



**CONCORD**  
enviro

**Concord Enviro Systems Limited**

101, HDIL Towers, Anant Kanekar Marg,  
Bandra (E), Mumbai – 400 051, India

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CIN L45209MH1999PLC120599

Date: 24<sup>th</sup> March 2026

To,

<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001
<b>Symbol: CEWATER</b>	<b>Scrip Code: 544315</b>

Dear Sir/Madam,

**Sub: Notice of the Extra-Ordinary General Meeting ('EGM') of Concord Enviro Systems Limited ("Company") being convened pursuant to the Order of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench, dated March 11, 2026, in the matter of Scheme of Arrangement between Concord Enviro Systems Limited and its Shareholders ("the Scheme").**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith is the Notice dated March 24, 2026 for convening the EGM of the Equity Shareholders of Concord Enviro Systems Limited as directed by the Mumbai Bench<sup>9/</sup> of the NCLT scheduled to be held on Tuesday, April 28, 2026 at 10:00 A.M. (IST) through Video Conferencing ("**VC**") /Other Audio-Visual Means ("**OAVM**"), to consider, and if thought fit, to approve, with or without modification(s), the Scheme of Arrangement between Concord Enviro Systems Limited and its shareholders ("**the Scheme**").

Further, we hereby confirm that the Notice of this NCLT convened meeting, together with the Explanatory Statements and Annexures ("**Notice and Annexures**"), will be send through electronic mode to the Members of the company whose names appear in the register of members as on Friday, March 20, 2026 and whose e-mail addresses are registered with the Company/ Depository/ Depository Participant/ Registrar and Transfer Agent ("**RTA**") as on the said date. Members who have not registered their e-mail address with the Company/Depository/Depository Participant/RTA , are requested to download the Notice and Annexures from the website of the company from the link [www.concordenviro.in](http://www.concordenviro.in).

We hereby confirm that the dispatch of the Notice and Annexures of the EGM to the members of the Company through electronic mode is being commenced and completed on Tuesday, March 24, 2026.

Further, in compliance with the provisions of the Orders passed by NCLT and Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable SEBI Circulars, Secretarial Standard-2, and in accordance with the circulars/notifications issued by the Ministry of Corporate Affairs (MCA) for holding general meetings through VC/OAVM, the company is providing the e-voting facility to its members, who hold shares as on Tuesday, 21 April, 2026 (End of Day), being the cut-off date fixed for determining the members who would be entitled to exercise their right to vote through e-voting process, on the items of business specified in the Notice of the EGM.

The Company has engaged National Securities Depository Limited (“**NSDL**”) for providing the facility to the members for joining the EGM electronically as well as for facilitating the e-voting.

Commencement of remote e-voting period	Saturday, 25 April, 2026 at 9:00 A.M. (IST)
End of remote e-voting period	Monday, 27 April, 2026 at 5:00 P.M. (IST)

We further inform that NCLT has appointed Mr. Martinho Ferrao, of Martinho Ferrao & Associate, Practicing Company Secretary, having Membership No. F6221 as the Scrutinizer for the above EGM.

A copy of the aforesaid Notice and Annexures are enclosed herewith and this intimation shall be available on the website of the company at [www.concordenviro.in](http://www.concordenviro.in).

We request you to take note of the above.

Thanking You,

Yours faithfully

**For Concord Enviro Systems Limited**

**Prerak Goel**  
**Director**  
**DIN: 00348563**

**Enclosed: As above**

# Concord Enviro Systems Limited

(CIN: L45209MH1999PLC120599)

**Registered Office:** 101, HDIL Towers, Anant Kanekar Marg, Bandra (E),  
Mumbai – 400 051, Maharashtra, India.

**Tel No:** +91 22 6704 9000 **Email:** [cs@concordenviro.in](mailto:cs@concordenviro.in) **Website:** [www.concordenviro.in](http://www.concordenviro.in)

## NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF CONCORD ENVIRO SYSTEMS LIMITED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ('NCLT' OR 'TRIBUNAL')

Day	Tuesday
Date	28 <sup>th</sup> April, 2026
Time	10:00 A.M. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the meeting shall be conducted through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). The deemed venue shall be the Registered Office of the Company situated at 101, HDIL Towers, Anant Kanekar Marg, Bandra (E), Mumbai – 400 051, Maharashtra, India.
Cut-off date for determining eligibility of shareholders for sending Notice	Friday, 20 <sup>th</sup> March, 2026
Cut-off date for ascertaining entitlement of shareholders for e voting	Tuesday, 21 <sup>st</sup> April, 2026

