



Falcon Concepts Limited
(Formerly Known As Falcon Concepts Private Limited)
CIN L74999HR2018PLC074247

Dated: 26.12.2024

To,
BSE Limited
Listing Department, 1st Floor,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001.

BSE SCRIP Code: Faalcon 544164

SUB.: NOTICE OF 01ST EXTRA ORDINARY GENERAL MEETING FOR FY 2024-25, AND INTIMATION OF CUT-OFF DATE FOR E-VOTING OF FAALCON CONCEPTS LIMITED

Dear Sir/Madam

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), we hereby inform you that the Extra Ordinary General Meeting ("EGM") of the Company will be held on Friday, 17th day of January, 2025 at 05:00 P.M. IST through Video-Conferencing/Other Audio-visual means (VC/OAVM). The Notice of the EGM is annexed herewith and also available on the website of the Company at www.faalcon.in

Further as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, the Company is pleased to provide remote e-voting facility to its members to cast their vote electronically for all resolutions set out in the Notice of EGM. Additionally, the Company is providing the facility of voting through e-voting systems during the EGM ("e-voting"). The remote e-voting period for the EGM shall commence on Tuesday, 14th January, 2025 at 9:00 a.m. and ends on Thursday, 16th January, 2025 at 5:00 p.m. (both days inclusive).

The Cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at EGM is Friday 10th January, 2025. A person whose name is recorded in Register of Members or in the Registrar of Beneficial Owners maintained by the Depositories as on Cut-Off date shall be entitled to avail the facility of remote e-voting or e-voting at the EGM.

Please take note of the above-mentioned information for your reference.

For Falcon Concepts Limited

Ekta Seth
Managing Director
DIN: 08141902
N-75 Ground Floor Mayfield Garden,
Sector-51, Gurgaon, Haryana, India, 122018



Falcon Concepts Limited
(Formerly Known As Falcon Concepts Private Limited)
CIN L74999HR2018PLC074247

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of Falcon Concepts Limited will be held on Friday, 17th January, 2025 at 5.00 p.m.(IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), as per the detailed instructions stated hereinafter, to transact the following business:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”) read with the Articles of Association of the Company (AOA), as 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 and sub-committee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company being INR 7,40,00,000/- (Indian Rupees Seven Crore Forty Lakhs only) consisting of 74,00,000 (Seventy Four Lakhs) shares of INR 10/- (Indian Rupees Ten only) each to INR 10,50,00,000/- (Indian Rupees Ten Crores Fifty Lakhs only) consisting of 1,05,00,000 (One Crore and Five Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. That the Authorised Capital of the Company is INR 10,50,00,000/- (Indian Rupees Ten Crores Fifty Lakhs only) consisting of 1,05,00,000 (One Crore and Five Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each, with power to the Board to increase or reduce from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Managing Director, Whole Time Director(s), the Chief Financial Officer and the Company Secretary be and are hereby authorized severally and/jointly on behalf of the Company, to sign, execute, amend, deliver all such agreements, documents, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns and/or reports in Form SH-7, Form MGT-14 or such other Forms/documents as applicable or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and execute all

documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Board, as the case may be."

"RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any Director or Company Secretary of the Company be furnished to such persons and be filed with the Registrar of Companies and/or any other Statutory or Regulatory or Governmental authorities, as may be deemed necessary."

