

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS ("BOARD") OF CONCORD ENVIRO SYSTEMS LIMITED ("COMPANY") HELD ON 8TH AUGUST, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 101, HDIL TOWERS, ANANT KANEKAR MARG, BANDRA (EAST), MUMBAI CITY, MUMBAI, MAHARASHTRA, INDIA, 400051

TO CONSIDER AND APPROVE THE SCHEME OF ARRANGEMENT BETWEEN CONCORD ENVIRO SYSTEMS LIMITED ("COMPANY") AND ITS SHAREHOLDERS ("SCHEME")

"RESOLVED THAT pursuant to the provisions of Section 230 read with section 52 and section 66 and other applicable provisions, if any, of the Companies Act, 2013 and rules issued thereunder (**"Act"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), the Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 (**"SEBI Circular"**), issued by the Securities and Exchange Board of India (**"SEBI"**) and any other applicable laws, rules and regulations (including in each case any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendations of the Committee of Independent Directors and Audit Committee of the Company, approval of the Board of the Company is accorded to the draft Scheme of Arrangement between Concord Enviro Systems Limited (**"Company"**) and its shareholders (**"Scheme"**), subject to the following:

- (a) approval from requisite majority of such classes of shareholders, secured creditors and unsecured creditors of the Company which is part of the draft Scheme and such other persons/ authorities, as may be required under applicable laws or as may be directed by the jurisdictional National Company Law Tribunal (**"NCLT"**/ **"Tribunal"**);
- (b) approval from the NCLT and compliance with the conditions, if any, imposed by the NCLT;
- (c) approval of any other regulatory/ statutory authorities as may be required; and
- (d) subject to such conditions and modifications as may be prescribed or imposed by the aforesaid authorities while granting such approvals and sanctions.



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RESOLVED FURTHER THAT any one director of the company or company secretary of the Company, be and is hereby severally authorized to execute all such documents and take all necessary steps and do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its shareholders in connection with and relating to the Scheme, including but not limited:

- (a) to make any alterations/ changes/ modifications to the Scheme and any other document in connection thereto, in the absolute discretion of the Board of the Company, including such alterations/ changes/ modifications as may be expedient or necessary, which do not materially change the substance of the Scheme and including such alterations/ changes/ modifications which are necessary for satisfying the requirements or conditions imposed by the Stock Exchange, SEBI, NCLT, any regulatory authority, the shareholders, or the secured creditors or unsecured creditors of any of the Companies;
- (b) to accept or reject, in consultation with the Board of Directors of Company, any changes/ modifications/ conditions and to withdraw the Scheme or any Part thereof, at any stage, at the sole discretion of Board of the Company or in case the changes or modifications required in the Scheme or the conditions imposed by the Stock Exchange, the SEBI, the shareholders, the secured creditors or unsecured creditors or the NCLT and/ or any other regulatory or governmental authority are not acceptable, or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things considered necessary in connection therewith and incidental thereto;
- (c) to sign, file, submit or present the Scheme, application(s), documents, petitions, filings, affidavits, and/ or any other information/ details/ documents/ instruments with the NCLT or any other body or regulatory authority or agency (including third parties) to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- (d) to seek approvals, consents, waivers, and affidavits from the shareholders/ secured creditors or unsecured creditors of the Company for seeking directions as to dispensation with the meeting of such shareholders/ secured creditors or unsecured creditors of the Company;
- (e) to make, prepare, execute and submit/ file appropriate application(s), documents, petitions, filings, affidavits, letters, consents, waivers or writings before the NCLT or such other appropriate authorities including for seeking directions as to convening/ dispensing with the meeting of the shareholders, secured creditors, unsecured creditors of the Company and, where necessary, to take steps to convene and hold such meetings as per the directions of the NCLT or such other appropriate



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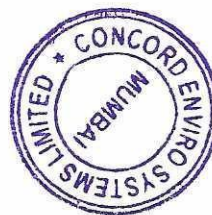
authority and if applicable, and to prepare, finalize and issue the notice convening such meeting(s) to the shareholders and/ or the secured creditors and/or unsecured creditors, as the case may be, of the Company and other attendant documents as may be necessary, under Sections 230 read with section 52 and section 66 of the Act and other applicable provisions of the Act, and under the SEBI Circular and other applicable SEBI regulations;