### REMOTE E-VOTING PERIOD

<b>Start Date on and Time</b>	Saturday, 25 <sup>th</sup> April, 2026 09:00 A.M. (IST)
<b>End Date and Time</b>	Monday, 27 <sup>th</sup> April, 2026 05:00 P.M. (IST)

### Volume 1 – Notice and Explanatory Statement

S. No.	Contents	Pages
1.	Notice convening meeting of the equity shareholders of Concord Enviro Systems Limited under Section 230 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 ('Act') and Rule 6 of the Companies (Compromise, Arrangement and Amalgamations) Rules, 2016 ('CAA Rules') pursuant to Order dated 11 <sup>th</sup> March 2026 of the NCLT (the 'Notice')	1-3
2.	Explanatory Statement under Section(s) 102 and 230 and other applicable provisions of the Act read with Rule 6 of CAA Rules, 2016	4-28
<b>Annexures</b>		
3.	<b>Annexure A</b> Scheme of Arrangement between Concord Enviro Systems Limited and its shareholders ("Scheme")	29-47
4.	<b>Annexure B1 and B2</b> Audited Financial Statements of Concord Enviro Systems Limited as on March 31 <sup>st</sup> , 2025 and Unaudited Financial Results of Concord Enviro Systems Limited as on 31 <sup>st</sup> December 2025	48-103
5.	<b>Annexure C</b> Copy of Order dated 11 <sup>th</sup> March 2026 passed by the NCLT (hereinafter referred to as 'NCLT Order')	104-114

6.	<b>Annexure D</b> Copy of the Audit Committee Report of the Applicant Company	115-118
7.	<b>Annexure E</b> Copy of the Board Resolution of the Applicant Company approving the Scheme of Arrangement	119-123
8.	<b>Annexure F</b> Certificate issued by the Statutory Auditors of the Applicant Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act	124-126

This document along with Notice and Explanatory Statement of the meeting, issued pursuant to Section 230 read with Section 102 and other applicable provisions of the Act read with Rule 6 of the CAA Rules (page nos. 1 to 28) and Annexure A to Annexure F (page nos. 29 to 126) constitute a single and complete set of documents and should be read together as they form an integral part of this document.

**FORM NO. CAA. 2**

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**MUMBAI BENCH**

**CA(CAA)/260/(MB)/2025**

**IN THE MATTER OF SECTION 230 READ WITH SECTION 52 AND SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

**AND**

**IN THE MATTER OF SCHEME OF ARRANGEMENT**

**BETWEEN**

**CONCORD ENVIRO SYSTEMS LIMITED**

**AND**

**ITS SHAREHOLDERS**

Concord Enviro Systems Limited, a Public Limited Listed }  
Company incorporated under the provisions of Companies }  
Act, 1956 having its registered office at 101, HDIL Towers, }  
Anant Kanekar Marg, Bandra (E), Mumbai – 400 051, India. }  
CIN: L45209MH1999PLC120599 }

... Applicant Company

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF CONCORD ENVIRO SYSTEMS LIMITED**

**To,**

**The Equity Shareholders of Concord Enviro Systems Limited**

1. **NOTICE** is hereby given that, in accordance with the Order dated 11<sup>th</sup> March 2026 (the ‘**NCLT Order**’) in the above mentioned Company Application, passed by the Hon’ble National Company Law Tribunal, Mumbai Bench, a meeting of the Equity Shareholders of the Applicant Company, will be held “through video conferencing (“**VC**”) or Other Audio-Visual Means (“**OAVM**”)” for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Concord Enviro Systems Limited and its shareholders (**‘Scheme’ or ‘the Scheme’**) under Section 230 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 (**‘Act’**) on Tuesday, 28<sup>th</sup> April, 2026 at 10:00 A.M. (IST).
2. Pursuant to the said Order and as directed therein, the Meeting of the Equity Shareholders of the Company (**‘Meeting’**) will be held through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), in compliance with the applicable provisions of the Companies Act, 2013 (“**Act**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with circulars issued by Securities and Exchange Board of India and following the operating procedures (with requisite modifications as may be required) referred to in General Circular Nos. (i) 20/2020 dated 5<sup>th</sup> May 2020 (AGM Circular), (ii) 14/2020 dated 8<sup>th</sup> April 2020 (EGM Circular – I) and (iii) 17/2020 dated 13<sup>th</sup> April 2020 (EGM Circular -II) and subsequent circulars issued in this regard, the MCA latest Circular dated 22<sup>nd</sup> September, 2025 regarding holding of AGM and EGM through VC and OAVM issued by the Ministry of Corporate Affairs (“**MCA**”), Government of India (collectively referred to as “**MCA Circulars**”), and in compliance with Secretarial Standard on General Meetings, the Equity

