

CONCORD\BSE\26\2023-24

September 15, 2023

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

Scrip Code: 543619; Symbol: CNCRD

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 (formerly known as Concord Control Systems Private Limited) (“Concord” or “the Company”) is scheduled to be held on Saturday, October 07, 2023 at 12:30 P.M. through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’) facility to transact the following special business:-

- 1) Issuance of up to 2,70,000 Equity Shares to the person belonging to ‘Non-Promoter Category’ 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
(formerly known as Concord Control Systems Private Limited)*

**Lavisha
Wadhvani** Digitally signed by
Lavisha Wadhvani
Date: 2023.09.15
13:56:08 +05'30'

Lavisha Wadhvani
Company Secretary & Compliance Officer
M.No.: A44496

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given to the Shareholders (“the Shareholders” or the “Members”) of Concord Control Systems Limited (formerly known as Concord Control Systems Private Limited) (“Concord” or “the Company”) that the Extra-Ordinary General Meeting (“EGM”) of the members of the Company will be held on Saturday, October 07, 2023 at 12:30 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) facility to transact the following special business:-

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) Issuance of up to 2,70,000 Equity Shares to the person belonging to ‘Non-Promoter Category’ on 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 2,70,000 (Two Lakh Seventy Thousand) 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. 450/- (Rupees Four Hundred Fifty Only) per Equity Share (including a premium of Rs.440/- (Rupees Four Hundred and Forty only)**, determined in accordance with the provisions

of Chapter V of SEBI ICDR Regulations, **for an aggregate amount of up to Rs.12,15,00,000/- (Rupees Twelve Crores Fifteen Lakhs 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 Allottee	Category	Number of Equity Shares	Amount Per Equity Share	Amount (Rs.)	PAN
Param Capital-Mukul Mahavir Agrawal	Public	2,40,000	450/-	10,80,00,0000	AAPFP7724D
Megha Jain	Public	30,000	450/-	1,35,00,000	AYFPM2266D
Total		2,70,000		12,15,00,000	

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 there under.
- 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 September 07, 2023 being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM scheduled to be held on October 07, 2023 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 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.”

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

Sd/-

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

**Date: September 13, 2023
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 (collectively referred to as ‘MCA Circulars’), has permitted for convening the Extra-ordinary General Meeting (“EGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the EGM of the Company is being held through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates/ Institutional / Corporate members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through evoting.
3. The Explanatory Statement relating to special business as mentioned in the Notice pursuant to provisions of Section 102 (1) of the Companies Act, 2013 (the Act) is annexed hereto.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on investors@concordgroup.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. In case of joint holders attending this EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
9. Relevant documents referred to in the Notice, Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts maintained under Section 189 of the Companies Act 2013 and other relevant registers are available for inspection by the members at the Registered Office of the Company.
10. In line with the aforesaid MCA Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on September 08,

2023. Members may note that Notice has been uploaded on the website of the Company at www.concordgroup.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of Bigshare Services Pvt Ltd (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.

11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM of the Company. For this purpose, the Company has appointed Bigshare Services Pvt Limited for facilitating voting through electronic means, as the authorised e-voting agency.
12. This notice is being sent to the shareholders whose name appears in the Register of Members as on September 08, 2023.
13. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the Cut-off Date for e-voting, i.e., Saturday, September 30, 2023. A person who is not a member as on the Cut-off Date should treat this Notice solely for information purposes. Those who acquire equity shares of the Company and become members of the Company after the Notice is sent, and hold equity shares as on the Cut-off Date, may obtain the User ID and password by sending a request to the e-mail address ivote@bigshareonline.com.
14. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, 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. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
15. The Board of Directors have appointed M/s Amit Gupta & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize and conduct the remote e-voting and e-voting during the EGM in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.
16. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

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

- i. The voting period begins on Wednesday, October 04, 2023 at 9:00 am and ends on Friday, October 06, 2023 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 30, 2023 (record date) may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
<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.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon

	<p>“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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.

- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on your register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Investor Mapping:

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

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

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

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

Login type	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.

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

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

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

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

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

Helpdesk for queries regarding virtual meeting:

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

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

Sd/-

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

**Date: September 13, 2023
Place: Lucknow**

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 business mentioned under Item No. 1 of the accompanying Notice dated September 13, 2023:

Item No. 1:

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 September 13, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 2,70,000 (Two Lakhs Seventy Thousand only) Equity Share on preferential basis to the persons belonging to the public category (“Proposed Allottees”).

Pursuant to 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 Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018 (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 2,70,000 equity shares on preferential basis to the proposed allottees.

It may be noted that all equity shares of the Company are already made fully paid up as on 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 there under. 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 forms 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 proposes to utilize the entire proceeds of the preferential issue of Rs. 12.15 crores towards working capital requirements of the Company.

Tentative timeline for utilization of issue proceeds:

We expect to utilize an amount of Rs. 12.15 crore by FY 2024-25.

Interim Use of Proceeds

Pending utilization for the purpose set forth above, the Company intends to invest the funds in interest bearing

Government Securities and/or fixed deposits with the banks for the necessary duration.

2. 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 September 13, 2023 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 upto 2,70,000 Equity shares of the Company of face value Rs. 10/- (Rupees Ten only), at a price of Rs. 450/- each (including security premium of Rs. 440/- per share) payable in cash aggregating upto Rs. 12,15,00,000/- (Rupees Twelve Crore Fifteen Lakhs 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”).

3. Basis on which the price of the Preferential Issue has been arrived at:

Considering that the allotment shall not be more than 5% of the post issue fully diluted share capital of the Company, to allottees, the price of Rs. 450/- each of the equity share to be issued and allotted to the proposed allottees has been determined taking into account the valuation, in accordance with Regulation 164 of the ICDR Regulations. Pursuant to the said, the minimum price is Rs. 446.80/- per equity share has been determined.

The equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations. In terms of the regulation 164(1) of SEBI ICDR Regulations, the price at which share shall be allotted shall not be less than higher of the following:

- 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. Rs. 331.20/- in the present case)
- 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. Rs. 446.80/- in the present case)

It is to be noted that the Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

Considering the above, the minimum price at which the equity shares on Preferential basis can be issued comes to Rs. 446.80/- each as per Regulation 164(1) of the SEBI ICDR Regulations. However, on the recommendation of the Board of Directors in their meeting held on September 13, 2023, it has been decided to issue shares at the price of Rs.450.00 per share, which is above the floor price determined in accordance with SEBI ICDR Regulations.

4. Amount which the Company intends to raise by way of such securities

Upto Rs. 12,15,00,000/- (Rupees Twelve crores Fifteen Lakhs only).

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

Sr. No.	Names of the proposed allottees	Category	Maximum Nos.of shares to be Allotted
1	Param Capital – Mukul Mahavir Agrawal	Public	2,40,000
2	Megha Jain	Public	30,000

6. 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.

7. 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 case of shares issued for consideration other than cash.

8. 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 September 07, 2023, being the working day preceding the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting (EGM) scheduled to be held on October 07, 2023 to consider this Preferential Issue.

9. 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.

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

Sr. No.	Names of the proposed allottees	Current Status	Proposed Status (post preferential issue)
1.	Param Capital – Mukul Mahavir Agrawal	Non-Promoter/ Public	Non-Promoter/ Public
2.	Megha Jain	Non-Promoter/ Public	Non-Promoter/Public

11. 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:

Sr No	Names of the proposed allottees	Category	Details of Ultimate Beneficial Owners
1.	Param Capital-Mukul Mahavir Agrawal	Public	Mukul Mahavir Agrawal
2.	Megha Jain	Public	NA

12. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Names of the proposed allottees	Category	Pre-Preferential Issue		Post Preferential issue holding	
			No. of Shares	%	No. of Shares	%
1.	Param Capital-Mukul Mahavir Agrawal	Public	0	0.00	2,40,000	4.01
2.	Megha Jain	Public	0	0.00	30,000	0.50

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.