2. TO APPROVE ACQUISITION OF SHARES OF CHROME COATERS PRIVATE LIMITED HELD BY THIRD PARTY BY ISSUE OF SHARES OF FAALCON CONCEPTS LIMITED TO THE SHAREHOLDERS OF CHROME COATERS PRIVATE LIMITED ON PREFERENTIAL/ SHARE SWAP AND CONSENT 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, and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, including Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) and/or reenactment(s) thereof for the time being in force) (the "Act"), the Memorandum and Articles of Association of the Company, and any other rules, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, and other applicable provisions of the rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), stock exchanges and /or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time, and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions or sanctions, and agreed by the Board of Directors of the Company, the consent of the Members of the Company is accorded to the Board of Directors of the Company (hereinafter referred to as "the Board"), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board, under this resolution), to create offer, issue and allot 33,55,000 (Thirty Three Lakhs Fifty Five Thousands) fully paid-up equity shares having Nominal value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 69.00/- (Rupees Sixty-Nine Only), being the price determined in accordance with the provisions of SEBI ICDR Regulations, for consideration other than cash on a preferential basis, to the following persons (hereinafter referred as "Proposed Allottees") (under Promoter and Non-Promoter Category"), towards discharge of total purchase consideration of Rs. 23,14,95,000.00/- (Rupees Twenty Three Crores Fourteen Lakhs Ninety Five Thousands Only) payable to Proposed Allottees, being the shareholders, holding 61.00% of the fully paid up equity shares of Chrome Coaters Private Limited ("CCPL"), a private limited Company, incorporated under the Companies Act, 2013, having CIN U28110HR2020PTC088546, with its registered office at C 1653 Palam Vihar , Gurugram, Haryana, India -

122017, for the acquisition of 6,100 Equity Shares being the 61.00% shares of CCPL, from the Proposed Allottees, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 33,55,000 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees as per following details.

S. No.	Name of Proposed Allottees	No. of Equity Shares to be exchange in CCPL	No. of Equity Shares to Issue and Allot of Faalcon Concepts Limited	Current Category	Proposed Category
1	Ekta Seth	2900	1595000	Promoter	Promoter
2	Prithvi Seth	500	275000	Promoter	Promoter
3	Tribhuvan Seth	500	275000	Promoter	Promoter
4	Ruchi Arora	800	440000	Public	Public
5	Pooja Wadhwa	100	55000	Public	Public
6	Pawan Murarilal Bansal	300	165000	Public	Public
7	Subash Thadani	100	55000	Public	Public
8	Kunal Puri	50	27500	Public	Public
9	Barkha Goel	150	82500	Public	Public
10	Shaveta Chopra	50	27500	Public	Public
11	Rayaan Chauhan	50	27500	Public	Public
12	Himanshu Chawla	100	55000	Public	Public
13	Vishal Birla	100	55000	Public	Public
14	Bharti Sanjeev Chirania	100	55000	Public	Public
15	Sanjeev Jugalkishore Chirania	100	55000	Public	Public
16	Akesh Chand Jain	100	55000	Public	Public
17	Reena Jokiani	100	55000	Public	Public
		6100	3355000		

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Allottees 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, 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 “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR is 18th December, 2024, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from “Applicable Regulatory Authorities”. The Equity Shares shall be allotted in dematerialized form within the time period prescribed under SEBI ICDR Regulations i.e. within a period of 15 days from the date of passing of the special resolution by the members of the Company being, provided that where the allotment of said equity shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- iii Allotment shall only be made in dematerialized form;
- iv The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

RESOLVED FURTHER THAT the Board is authorized to take necessary steps for listing the Equity Shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity 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 for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, 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 of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons 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 of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

**By order of the Board of Directors
For Faalcon Concepts Limited
Sd/-
Ekta Seth
Managing Director
DIN: 08141902**

**Place: Gurugram, Haryana
Date: 26th December, 2024**

Regd. Office:

N-75 Ground Floor Mayfield Garden, Sector-51, Gurgaon, Gurgaon,
Haryana, India, 122018

Notes:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special businesses is annexed hereto.

Pursuant to the Circular No. 14/2020 dated April 08, 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 are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

2. The Members can join the EGM in the VC/OAVM mode 05 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. 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 Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.faalcon.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
6. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 10th January, 2025 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
7. Members are required to bring their attendance slip along-with copy of the Notice at the EGM.

8. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at info@faalcon.in Questions / queries received by the Company till 5.00 p.m. 10th January, 2025 shall only be considered and responded during the EGM.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 :Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 14.01.2025 and ends on 16.01.2025. 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 10.01.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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.

