



CONCORD\BSE\21\2025-26

June 03, 2025

The Secretary,
Listing Department,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001, Maharashtra

Scrip Code: 543619; Symbol: CNCRD ISIN: INE0N0J01014

Sub: Intimation & Notice of Extra – Ordinary General Meeting of the Company

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

We would like to inform that the Extra-Ordinary General Meeting (“EGM”) of the Shareholders (“the Shareholders” or the “Members”) of Concord Control Systems Limited (“Concord” or “the Company”) is scheduled to be held on **Friday, June 27, 2025 at 12:30 P.M.** through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’) facility to transact the following special businesses: -

1) Item No. 1- To approve issuance of equity shares on preferential basis:

Please find enclosed herewith the Notice of aforesaid EGM of the Company. The said Notice is also uploaded on the website of the Company at www.concordgroup.in.

We humbly request you to kindly take the above on your records.

Thanking You,

Yours’ Sincerely,

for Concord Control Systems Limited

Puja Gupta
Company Secretary & Compliance Officer
M. No.: A28664

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 (**01/2025-26**) will be held on **Friday, June 27, 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 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, Advanced Rail Controls Private Limited (“**ARC**”), its Shareholder (“**Seller**”) dated March 31, 2025 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 24,681 (Twenty-Four Thousand Six Hundred Eighty One) fully paid-up Equity Shares of the Company (“**Subscription Shares**”) having face value of INR 10/- each, at a price of INR 1,418.08/- (Indian Rupees One Thousand Four Hundred Eighteen and Eight Paise only) per Equity Share [including premium of INR 1,408.08/- (Indian Rupees One Thousand Four Hundred Eight and Eight Paise 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 3,50,00,000/- (INR Three Crores Fifty Lakh only), payable by the Company to the Proposed Allottee, for the

acquisition of up to 3,06,400 (Three Lakh Six Thousand Four Hundred) equity shares of INR 10/- each (“**Purchase Shares**”), representing 10% of the equity share capital of ARC 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 ARC 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. Velukutty Sadasivan S/o Mr. Velukutty M, Aishwarya, Chamavila, Kudayal, P O Anavoor Village, Kunnathukal, Kudayal, Thiruvananthapuram, Kerala, 695505	Non-promoter (Individual)	3,06,400	24,681	1,418.08/-	3,50,00,000/-
Total		3,06,400	24,681	1,418.08/-	3,50,00,000/-

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 Wednesday, May 28, 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 ARC 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: June 02, 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 Extraordinary 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 **May 30, 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, June 21, 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 **Tuesday, June 24, 2025 at 9.00 A.M. and ends on Thursday, June 26, 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, June 21, 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	<p>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.</p> <p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>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</p>

	<p>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	<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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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: June 02, 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 Item No. 1 of the accompanying Notice dated June 02, 2025:

Item No. 1:

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, the Company has made an investment of around 12 crores in F Y 2024-25 by way of the acquisition of a 90% equity stake in Advanced Rail Controls Private Limited (“ARC”).

The issued, subscribed and paid-up share capital of ARC is INR 3,06,40,000/- (Rupees Three Crores Six Lacs Forty Thousand Only) comprising 30,64,000 equity shares of INR 10/- each. The Company holds the legal and beneficial ownership of 27,57,600 equity shares of Rs. 10/- each of ARC, which represents 90% of the holding of ARC. The Seller/proposed allottee holds the legal and beneficial ownership of 3,06,400 equity shares of INR 10/- each of the ARC, which represents 10% of the holding of ARC.

The Company, ARC and Seller/proposed allottee have executed the Share Purchase Agreement dated 31.03.2025 (SPA) for the acquisition of the remaining 10% equity stake in ARC, to increase the stake of the Company from 90% to 100% and make ARC a wholly owned subsidiary of the Company against the consideration of INR 3,50,00,000/- (Indian Rupees Three Crores Fifty Lakh Only).