Shareholders of the Applicant Company are requested to attend, to consider, and if thought fit, to pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority, as prescribed under Section 230 read with Section 52 and Section 66 and other applicable provisions of the Act, as amended:

**“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, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), any other Circulars/ Guidelines issued by SEBI applicable to scheme of arrangement from time to time, and all other provisions of applicable laws, or any amendments thereto or modifications thereof, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon’ble jurisdictional National Company Law Tribunal (**“Tribunal”**) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Concord Enviro Systems Limited and its shareholders (**“Scheme”**), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason, whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal, while sanctioning the arrangement embodied in the Scheme or by any authorities under the law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts, as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

- TAKE FURTHER NOTICE that the Equity Shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes(a) through e-voting system available at the Meeting, to be held virtually (**“e-Voting at the Meeting”**); or (b) by remote electronic voting (**“remote e-Voting”**), during the period, as stated below:

<b>REMOTE E-VOTING PERIOD</b>	
Commencement of voting	Saturday, 25 <sup>th</sup> April, 2026 09:00 A.M. (IST)
End of voting	Monday, 27 <sup>th</sup> April, 2026 05:00 P.M. (IST)

- TAKE FURTHER NOTICE that the facility of appointment of proxies by the Equity Shareholders will not be available for the meeting as the meeting is being held through VC / OAVM. However, a body corporate/ institutional shareholder which is an Equity Shareholder of the Applicant Company may attend and vote at the said meeting either in person or through authorised representative provided that the copy of authorisation / power of attorney by the board of directors or a certified copy of the resolution passed by its board of directors or other governing body authorising such representative to attend and vote at the Meeting through VC / OAVM on its behalf along with the attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, is emailed to the Scrutinizer at [mferraocs@gmail.com](mailto:mferraocs@gmail.com) with a copy marked to [cs@concordenviro.in](mailto:cs@concordenviro.in), or deposited at the registered office of the Applicant Company at 101, HDIL Towers,

Anant Kanekar Marg, Bandra (E), Mumbai – 400 051, India in the State of Maharashtra, not later than 48 (Forty-eight) hours before the time fixed for the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Please note that attending the meeting and voting at the meeting by proxy, is not permissible in case of meeting by VC / OAVM.

5. A person, whose name is 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., Tuesday, 21<sup>st</sup> April, 2026 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an Equity Shareholder as on the cut-off date, should treat the Notice for information purpose only.
6. In compliance with the provisions of Section 230 of the Act read with the rules framed there under and other applicable provisions, voting by the Equity Shareholders of the Applicant Company to the Scheme shall be carried out through remote e-voting and e-voting at the time of the meeting as arranged by the Applicant Company through National Securities Depository Limited (NSDL) for the meeting to be held on Tuesday, 28<sup>th</sup> April, 2026. The Equity Shareholders may refer to the 'Notes' to this Notice for detailed instructions on remote e-voting, attending the Meeting through VC / OAVM and e-voting during the Meeting.
7. A copy of the said Scheme, statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules along with all annexures to such statement are appended. A copy of this Notice and the accompanying documents are also placed on the website of the Company at [www.concordenviro.in](http://www.concordenviro.in) and can be accessed at the website of NSDL <https://www.evoting.nsdl.com>, being the agency appointed by the Company to provide the e-voting and other facilities for convening of the Meeting and the website of the Stock Exchanges i.e., BSE Limited ("BSE") viz. [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("NSE") viz. <https://www.nseindia.com/>.
8. The Tribunal has appointed V. Nallasenapathy, to be the Chairperson for the Meeting and Mr. Martinho Ferrao, of Martinho Ferrao & Associates to be the Scrutinizer.
9. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