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 the e-Voting service provider 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, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 and you will be re-directed to e-Voting service provider 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 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
Individual Shareholders (holding securities in demat	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

mode) login through their Depository Participants (DP)	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.
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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 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@faalcon.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the ~~AGM~~/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@faalcon.in. The same will be replied by the company suitably.
8. Only those shareholders, who are 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 available during the EGM/AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**By order of the Board of Directors
For Faalcon Concepts Limited
Sd/-
Ekta Seth
Managing Director
DIN: 08141902**

Place: Gurugram, Haryana

Date: 26th December, 2024

Regd. Office:

N-75 Ground Floor Mayfield Garden, Sector-51, Gurgaon, Gurgaon,
Haryana, India, 122018

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

Item No 1:

Presently, the Authorised Share Capital of the Company stands at INR 7,40,00,000/- (Indian Rupees Seven Crore Forty Lakhs only) consisting of 74,00,000 (Seventy Four Lakhs) shares of INR 10/- (Indian Rupees Ten only). The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause (V) of the Memorandum of Association of the Company. Pursuant to Section 13, 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect.

In case, the Board of Directors propose to expand the existing paid up capital base of the Company, then the Company would be requiring to increase its Authorised Share Capital, therefore, the Board of Directors of the Company in its meeting held on 11th December, 2024 proposed to increase the Authorized Share Capital from INR 7,40,00,000/- (Indian Rupees Seven Crore Forty Lakhs only) consisting of 74,00,000 (Seventy Four Lakhs) shares of INR 10/- (Indian Rupees Ten only) each to INR 10,50,00,000/- (Indian Rupees Ten Crores Fifty Lakhs only) consisting of 1,05,00,000 (One Crore and Five Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each ranking pari-passu in all respects with the existing Equity Shares of the Company.

Pursuant to Section 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends the resolution for approval of the Members as an Ordinary Resolution.

Item No.2:

The members are hereby informed that in line with the strategy to diversify and grow and make a subsidiary Company, the Board of Directors of the Company have approved the acquisition of entire 61.00% of the fully paid up equity shares of the Chrome Coaters Private Limited ("CCPL") which is represented by 6,100 Equity Shares of face value Rs. 10/- each ('Sale Shares') in CCPL, a private limited Company, incorporated under the Companies Act, 2013, having CIN U28110HR2020PTC088546, with its registered office at C 1653 Palam Vihar , Gurugram, Haryana, India - 122017, from its existing promoters and shareholders for a consideration amounting to Rs. 23,14,95,000.00/- (Rupees Twenty Three Crores Fourteen Lakhs Ninety Five Thousands Only), being the acquisition price, and it is proposed to discharge the entire acquisition price by way of consideration other than cash by issuance of 33,55,000 (Thirty Three Lakhs Fifty Five Thousands) Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company at a price of Rs. 69.00/- (Rupees Sixty-Nine Only) per share, which is not less than the price determined in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the "Floor Price") to Proposed Allottees, being the shareholders, holding 61.00% of the fully paid up Equity Shares of CCPL. The issue and allotment of equity shares to the promoters and shareholders of CCPL requires approval of members of the company by way of special resolution and shall be subject to the receipt of necessary approvals from Stock

Exchange, Depositories etc. Consequent to the discharge of the purchase consideration by issue of shares of the Company, and upon transfer of equity shares of CCPL by the Proposed Allottees to the Company, CCPL will become a subsidiary of the Company.

Consequent to the proposed issue and allotment of equity shares to the proposed allottees, there would be no change in the management or control, of the Company.

Information required in respect of the proposed issue of equity shares, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

The purpose and object of the proposed issue and allotment of 33,55,000 (Thirty Three Lakhs Fifty Five Thousands) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company at a price of Rs. 69.00/- (Rupees Sixty-Nine Only) per share, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, for consideration other than cash to the promoters and shareholders of CCPL, on preferential basis, to discharge the total purchase consideration payable for the acquisition of 61.00% equity stake in CCPL.

