports and the Committee of Directors at its meeting held on November 25, 2025, has taken the same on record. The said Valuation Reports shall remain available for inspection by the Members during the meeting and will also be made available on the website of the Company, i.e. <https://concordgroup.in/corporate-announcement.php>.

17. Lock-in period:

In accordance with the provisions of Chapter V of the ICDR Regulations, the entire pre-preferential allotment shareholding, if any, of the investor(s) shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of shares as per regulation 167(6) of the SEBI ICDR Regulations. In our case, all the allottees do not have any pre-preferential shares.

18. Listing:

The Company will make an application to the SME Platform of BSE ("Stock Exchange") at which the existing shares are already listed, for listing of the equity shares. Such Equity Shares, once allotted, shall rank pari passu with the then existing equity shares of the Company, in all respects, including voting rights and dividends.

19. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Nil.

20. Undertaking for Re-computation of Issue Price:

The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.

21. Undertaking that if the amount payable on account of the re-computation of price is not paid:

No undertaking to the effect that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the allottee(s), is required as the provisions of Regulation 164(3) of ICDR Regulations regarding the re-computation of the price of the Equity Shares is not applicable on the Company as the price has been determined in accordance with Regulation 164(1) of the ICDR Regulations.

22. Shareholding pattern of the issuer before and after the preferential issue: As per Annexure A of the Notice.

23. Disclosure specified in Schedule VI regarding a willful defaulter or a fraudulent borrower/ fugitive, if any:

Neither the Company nor its promoters nor its directors have been identified as a willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company has been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

24. Practicing Company Secretary Certificate:

A copy of the certificate from Mr. Amit Gupta of Amit Gupta & Associates (FCS 5478, CP No. 4682), Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Regulation 163(2) of Chapter V of SEBI (ICDR) Regulations, 2018.

The same shall also be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) from 10:00 A.M. to 5:00 P.M. up to the date of the Extra-Ordinary General Meeting, and all also be available during the Extra-Ordinary General Meeting. It is also uploaded on the website of the Company at the weblink <https://concordgroup.in/corporate-announcement.php>.

25. Name and address of the valuer who performed the valuation:

The Valuation Report dated November 25, 2025, from Mr. Niraj Kumar Verma, an independent Registered Valuer, having office at 569GA/27, Sambhar Khera, Near Apollomedics Super Speciality Hospitals, Kanpur Road, Lucknow – 226012, Uttar Pradesh, has been obtained.

26. Principal terms of assets charged as securities

Not applicable.

27. Other disclosures:

- a) None of its Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- b) The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations;
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- d) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered into with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) Provisions of Regulation 166A of Chapter V of ICDR Regulations are not applicable to the Company as the proposed Preferential Issue does not envisage a change in control or allotment of more than 5% of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert.
- f) The Proposed Allottee has not sold or transferred any equity shares during the 90 trading days preceding the Relevant Date

28. Material terms of the proposed Preferential Issue of the shares:

The material terms of the proposed preferential issue of the equity shares are stipulated in the Special Resolution as set out in Items No. 1 & 2 of this Notice.

Post allotment, pursuant to preferential issue of Equity Shares, as proposed in items no. 1 & 2, there will be an increase in equity share capital by INR 26,31,620 (Indian Rupees Twenty-six Lakhs Thirty-one Thousand Six Hundred twenty only), and there will be an increase in securities premium by INR 55,00,08,580/- (Indian Rupees Fifty Five Crores Eight Thousand Five Hundred Eighty only).

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the shareholders for the issue and allotment of the Equity Shares to the Proposed Allottee is being sought by way of a special resolution as set out in the said Items No. 1 & 2 of the Notice.

The issue of the Subscription Shares pursuant to the Preferential Issue would be within the authorised share capital of the Company.

Documents referred to in the notice/explanatory statement will be available for inspection by the Members as per applicable laws.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its shareholders and, therefore, recommends the resolution at Items No. 1 & 2 of the accompanying Notice for approval by the Members as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Items No. 1 & 2 of this notice, except to the extent of their shareholding in the Company.

Annexure A

Shareholding Pattern of the Company before and after the Preferential Issue

Sr. No.	Category of shareholding	Pre issue		No. of Equity Shares to be Allotted	Post issue	
		Total No. of shares	% of Total No. of Shares		Total No. of Shares	% of Total No. of Shares
(A)	Shareholding of Promoter and Promoter Group					
1	Indians					
	Individuals / Hindu Undivided Family	67,60,000	66.80	-	67,60,000	65.10
	Bodies Corporate	-	-		-	
	Sub Total (A) (1)	67,60,000	66.80	-	67,60,000	65.10
2	Foreign					
	Individuals (Non-Resident Individuals / Foreign Individuals) (A)(2)	-	-	-	-	
	Sub Total (A)	67,60,000	66.80		67,60,000	65.10
(B)	Public Shareholdings					
1	Institutional Investors					
	Alternate Investment Funds	16400	0.16	214500	230900	2.22
2	Central Government/State Government (s)/ President of India					
3	Non-Institutions					
	Individual	2840665	28.07	48662	2889327	27.83
4	NBFCs Registered with	-	-			

Sr. No.	Category of shareholding	Pre issue		No. of Equity Shares to be Allotted	Post issue	
		Total No. of shares	% of Total No. of Shares		Total No. of Shares	% of Total No. of Shares
	RBI					
5	Employee Trusts	-	-			
	Bodies Corporates/ LLP	305302	3.02	-	305302	2.94
	NRI	82800	0.82	-	82800	0.80
6	Any Other (Specify)					
	a) HUF	101800	1.00	-	101800	0.98
	b) Firm(s)	-	-	-	-	-
	c) Other (Clearing Member/House - Corp)	13200	0.13	-	13200	0.13
	d) Bonus Escrow suspense demat account	75	0.00	-	75	-
	Sub Total (B)	3360242	33.20	263162	3623329	34.90
	TOTAL (A+B)	10120242	100.00	263162	10383404	100.00
(C)	Non-Promoter - Non-Public					
1	Shares underlying DRs	-	-		-	-
2	Shares held by Employee Trust	-	-		-	-
	Sub-Total (C)	-	-		-	-
	Grand Total (A+B+C)	10120242*	100.00	263162	10383404*	100.00

* includes 75 bonus shares held in a bonus Escrow Suspense Demat Account.

**For & on behalf of the Board of Directors
Concord Control Systems Limited**

**Puja Gupta
Company Secretary & Compliance Officer**

Date: November 27, 2025



Place: Lucknow