**Date: 24<sup>th</sup> March, 2026**

**Place: Mumbai**

**Sd/-**

**Chairperson Appointed by the Tribunal for the Meeting**

**CONCORD ENVIRO SYSTEMS LIMITED**

**CIN: L45209MH1999PLC120599**

**Registered Office: 101, HDIL Towers, Anant Kanekar Marg, Bandra (E),  
Mumbai – 400 051, India.**

**Website: [www.concordenviro.in](http://www.concordenviro.in)**

**E-mail: [cs@concordenviro.in](mailto:cs@concordenviro.in)**

**Tel.: +91 22 6704 9000**

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**MUMBAI BENCH**

**FORM NO. CAA. 2**

**[PURSUANT TO SECTION 230 (3) AND RULE 6 AND 7]**

**CA(CAA)/260/(MB)/2025**

**IN THE MATTER OF SECTION 230 READ WITH SECTION 52 AND SECTION 66 AND OTHER  
APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

**AND**

**IN THE MATTER OF SCHEME OF ARRANGEMENT**

**BETWEEN**

**CONCORD ENVIRO SYSTEMS LIMITED**

**AND**

**ITS SHAREHOLDERS**

Concord Enviro Systems Limited, a Public Limited Listed }  
Company incorporated under the provisions of Companies }  
Act, 1956 having its registered office at 101, HDIL Towers, }  
Anant Kanekar Marg, Bandra (E), Mumbai – 400 051, India. }  
CIN: L45209MH1999PLC120599 }

... Applicant Company

**STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 230(2) OF THE COMPANIES ACT 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”) TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF CONCORD ENVIRO SYSTEMS LIMITED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH.**

1. Pursuant to the Order dated 11<sup>th</sup> March 2026, passed by Hon’ble National Company Law Tribunal, Mumbai Bench in the Company Application CA(CAA)/260/(MB)/2025, a meeting of the Equity Shareholders of the Applicant Company is scheduled to be held on Tuesday, 28<sup>th</sup> April, 2026 at 10:00 A.M. (IST) to obtain their approval to the Scheme of Arrangement between Concord Enviro Systems Limited and its shareholders.
2. The Hon’ble National Company Law Tribunal, Mumbai Bench, by an Order dated 11<sup>th</sup> March 2026 was pleased to issue directions for convening of the meeting of the Equity Shareholders of the Applicant Company through “Video Conferencing (“VC”) or “Other Audio-Visual Means” (“OAVM”)” on Tuesday, 28<sup>th</sup> April, 2026 at 10:00 A.M. (IST) to be presided over by Mr. V. Nallasenapathy as the Chairperson of the Meeting. The said Order will be available for inspection at the Registered Office of the Applicant Company at 101, HDIL Towers, Anant Kanekar Marg, Bandra (E), Mumbai – 400 051, Maharashtra, India, on any working day of the Company, up to the date of meeting, after receipt from the Tribunal.
3. In addition to the meeting of the Equity Shareholders of the Applicant Company convened on the directions of the Hon’ble National Company Law Tribunal, to seek the approval of the said Shareholders pursuant to Section 230 read with Section 52 and Section 66 of the Companies Act, 2013 further read with other relevant provisions of the Companies Act, 2013, approval of the Equity Shareholders of the Applicant Company is also sought by way of remote e-voting, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

4. The Board of Directors of the Applicant Company in their meeting held on 8<sup>th</sup> August 2025 has approved the Scheme of Arrangement. A copy of the Scheme, setting out the terms and conditions of the arrangement, as approved by the Board of Directors of Concord Enviro Systems Limited is enclosed herewith as **Annexure A**. The proposed scheme is envisaged to be effective from the Appointed Date but shall be made operative from the Effective Date (as defined in the Scheme).

## 5. Particulars of the Companies

### 5.1. Concord Enviro Systems Limited (“Applicant Company” or “Company”)

5.1.1. Concord Enviro Systems Limited is a listed public company incorporated under the provisions of the Companies Act, 1956 under the Corporate Identification Number L45209MH1999PLC120599. The Company was incorporated on July 1, 1999, as a Private Limited Company under the name and style of Concord Enviro Systems Private Limited. Subsequently, the name of the Company was changed to Concord Enviro Systems Limited, upon conversion into a public company and fresh certificate of incorporation was issued by the Registrar of Companies ('RoC'), Mumbai on 9<sup>th</sup> June 2022. The equity shares of the Applicant Company are listed on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) with effect from Friday, December 27, 2024. The PAN Account Number of the Company is AAACC8962C.

There has been no change in the registered office address of the Company in the last 5 (five) years.