Kind of Securities: Equity Shares

Maximum number of specified securities to be issued, and the price at which security is being offered

It is proposed to issue and allot in aggregate up to 33,55,000 (Thirty Three Lakhs Fifty Five Thousands) fully paid-up equity shares of the Company having face value Rs. 10/- (Rupees Ten only) each of the Company at an issue price of Rs. 69.00/- (Rupees Sixty-Nine Only) per share to discharge the payment of total purchase consideration for acquisition of entire 61.00% stake in CCPL from its existing promoters and shareholders

The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Date of passing Board Resolution: 11th December, 2024.

Amount which the Company intends to raise by way of such issue of securities: Not applicable. The purpose of the present issue is to discharge the payment of total purchase consideration for acquisition of 61.00% stake in CCPL, from its existing promoters and shareholders.

b) Proposed time within which the preferential issue shall be completed

Pursuant to the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall complete the allotment of equity shares of the Company to the promoters and shareholders of CCPL on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment

of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

c) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue except below mentioned.

Sr.No.	Name of Proposed Allottees	No of Shares	Category
1	Ekta Seth	1595000	Promoter and Managing Director
2	Prithvi Seth	275000	Promoter and Whole time Director
3	Tribhuvan Seth	275000	Promoter and Whole time Director
4	Ruchi Arora	440000	Director
	Total	2585000	

d) The -current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

S. No.	Name of Proposed Allottees	No. of Equity Shares to be exchange in CCPL	No. of Equity Shares to Issue and Allot of Faalcon Concepts Limited	Current Category	Proposed Category
1	Ekta Seth	2900	1595000	Promoter	Promoter
2	Prithvi Seth	500	275000	Promoter	Promoter
3	Tribhuvan Seth	500	275000	Promoter	Promoter
4	Ruchi Arora	800	440000	Public	Public
5	Pooja Wadhwa	100	55000	Public	Public
6	Pawan Murarilal Bansal	300	165000	Public	Public
7	Subash Thadani	100	55000	Public	Public
8	Kunal Puri	50	27500	Public	Public
9	Barkha Goel	150	82500	Public	Public
10	Shaveta Chopra	50	27500	Public	Public
11	Rayaan Chauhan	50	27500	Public	Public
12	Himanshu Chawla	100	55000	Public	Public
13	Vishal Birla	100	55000	Public	Public
14	Bharti Sanjeev Chirania	100	55000	Public	Public
15	Sanjeev Jugalkishore Chirania	100	55000	Public	Public
16	Akesh Chand Jain	100	55000	Public	Public
17	Reena Jokiani	100	55000	Public	Public
		6100	3355000		

e) **Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is 18th December, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting.

f) **Pricing of the Issue:**

The Equity Shares of the Company are listed and frequently traded on the BSE Limited.

In compliance with Regulation 166A of the SEBI ICDR Regulations, the preferential issue to the proposed allottees, is more than five per cent of the post issue fully diluted share capital of the Company and there would be subsequent change in control in the Company, thus the minimum issue price per Equity share is higher of the price determined through following methods was considered:

- Price determined under sub-regulation (1), (2) or (4) of regulation 164 of SEBI ICDR Regulations as per following provisions i.e. price shall be not less than higher of the following:
 - The 90 (ninety) days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
 - The 10 (ten) days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

- The price determined under the valuation report from the independent registered valuer.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

The minimum price per Equity Share in accordance with Regulation 164 of the SEBI (ICDR) Regulations is calculated at Rs. 68.12 per equity share; and we have obtained a valuation report from Mr. Subodh Kumar, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/11705 ('Registered Valuer / Independent Valuer'), certifying the fair value price of each Equity Share in accordance with Regulation 166A of the SEBI (ICDR) Regulations as amended. Report of the Registered Valuer is available on our website for inspection. The link of such report is www.faalcon.in.

The fair value of each equity share determined through Valuation certificate of Mr. Subodh Kumar, Registered Valuer or Financial Assets (Registration No. IBBI/RV/05/2019/11705) i.e., Rs. 58.97/- per Equity Share.