The above consideration is based on the: (i) Valuation Report & Fairness opinion dated June 01, 2025 (“Valuation Report”) issued by Mr. Niraj Kumar Verma, Independent Registered Valuer (IBBI Registration No. - IBBI/RV/05/2019/12030) having his office at 569GA/27, Sambhar Khera, Near Apollomedics Super

Speciality Hospitals, Kanpur Road, Lucknow – 226012, Uttar Pradesh; and (ii) pricing certificate dated June 02, 2025 issued by CS Amit Gupta (FCS 5478, CP No. 4682), a Company Secretary in whole-time practice certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Chapter V of SEBI ICDR Regulations. The Seller's consideration is in conformity with the aforesaid Valuation Reports.

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>.

Further Issuance of shares

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 24,681 (Twenty-Four Thousand Six Hundred Eighty-One) fully paid-up equity shares of INR 10/- (Indian Rupees Ten only) each (**"Equity Shares"**) at a price of INR 1418.08/- (Indian Rupees One Thousand Four Hundred Eighteen and Eight Paise only) per Equity Share, inclusive of a premium of INR 1408.08/- (Indian Rupees One Thousand Four Hundred Eight and Eight Paise only) per Equity Share to discharge the purchase consideration of INR 3.50 crore, payable to the Seller/proposed allottee, for the acquisition of the Sale Shares of ARC, 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 **"SEBI ICDR Regulations"**).

The proposed issue, aggregating to INR 3,50,00,000/- (Indian Rupees Three Crores Fifty Lakh 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 SEBI 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.

As per the provisions of Section 62 read with Section 42, and other applicable provisions, if any, of the Act, and in accordance with the provisions of Chapter V - Preferential Issue of the SEBI ICDR Regulations as amended, approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment/ private placement basis.

Therefore, the consent of the Members is being sought by way of a special resolution to issue Equity Shares to the Proposed Allottee in accordance with the provisions of the Act, the SEBI ICDR Regulations and any other applicable laws.

Necessary information/ disclosures in respect of the proposed Preferential Issue in terms of the Act and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

a) Particulars of the offer, including the date of passing of the board resolution:

The Board of Directors of the Company, at its meeting held on May 14, 2025, has authorized a Committee of Directors to finalize the notice convening Extra-Ordinary General Meeting and to do all such acts as may be necessary and proper for the above preferential issue of equity shares, including but not limited to issue price, Relevant Date, date, time, venue, scrutinizer, e-voting agency etc., subject to the approval of the Members and such other approvals as may be required under applicable law. Accordingly, the Board/Committee has approved the issuance, by way of a preferential allotment on a private placement basis, of up to 24,681 (Twenty-Four Thousand Six Hundred Eighty-One only) Equity Shares of the face value of INR 10/- per Equity Share, at a price of INR 1418.08/- (Indian Rupees One Thousand Four Hundred Eighteen and Eight Paise only) per Equity Share, inclusive of a premium of INR 1408.08/- (Indian Rupees One Thousand Four Hundred Eight and Eight Paise only) per Equity Share, aggregating to INR 3,50,00,000/- (Indian Rupees Three Crores Fifty Lakh Only) to the Proposed Allottee, as consideration other than cash, for acquiring 3,06,400 (Three Lacs Six Thousand Four Hundred) equity shares of ARC, having a face value of INR 10/- and representing 10% of the equity share capital of ARC.

The Equity Shares shall be listed on the BSE Limited and shall rank *pari passu* with the existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable laws, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

b) Objects of the Preferential Issue:

The object of the proposed Preferential Issue is to issue and allot up to 24,681 (Twenty-Four Thousand Six Hundred Eighty-One only) fully paid-up Equity Shares of INR 10/- each of the Company to discharge the consideration of INR 3,50,00,000/- (Indian Rupees Three Crores Fifty Lakh Only) for acquiring 3,06,400 (Three Lakh Six Thousand Four Hundred) equity shares of ARC from the Proposed Allottee, pursuant to a share swap, in accordance with the SEBI ICDR Regulations.

c) Kind of securities offered, the price at which the security is being offered, and the total/maximum number of securities to be issued:

Up to 24,681 (Twenty-Four Thousand Six Hundred Eighty-One only) Equity Shares of the face value of INR 10/- per Equity Share of the Company, at a price of INR 1418.08/- (Indian Rupees One Thousand Four Hundred Eighteen and Eight Paise only) per Equity Share, inclusive of a premium of INR 1408.08/- (Indian Rupees One Thousand Four Hundred Eight and Eight Paise only) per Equity Share, aggregating to INR 3,50,00,000/- (Indian Rupees Three Crores Fifty Lakh 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.

d) Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is **Wednesday, May 28, 2025**, being the date 30 (Thirty) days prior to the date of the Extraordinary General Meeting on which the special resolution as set out under Item No. 1 of the accompanying notice, is proposed to be passed, will be reckoned as the "Relevant Date" for the purpose of SEBI ICDR Regulations.

e) Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The Equity Shares are frequently traded on the BSE in terms of the SEBI ICDR Regulations. BSE, being the stock exchange with higher trading volumes for the preceding 90 (ninety) days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The price per share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be the higher of:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date i.e INR 1265.16/- per Equity Share; OR
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date i.e INR 1418.08/- per Equity Share; OR
- 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 SEBI ICDR Regulations, on the relevant date ie. INR 1376.93/- per Equity Share; OR
- The floor price, determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company do not provide for any method of determination for the valuation of shares, which results in the floor price higher than the determined price pursuant to the SEBI ICDR Regulations.

The Company has obtained the (i) Valuation Report and Fairness Opinion dated June 01, 2025 (“Valuation Report”) issued by Mr. Niraj Kumar Verma, Independent Registered Valuer (IBBI Registration No. - IBBI/RV/05/2019/12030) having his office at 569GA/27, Sambhar Khera, Near Apollomedics Super Speciality Hospitals, Kanpur Road, Lucknow – 226012, Uttar Pradesh; and (ii) pricing certificate dated June 02, 2025 issued by CS Amit Gupta (FCS 5478, CP No. 4682), a Company Secretary in whole-time practice certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Chapter V of SEBI 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 1418.08/- (Indian Rupees One Thousand Four Hundred Eighteen and Eight Paise 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 0.080552: 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 SEBI ICDR Regulations and the Negotiated price of equity shares of ARC, which is not higher than the fair value of equity shares of ARC as per internationally accepted valuation methodologies. This means Concord/Listed Entity shall issue its 0.080552 equity shares against each share of ARC. The Seller/Proposed Allottee hold 3,06,400 Equity Shares of Rs. 10/- each and is proposed to be issued 24681 (twenty-four thousand six hundred eighty-one only) Equity Shares of Rs. 10/- each, as per the swap ratio of 0.080552: 1.

f) Amount which the Company intends to raise by way of such securities:

NIL, as the Equity Shares are proposed to be issued to the Proposed Allottee as consideration other than cash, against the acquisition of 3,06,400 (Three Lakh Six Thousand Four Hundred equity shares of INR 10/- each, representing ~ 10% of the equity share capital of ARC, from the Proposed Allottee.

g) The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the Proposed Allottee as detailed below. The Company has obtained the PAN of the Proposed Allottee:

S. No.	Name and address of the Proposed Allottee	Category of the Proposed Allottee	Number of Equity Shares of Rs. 10/- each of ARC to be acquired	Maximum Number of Equity Shares of INR 10/- to be allotted	Amount in INR (including premium)
1.	Mr. Velukutty Sadasivan S/o Mr. Velukutty M, Aishwarya, Chamavila, Kudayal, P O Anavoor Village, Kunnathukal,	Individual (Non-Promoter)	3,06,400	24,681	3,50,00,000/-

	Kudayal, Thiruvananthapuram, Kerala, 695505				
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h) Intent of the Promoters/ Promoters Group, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

None of the Promoters/ Promoters Group, Directors or Key Managerial Personnel, Senior Management or their relatives intend to subscribe to any of the Equity Shares pursuant to the Preferential Issue.

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

Nil.

j) Proposed time frame within which the Preferential Issue shall be completed:

Pursuant to the provisions of the SEBI ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

k) Listing:

The Company will make an application to the Stock Exchanges on which its existing Equity Shares are listed, for listing of the Equity Shares. The Equity Shares, once allotted, shall rank *pari-passu* with the existing Equity Shares of the Company in all respects.

l) Shareholding Pattern of the Company before and after the Preferential Issue:

Please refer to **Annexure - A** to this Notice for details.

m) Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/ or who ultimately control), the percentage of post Preferential Issue capital that may be held by them:

The names of the Proposed Allottee and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/ or who ultimately control the Proposed Allottee, the percentage of post Preferential Issue capital that may be held by them are given below:

Sr No	Names of the proposed Allottee	Category	Details of Ultimate Beneficial Owners
1.	Mr. Velukutty Sadasivan	Individual (Non-Promoter)	Not Applicable

n) Change in control, if any, in the Company consequent to the Preferential Issue

There shall be no change in the management or control over the Company pursuant to the aforesaid Preferential Issue.

o) Lock-in Period:

The Equity Shares to be issued to the Proposed Allottee shall be locked in for a period of six months from the date of trading approval, as per the requirements of the SEBI ICDR Regulations and any other applicable law for the time being in force.

p) Undertakings:

As the Equity Shares of the Company have been listed for a period of more than 90 trading days from the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of Equity Shares shall not be applicable. However, the Company shall recompute the price of the Equity Shares to be allotted under the Preferential Issue in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such an amount is paid.

q) Other disclosures:

- The Proposed Allottee has confirmed that he has not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.

- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on a preferential basis during the financial year.
- The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- The proposed Preferential Issue is not being made to any body corporate incorporated in, or a national of a country that shares a land border with India.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors or Promoters are a willful defaulter or fraudulent borrower.
- Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

r) Certificate of a Practicing Company Secretary:

A certificate from CS Amit Gupta (FCS 5478, CP No. 4682), a Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and the same shall be made available for inspection by the Members during the meeting and will also be made available on the website of the Company i.e. www.concordgroup.com.

s) Valuation and Justification for the allotment proposed to be made for consideration other than cash:

To conserve the financial resources of the Company and to strengthen its industry position, the Company has decided to acquire 3,06,400 equity shares of ARC 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 ARC 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 SEBI ICDR Regulations, the Company has obtained Valuation Reports and the Committee of Directors at its meeting held on June 01, 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>.

t) 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 price:

The Company has not made any preferential allotments during the year.

u) Principal terms of assets charged as securities:

Not Applicable.

v) The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post Preferential Issue capital that may be held by the allottee:

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Proposed Allottee. The percentage of pre-preferential issued capital held by the Proposed Allottee is Nil. The percentage of post-preferential issued capital that will be held by the Proposed Allottee shall be 0.3902%.

w) The current and proposed status of the allottee(s) post Preferential Issue, namely, promoter or non-promoter:

Non-promoter.

x) Material terms of raising such securities:

All material terms have been set out above.

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 Item No. 1 of the Notice.

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 Item No. 1 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 Item No. 1 of this notice, except to the extent of their shareholding in the Company.

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

Puja Gupta
Company Secretary & Compliance Officer

Date: June 02, 2025

Place: Lucknow

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	4225000	67.06	-	4225000	67.05
	Bodies Corporate	-	-		-	
	Sub Total (A) (1)	4225000	67.06	-	4225000	66.80
2	Foreign					
	Individuals (Non-Resident Individuals /Foreign Individuals) (A)(2)	-	-	-	-	
	Sub Total (A)	4225000	67.06	-	4225000	66.80
(B)	Public Shareholdings					
1	Institutional Investors					
	Alternate Investment Funds	32375	0.51	-	32375	0.51
2	Central					

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
	Government/State Government (s)/ President of India					
3	Non-Institutions					
	Individual	1721783	27.33	24681	1746464	27.61
4	NBFCs Registered with RBI	-	-			
5	Employee Trusts	-	-			
	Bodies Corporates/ LLP	175689	2.79	-	175689	2.78
	NRIs	52875	0.84	-	52875	0.84
6	Any Other (Specify)					
	a) HUF	67500	1.07	-	67500	1.07
	b) Firm(s)	-	-	-	-	-
	c) Other (Clearing Member/House - Corp)	25250	0.40	-	25250	0.39
	Sub Total (B)	20,75,472	32.94		21,00,153	33.20
	TOTAL (A+B)	63,00,472	100.00		63,25,153	100
(C)	Non-Promoter - Non-Public					
1	Shares underlying DRs	-	-		-	-
2	Shares held by	-	-		-	-

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
	Employee Trust					
	Sub-Total (C)	-	-		-	-
	Grand Total (A+B+C)	63,00,472	100.00		63,25,153	100

#Pre-issue shareholding pattern as on May 30, 2025