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.

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

The Company has not made any preferential allotment during the current Financial Year 2023-24 or previous financial year 2022-23.

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

Not applicable. Since, the allotment of shares is made for consideration payable in cash.

15. Lock-in period:

In accordance with the provisions of Chapter V of the SEBI 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, both the allottees are not having any pre-preferential shares.

16. Listing:

The Company will make an application to 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 dividend.

17. Undertakings:

The Company hereby undertakes that:

- i. It is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- ii. As the equity shares of the Company are listed on the Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- iii. The Proposed Allottees have not sold any equity shares of the Company during 90 trading days preceding the Relevant Date;
- iv. Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower;
- v. Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- vi. All the equity shares to be allotted pursuant to the exercise of the shares held by the Proposed Allottees in the Company will be in dematerialized form;
- vii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories;

- viii. The Company has obtained the permanent account numbers (PAN) of all the Proposed Allottees,
- ix. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the EGM seeking shareholders' approval by way of special resolution;
- x. The Company is in compliance with the conditions for continuous listing;
- xi. No person belonging to the promoters / promoter group have sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.

18. Shareholding pattern of the issuer before and after the preferential issue:

Sr. No.	Category of shareholding	Pre issue		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	42,00,000	73.53	42,00,000	70.21
	Bodies Corporate	-	-	-	-
	Sub Total (A) (1)	42,00,000	73.53	42,00,000	70.21
2	Foreign				
	Individuals (Non-Resident Individuals /Foreign Individuals)	-	-	-	-
	Sub Total (A)(2)	-	-	-	-
(B)	Public Shareholdings				
1	Institutional Investors	1,28,000	2.24	1,28,000	2.14
2	Central Government/State Government (s)/ President of India				
3	Non-Institutions				
	Individual				
	a) Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	8,04,000	14.08	8,04,000	13.44
	b) Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	3,64,000	6.37	3,94,000	6.59
4	NBFCs Registered with RBI	-	-		
5	Employee Trusts	-	-		
6	Any Other (Specify)				
	a) HUF	84,000	1.47	84,000	1.40
	b) Bodies Corporates	88,000	1.54	88,000	1.47
	c) NRIs	28,000	0.49	28,000	0.47
	d) Firm(s)	-	-	2,40,000	4.01
	d) Other (Clearing Member/House - Corp)	16,000	0.28	16,000	0.27
	Sub Total (B)	15,12,000	26.47	17,82,000	29.79
	TOTAL (A+B)	57,12,000	100.00	59,82,000	100.00
(C)	Non-Promoter - Non Public				
1	Shares underlying DRs	-	-	-	-
2	Shares held by Employee Trust	-	-	-	-

Sr. No.	Category of shareholding	Pre issue		Post issue	
		Total No.of shares	% of Total No. of Shares	Total No.of shares	% of Total No. of Shares
	Sub-Total (C)	-	-	-	-
	Grand Total (A+B+C)	57,12,000	100.00	59,82,000	100.00

#Pre-issue shareholding pattern as on March 31, 2023

19. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitives, if any:

Neither the Company nor its promoters nor its Directors have been identified as 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 have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

20. Practicing Chartered Accountant Certificate:

A copy of the certificate from Prakhar Vivan & Company (Membership No. 453539), Practicing Chartered Accountant certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be made available online on the website of the Company at www.concordgroup.in.

The same shall also be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

21. Name and address of valuer who performed valuation:

Not applicable

22. Principal terms of assets charged as securities

Not applicable.

23. 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 at Item No. 1 of this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding, is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolutions set out at Item No. 1 of this Notice.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set in the accompanying notice for your approval.



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

**Date: September 13, 2023
Place: Lucknow**

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