Accordingly, each equity share of the face value of Rs. 10/- is issued at a price of Rs. 69.00 Per share including Premium of Rs. 59.00 per Share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

In terms of Regulation 163(3) of the SEBI ICDR Regulations, the Company has also obtained a valuation report from an independent registered valuer namely Mr. Subodh Kumar IBBI Registration No. IBBI/RV/05/2019/11705 to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue for consideration other than cash. The valuation report shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company. The link of such report is www.faalcon.in.

h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

S. No.	Name of Proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares
1	Ekta Seth	Not Applicable
2	Prithvi Seth	Not Applicable
3	Tribhuvan Seth	Not Applicable
4	Ruchi Arora	Not Applicable
5	Pooja Wadhera	Not Applicable
6	Pawan Murarilal Bansal	Not Applicable
7	Subash Thadani	Not Applicable
8	Kunal Puri	Not Applicable
9	Barkha Goel	Not Applicable
10	Shaveta Chopra	Not Applicable
11	Rayaan Chauhan	Not Applicable
12	Himanshu Chawla	Not Applicable
13	Vishal Birla	Not Applicable
14	Bharti Sanjeev Chirania	Not Applicable
15	Sanjeev Jugalkishore Chirania	Not Applicable
16	Akesh Chand Jain	Not Applicable
17	Reena Jokiani	Not Applicable

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

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below pursuant to the aforesaid issue and allotment of Equity Shares, however, there will be no change in control or management of the Company:

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue shareholding	
				No of share	%		No of share	%
1.	Ekta Seth	Promoter	Promoter	2868180	41.99	1595000	4463180	43.82%

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue shareholding	
				No of share	%		No of share	%
2.	Prithvi Seth	Promoter	Promoter	806120	11.80	275000	1081120	10.61%
3.	Tribhuvan Seth	Promoter	Promoter	803600	11.77	275000	1078600	10.59%
4.	Ruchi Arora	Public	Public	293220	4.29	440000	733220	7.20%
5.	Pooja Wadhera	Public	Public	14,000	0.20	55000	69,000	0.68%
6.	Pawan Murarilal Bansal	Public	Public	Nil	Nil	165000	165000	1.62%
7.	Subash Thadani	Public	Public	Nil	Nil	55000	55000	0.54%
8.	Kunal Puri	Public	Public	Nil	Nil	27500	27500	0.27%
9.	Barkha Goel	Public	Public	Nil	Nil	82500	82500	0.81%
10.	Shaveta Chopra	Public	Public	Nil	Nil	27500	27500	0.27%
11.	Rayaan Chauhan	Public	Public	Nil	Nil	27500	27500	0.27%
12.	Himanshu Chawla	Public	Public	Nil	Nil	55000	55000	0.54%
13.	Vishal Birla	Public	Public	Nil	Nil	55000	55000	0.54%
14.	Bharti Sanjeev Chirania	Public	Public	Nil	Nil	55000	55000	0.54%
15.	Sanjeev Jugalkishore Chirania	Public	Public	Nil	Nil	55000	55000	0.54%
16.	Akesh Chand Jain	Public	Public	Nil	Nil	55000	55000	0.54%
17.	Reena Jokiani	Public	Public	Nil	Nil	55000	55000	0.54%
Total				4785120	70.05	3355000	8140120	79.92%

i. **Shareholding Pattern before and after the preferential issue:**

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
1	Indian				
(a)	Individuals/ Hindu Undivided Family	44,77,900	65.56	6622900	65.03
(c)	Bodies Corporate	0	0	0	0
(d)	Financial Institutions/ Banks	0	0	0	0
(e)	Any Others (Specify)	0	0	0	0
	Sub Total(A)(1)	44,77,900	65.56	6622900	65.03
2	Foreign				