The Company was incorporated to carry on the business of dealing in, import, export, sell, manufacture, fabricate, design, assemble, construct, erect, commission, hire all types of Pollution Control Systems, Environmental Control Systems, Water Treatments System along with their plants, machineries, accessories, Instruments incorporating or by themselves all associated equipment for Pretreatment such as precipitators, lime softeners, pressure tanks and filters, ion exchange softeners, ion exchange demineralisers, dealkalisers, recovery systems, condensate polishers, metal waste neutralization systems, electro-dialysers, diffusion dialysers, reverse osmosis plants, degassers and detractors or any similar equipments alongwith its spare parts, appliances, fixtures, attachments, implements, devices, materials, substances, minerals things and other requisites and facilities necessary or useful.

5.1.2. The main objects of the Applicant Company are as follows:

*(A) Main objects to be pursued by the Company on its incorporation:*

1. To takeover running business of "Universal Blenders," a registered partnership firm with its all assets, all liabilities, trade marks, goodwill, licences, permits etc. and after complete takeover, the partnership firm would be dissolved.
2. To deal in, import, export, sell, manufacture, fabricate, design, assemble, construct, erect, commission, hire all types of Pollution Control Systems, Environmental Control Systems, Water Treatments System alongwith their plants, machineries, accessories, Instruments incorporating or by themselves all associated equipment for Pretreatment such as precipitators, lime softeners, pressure tanks and filters, ion exchange softeners, ion exchange demineralisers, dealkalisers, recovery systems, condensate polishers, metal waste neutralization systems, electro-dialysers, diffusion dialysers, reverse osmosis plants, degassers and detractors or any similar equipments alongwith its spare parts, appliances, fixtures, attachments, implements, devices, materials, substances, minerals things and other requisites and facilities necessary or useful.

There has been no change in the object clause of the company in the last 5 (five) years.

5.1.3. The authorised, issued, subscribed and paid-up capital of the Applicant Company as on 31<sup>st</sup> March 2025 is as follows:

Particulars	Amount in INR
<b>Authorised Share Capital:</b>	
4,00,00,000 equity shares of Rs. 5/- each	20,00,00,000
0.001% compulsorily convertible non-cumulative preference shares of Rs. 1000/- each	22,50,00,000
<b>Total</b>	<b>42,50,00,000</b>
<b>Issued, Subscribed and Paid Up Share Capital:</b>	
2,06,96,233 equity shares of Rs. 5/- each fully paid up	10,34,81,165
<b>Total</b>	<b>10,34,81,165</b>

There has been no change in the issued, subscribed and paid-up share capital of the Applicant Company, from 31<sup>st</sup> March 2025 till date.

5.1.4. As on 15<sup>th</sup> September 2025 the amount due to the Unsecured Creditors of Applicant Company is INR 6,63,32,024.

5.1.5. As on 15<sup>th</sup> September 2025, the amount due to the Secured Creditor of Applicant Company is INR 2,96,97,101.13.

5.1.6. The details of the directors and Promoters of the Applicant Company along with their addresses are as follows:

**Details of Promotor/ Promotor Group:**

S. No.	Name	Correspondence Address
	<b>Promoters</b>	
1.	Prayas Goel	1101, Eben Ezer, Tagore Road, Santacruz (West), Mumbai- 400054, Maharashtra, India.
2.	Prerak Goel	1001, Eben Ezer, Tagore Road, Santacruz (West), Mumbai- 400054, Maharashtra, India.
	<b>Promoter Group</b>	
3.	Namrata Goel	1101, Eben Ezer, Tagore Road, Santacruz (West), Mumbai- 400054, Maharashtra, India.
4.	Pushpa Goel	1001 Eben- Ezer Tagore Road, Santacruz West, Mumbai 400054, Maharashtra, India.
5.	Krtin Goel	1101 Eben-Ezer, Tagore Road, Santacruz West, Mumbai 400054, Maharashtra, India.
6.	Krttika Goel	1101 Ebenezer, Tagore Road, Santacruz West, Mumbai 400054, Maharashtra, India.
7.	Yashita Goel	1101 Eben-Ezer, Tagore Road, Santacruz West, Mumbai 400054, Maharashtra, India.
8.	Suresh Kumar Bhatia	903 Roopkala, Tagore Road, Santacruz West, Mumbai 400054, Maharashtra, India.
9.	Sudha Bhatia	903 Roopkala, Tagore Road, Santacruz West, Mumbai 400054, Maharashtra, India.
10.	Shweta Bhatia	1104 Emirates Crown Towers, Marina, United Arab Emirates.
11.	Nidhi Goel	1001, Eben Ezer, Tagore Road, Santacruz (West), Mumbai- 400054, Maharashtra, India.

