



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

Dated: 21.01.2025

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

BSE SCRIP Code: Faalcon 544164

Sub: PROPOSAL LETTER FOR APPROVAL FOR THE MEMBERS OF M/S. FAALCON CONCEPTS LIMITED THROUGH E-VOTING.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that in respect of 01st Extra Ordinary General Meeting for financial year 2024-25 held on Friday, 17th January, 2025, of Faalcon Concepts Limited for approval of Item for approval of Additional information in respect to Item No. 2 of the Notice of EGM dated 26th December, 2024 i.e. "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" with requisite majority, by way of remote e-voting to the captioned subject which is mentioned in proposal letter.

The facility of casting the votes by the members ("e-voting") will be provided by CDSL ('Central Depository Services (India) Limited'). Remote E- Voting for the same shall be open from 24th January 2025, 09:00 am to 26th January 2025, 05:00 p.m. 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, 17th January, 2025 shall be entitled to avail the facility of remote e-voting. Any recipient of this letter, who has no voting rights as on the Cut-off date, shall treat this letter as intimation only.

You are requested to please take above information on record.

For Faalcon Concepts Limited

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

FAALCON CONCEPTS LIMITED

REGD. OFF: N-75 Ground Floor Mayfield Garden, Sector-51, Gurgaon, Gurgaon, Haryana, India, 122018 **CIN:**

L74999HR2018PLC074247, ISIN: INE0Q9W01015

SCRIP CODE: 544164, **SCRIP ID:** FAALCON,

EMAIL ID: info@faalcon.in; **Website** www.faalcon.in

PROPOSAL LETTER FOR APPROVAL FOR THE MEMBERS OF M/S. FAALCON CONCEPTS LIMITED THROUGH E-VOTING

Dear Member (Stakeholder),

This is to submit that 01st Extra-Ordinary General Meeting (EGM) for financial year 2024-25 was held on Friday 17th January 2025 at 05:00 P.M. (IST) of Faalcon Concepts Limited for the approval of "INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY" and "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".

However, there has been some updations which are required to be placed before the members of the Company for their approval which should have been part of Explanatory Statement of Notice of EGM dated 26th December, 2024 in respect to the Item no. 2 of the Notice i.e. "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".

Accordingly, our Company hereby to put the below mentioned Item for the information of all shareholders of the Company and for their approval through E voting through Special resolution:

Item for approval: Additional information in respect to Item No. 2 of the Notice of EGM dated 26th December, 2024 i.e. "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"

a) Main object of the CCPL;

To carry on the business of powder coating of Aluminum, anodizing of Aluminum, Chromate conversion of Aluminum, surface coating, plating of Aluminium, metals including steel pressings, formed parts, Die, mould and tool designing and making, heat treatment of steel, designing and making of round, flat, shaped and profiled steel wire and all activities related thereto.

b) Rational behind acquiring shares of CCPL;

Our Company is engaged in offering solutions to our customers with respect to their requirement of façade installation in complex projects, the product basket of our Company ranges from glazing /curtain walls, high end aluminum doors & windows, skylights, canopies, frameless glazing, MS structures, stone cladding, metal cladding, roofing & others and our Company frequently require the Aluminum Coating for the products to be installed in Façade system.

Further, the CCPS is engaged in advanced coating solutions across multiple sectors. It specialize in high-quality powder coatings and ecofriendly wooden sublimation for metals, focusing on durability and aesthetics. Accordingly, the present acquisition/investment allows Company to enter new markets of Coating.

c) The list of Allottee;

| 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 Wadhera | 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 | | |

d) In Item no. 2 Point No. (f) - Pricing of the Issue;

Following is updated Point no. (f)

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 without change in control, 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:

| | |
|--|-----------------------------------|
| Market Price (90 trading days volume weighted average price quoted at BSE during the 90 trading days preceding the relevant date i.e. 18 th December, 2024) | Rs. 68.12 per equity Share |
| Market Price (10 trading days volume weighted average price quoted at BSE during the 10 trading days preceding the relevant date i.e. 18 th December, 2024) | Rs. 61.46 per equity Share |
| Whichever is higher as above | Rs. 68.12 per equity Share |

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.

- e) **Delete the following para mentioned on page no 23 of the Notice of EGM under the heading "Undertaking" in the explanatory statement:**

“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”

Following are the details of Voting:

1. The facility of casting the votes by the members (“e-voting”) will be provided by CDSL (“Central Depository Services (India) Limited”). Remote E- Voting for the same shall be open from 24th January 2025, 09:00 am to 26th January 2025, 05:00 p.m.
2. The proposal letter has been uploaded on the website of the Company at www.faalcon.in. This letter can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the letter is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
3. 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, 17th January, 2025 shall be entitled to avail the facility of remote e-voting. Any recipient of this letter, who has no voting rights as on the Cut-off date, shall treat this letter as intimation only.

Procedure for Evoting

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING 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 24th January 2025, 09:00 am to 26th January 2025, 05:00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 17th January, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 above item. 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.

(iii) 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 above said SEBI Circular, Login method for e-Voting **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 |

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| | to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name 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 |
| <p>Individual Shareholders (holding securities in demat</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</p> |

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| 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. |
|---|---|

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.

- (iv) 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. |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **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.

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.

For Faalcon Concepts Limited

Ekta Seth
Managing Director
Date: 21st January, 2025
Place: Gurugram