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
(A)	Shareholding of Promoter and Promoter Group				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0
B	Bodies Corporate	0	0	0	0
C	Institutions	0	0	0	0
D	Any Other (specify)	0	0	0	0
	Sub Total(A)(2)	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	44,77,900	65.56	6622900	65.03
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Any Other (specify)FDI	0	0.00	0.00	0.00
	Sub-Total (B)(1)	0	0.00	0.00	0.00
B 2	Non-institutions				
(a)	Bodies Corporate	44000	0.64	44000	0.43
(b)	Individuals	22,44,220	32.86	3454220	33.91
(c)	Any other (specify)	64000	0.94	64000	0.63
	Sub-Total (B)(2)	23,52,220	34.44	3562220	34.97
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	23,52,220	34.44	3562220	34.97
	TOTAL (A)+(B)	68,30,120	100.00	10185120	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0.00	0	0.00
2	Public	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	68,30,120	100.00	10185120	100.00

Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment

There shall be no change in the management or control over the Company, pursuant to the above-mentioned preferential allotment.

Material Terms of raising of such securities

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 69.00/- (Rupees Sixty Nine Only) per share, being the price which not less than the

floor price determined in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the proposed allottees, towards payment of total consideration payable by the Company for the acquisition of the 61.00% paid-up share capital of CCPL by issuance of 33,55,000 (Thirty Three Lakhs Fifty Five Thousands) fully paid-up equity shares having Nominal value of Rs. 10/- (Rupees Ten Only) each.

Valuation for consideration other than Cash

It is proposed that the entire purchase consideration for the acquisition shall be discharged by issuing the equity shares of the Company to the shareholders of CCPL on a proportionate basis. The valuation of the Sale Shares of CCPL has been arrived at based on valuation report issued by, Mr. Subodh Kumar, independent registered Valuer with IBBI Registration No. IBBI/RV/05/2019/11705 ('RV' or 'Independent Valuer') and same has been updated on the Website of the Company and Website link is www.faalcon.in.

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

As per recommendation and approval of the Board of Directors, the Company proposes to issue 33,55,000 (Thirty Three Lakhs Fifty Five Thousands) fully paid-up Equity Shares of Company, for consideration other than cash to discharge the total purchase consideration payable for acquisition of the 61.00% stake in CCPL from the Proposed Allottees, as approved by Board of Directors, by issue of shares of the Company. The valuation of the same is based on the valuation report issued by Mr. Subodh Kumar, an independent registered valuer, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations and approval of the purchase consideration by the Board of Directors.

Lock-in Period: The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of pre preferential allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

Listing of the proposed shares

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

Undertakings:

- The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations are not applicable.

- The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015- 16 dated 1 July 2015 by the banks.
- The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole time directors, which are compulsorily delisted by any recognized stock exchange
- The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date. Proposed allottees do not hold any equity share in the Company.
- The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- There are no outstanding dues to Securities Exchanges Board of India, the stock exchange or the depositories.
- The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations
- The Company has obtained Permanent Account Numbers of the proposed allottees;
- The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

- If the Company was required to re-compute the price then it would have undertaken such re-computation, and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the equity shares proposed to be issued under this resolution would have been continued to be locked-in till the time such amount would have been paid by the proposed allottees.
- l. Certificate of Practicing Company Secretary:** The certificate from, M/s. Kundan Kumar Mishra & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.faalcon.in.
- n. 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:**
Nil
- o. Principal terms of assets charged as securities:**
Not Applicable.
- p. Other disclosures:**
 - During this financial year, the Company has not made any preferential allotment.
 - Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

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 Resolutions as set out Item No. 2 in the accompanying notice for your approval.

Mrs. Ekta Seth, Mr. Prithvi Seth, Mr. Tribhuvan Seth and Mrs. Ruchi Arora are interested except them None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By order of the Board of Directors
For Faalcon Concepts Limited
Sd/-
Ekta Seth
Managing Director
DIN: 08141902**

Date: 26th December, 2024

Place: Gurugram, Haryana

Regd. Office:

N-75 Ground Floor Mayfield Garden, Sector-51, Gurgaon, Gurgaon,
Haryana, India, 122018