12.	Aninditha Goel	1001, Eben Ezer, Tagore Road, Santacruz (West), Mumbai- 400054, Maharashtra, India.
13.	Prerna Goel	1001, Eben Ezer, Tagore Road, Santacruz (West), Mumbai- 400054, Maharashtra, India.
14.	Manju Podar	2nd Floor, Podar House, R A Kidwai Road, Azad Nagar, Wadala, Mumbai 400031, Maharashtra, India.
15.	Gaurav Podar	2nd Floor, Podar House, R A Kidwai Road, Azad Nagar, Wadala, Mumbai 400031, Maharashtra, India.
	<b>Promoter Group which form part of Promoter Group</b>	
16.	Concord Shipping Private Limited	101 HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, - 400051 Maharashtra, India.
17.	Rochem Green Energy Private Limited	101 HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, - 400051 Maharashtra, India.
18.	Early Wonders International Preschool LLP	101 HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, - 400051 Maharashtra, India.
19.	Rochem (India) Private Limited	101 HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, - 400051 Maharashtra, India.
20.	Rochem Technical Services Private Limited	101 HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, - 400051 Maharashtra, India.
21.	Infinity Solar Power Private Limited	12 Ram Janki, 356 Linking Road, Khar West, Mumbai 400052, Maharashtra, India.
22.	Roserve Enviro Private Limited	BL-28 Shalimar Bagh, New Delhi 110088, India.
23.	Roserve Enviro (FZE)	PO Box 120685, SAIF Zone, United Arab Emirates.
24.	Reine Clothing LLP	Samitha Commercial Complex, Building No. 16A, Gala No.19, Saki Naka, Andheri (East), Mumbai, - 400072, Maharashtra, India.
25.	DKC International Solutions LLP	No. 5, Bhartiya Krida Mandir, 57, Naigaon Cross Road, Wadala, Mumbai, - 400031, Maharashtra, India.
26.	WHE Systems FZC	P6-53 SAIF Zone, United Arab Emirates.
27.	Kamlesh Kumar Goel HUF	1201 Ebenezer, Tagore Road, Santacruz West, Mumbai 400054, Maharashtra, India.
28.	Concord Shipping & Marine Services LLP	101 HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, - 400051, Maharashtra, India.
29.	Kanon DKC Loading Equipment Private Limited	Plot 20/5, Podar House, R A Kidwai Road, Azad Nagar, Wadala, Mumbai 400031, Maharashtra, India.
30.	DS Podar & Sons HUF	4A/5, BharatiyaKreedamandir, 57 Naigaum Cross Road, Wadala, Mumbai 400031, Maharashtra, India.
31.	SD Engineers	4A/5 Bhartiya Kreedamandir, 57 Naigaum Cross Road, Wadala, Mumbai 400031, Maharashtra, India.
32.	SD Podar HUF	4A/5, Bharatiya Kreedamandir, 57 Naigaum Cross Road, Wadala, Mumbai 400031, Maharashtra, India.
33.	DMAG International	4A/5 Bhartiya Kreedamandir, 57 Naigaum Cross Road, Wadala, Mumbai 400031, Maharashtra, India.
34.	DK Corporation	4A/5 Bhartiya Kreedamandir, 57 Naigaum Cross Road, Wadala, Mumbai 400031, Maharashtra, India.

35.	Trishul Enterprises	4A/5 Bhartiya Kreedha Mandir, 57 Naigaum Cross Road, Wadala, Mumbai 400031, Maharashtra, India.
36.	Nidhi Associates	4A/5 Bhartiya Kreedha Mandir, 57 Naigaum Cross Road, Wadala, Mumbai 400031, Maharashtra, India.
37.	Gaurav D. Podar HUF	4A/5, Bhartiya Kreedha Mandir, 57 Naigaum Cross Road, Wadala, Mumbai 400031, Maharashtra, India.
38.	NS Enterprises	903 Roopkala, Tagore Road, Santacruz West, Mumbai 400054, Maharashtra, India.
39.	GDS Enterprises	Bhartiya Kreedha Mandir, 57, Naigaum Cross Road, Wadala, Mumbai 400031, Maharashtra, India.
40.	Early Wonders Daycare LLP	101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, Mumbai 400051, Maharashtra, India.