- (f) to file requisite applications, filings and representations (including any modification or amendment thereto) and any other documents with the Stock Exchange / SEBI / lending scheduled commercial banks / financial institutions / debenture trustees or other regulatory or governmental authorities, for obtaining no-objection and/or observations from the Stock Exchange (if required) / SEBI (if required) / lending scheduled commercial banks / financial institutions/debenture trustees for any of the provisions of the Scheme or for giving effect thereto, in accordance with provisions of the Listing Regulations, SEBI Circular and other applicable laws;
- (g) to file petitions, certificates, applications, documents, filings, affidavits, letters or writings for confirmation of the Scheme with the NCLT, the Stock Exchange, the SEBI or any other competent authority;
- (h) to file any affidavits, petitions, pleadings, applications, orders, forms or reports before the NCLT, the Stock Exchange, the SEBI or any statutory or regulatory authority including the Registrar of Companies, as may be necessary, in connection with the Scheme and/ or in connection with the sanction thereof and to do all such acts, deeds or things as may be deemed necessary or desirable in connection therewith or incidental thereto;
- (i) to verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all applications, petitions, pleadings, documents, deeds, declarations, instruments, affidavits, objections, notices, filings, letters or writings whatsoever as may be usual, necessary or proper relating to the Scheme, and represent the Company before any authorities and the NCLT, the Stock Exchange and the SEBI in relation to any matter pertaining to the Scheme or delegate such authority to any other person by a valid power of attorney or otherwise;
- (j) to accept services of notices or other processes which may from time to time be issued in connection with the Scheme;
- (k) for the above purposes, and in connection with the implementation of the Scheme, to engage company secretaries, chartered accountants, intermediaries, scrutinizers, advocates, consultants and

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other professionals, and if considered necessary, also engage services of counsel(s), to declare and file all pleadings, reports and sign and issue public advertisements, notices and to do all acts and deeds incidental and necessary thereto;

- (l) for authorizing any person to represent the Company before the Registrar of Companies, Regional Director, Income Tax, NCLT and any other statutory authority, as and when required;
- (m) to authenticate any document, instrument, proceeding and record of the Company;
- (n) to provide necessary declarations/ certificates in relation to the Scheme capturing the true and factual aspects of the Company;
- (o) to authenticate all the necessary documents as 'certified copies' or in any other manner as may be required, in accordance with the provisions of the Articles of association of the Company on any documents executed or furnished by the Company in connection with the Scheme;
- (p) to settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolutions, including setting of record date and authorizing such announcements as may be considered necessary or expedient;
- (q) to obtain approval from the NCLT, the Stock Exchange, the SEBI and such other authorities and parties including the shareholders (including the public shareholders), creditors and lenders as may be considered necessary, for the approval, sanction and giving effect to the Scheme;
- (r) to incur expenses as may be necessary to give effect to the Scheme, including payment of fees to attorneys, counsels, advisors, and other expenses;
- (s) to delegate/ sub-delegate the powers, privileges and authorizations accorded to them in their favor pursuant to this resolution by way of a letter of authority, authorization letters, power of attorney, vakalatnama or otherwise, to executives, consultants and professionals or such other person(s) as they may be in their full and absolute discretion, deem appropriate in connection with the implementation of the Scheme;
- (t) to comply with all the necessary formalities, compliances, and disclosures in this regard and to file the necessary forms or documents with the relevant authorities, including the relevant Registrar of Companies in connection with the Scheme and publishing the order of the NCLT approving the Scheme; and

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RESOLVED FURTHER THAT subject to the directions of the National Company Law Tribunal, the Company do appoint Mr. Prerak Goel, Executive director of the company or failing him Mr. Prayas Goel, Chairman & Managing Director of the company or such other person as may be directed by the National Company Law Tribunal as Chairperson of the National Company Law Tribunal Convened Meetings of the Shareholders and Creditors of the Company in relation to the said draft Scheme.

RESOLVED FURTHER THAT certified true copy of the aforesaid resolution duly signed by any one of the Directors or the Company Secretary of the Company, be furnished to whomsoever concerned, as and when required.”

//Certified True Copy//

FOR CONCORD ENVIRO SYSTEMS LIMITED



Prerak Goel
Director
DIN: 00348563



Date: 21/08/2025

Place: Mumbai

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