**Details of the Directors and KMPs:**

Sr. No.	Name	DIN	Designation	Address
1.	Mr. Prayas Goel	00348519	Managing Director & Chairman	1101, Eben Ezer, Tagore Road, Santacruz (West), Mumbai-400054, Maharashtra
2.	Mr. Prerak Goel	00348563	Executive Director	1001, Eben Ezer, Tagore Road, Santacruz (West), Mumbai-400054, Maharashtra
3.	Ms. Namrata Goel	00349113	Non-Executive - Non-Independent Director	1101, Eben Ezer, Tagore Road, Santacruz (West), Mumbai-400054, Maharashtra
4.	Ms. Kamal Sandeep Shanbhag	09578441	Non-Executive - Independent Director	Rustomjee Seasons B-801 MIG CHS IV Ltd., Gandhi Nagar, Bandra East, Mumbai, Maharashtra – 400051
5.	Mr. Prakash Dharshibhai Shah	00286277	Non-Executive - Independent Director	503A, Mithila Apartment, S.V Road, Kandivali West, Mumbai, Maharashtra - 400067
6.	Mr. Shiraz Bugwadia Homi	01213884	Non-Executive - Independent Director	No 13, Deepali St Cyril Road, Bandra West, Mumbai – 400050
7.	Mrs. Jyoti Nikunj Chawda	ANBPG4245K	Company Secretary & Compliance Officer	303/B, Koday Apartment, Datta Mandir Road, Malad East- 400097
8.	Mr. Anish Goel	ALIPG6014B	Chief Financial Officer	603, Ambrosia Raheja Acropolis -2, Govandi- Mumbai 400088

Subsequent to 12<sup>th</sup> February, 2026, there have been no changes in the details of the Promoters, Directors & KMP's of the Applicant Company.

**6. Board Meeting approving the Scheme of Arrangement**

The Board of Directors of the Applicant Company have approved the proposed Scheme of Arrangement vide their Board Resolution in their meeting held on 8<sup>th</sup> August 2025.

Names of the directors of the Company who voted in favour of the resolution, who voted against the resolution and who did not vote or participate in such resolutions are as follows:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Voted in Favour/ Against/ Abstained from voting/ Absent</b>
1.	Mr. Prayas Goel	In favour
2.	Mr. Prerak Goel	In favour
3.	Ms. Namrata Prayas Goel	Absent
4.	Ms. Kamal Sandeep Shanbhag	In favour
5.	Mr. Prakash Dharshibhai Shah	In favour
6.	Mr. Shiraz Bugwadia Homi	In favour

## 7. Rationale and Benefits of the Scheme of Arrangement

1. The Company currently has a negative balance under the head "Retained Earnings". Despite reporting the profits during the previous years, the negative Retained Earnings are weighing down the financial statements of the Company and are not reflective of its true current financial positions.
2. As a strategic move, the Company proposed to undertake financial restructuring through a Scheme of Arrangement to set-off the negative balance in the Retained Earnings against the credit balance in the Securities Premium Account. The set-off of the credit balance in the Securities Premium Account would not have any impact on the shareholding pattern and the capital structure of the Company.
3. The above set-off could potentially reap strategic benefits including but not limited to the following:
  - a. the financial statements of the Company should reflect its true and fair financial health and achieve right sizing of the balance sheet;
  - b. help in resizing the reserves of the Company and thereby denoting a positive reserve representing its true and fair financial position which is commensurate with its business and assets;
  - c. enable the Company to use the amount which is lying unutilized in the credit balance in the Securities Premium Account of the Company in an effective manner for the benefit of the Company;
  - d. help in exploring the opportunities for the benefit of the shareholders of the Company including but not restricted to dividend payment as per applicable provisions of the Companies Act, 2013 and rules made thereunder;
  - e. the Scheme does not involve any financial outlay/outgo and therefore, would not affect the ability or liquidity of the Company to meet its obligations/commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company; and
  - f. the Scheme would be in the best interest of the shareholders and other stakeholders of the Company.

In view of the aforesaid, the Board of Directors of the Company have considered and proposed this Scheme and matters incidental thereto pursuant to the provisions of Section 230 read with Section 52 and Section 66 and other relevant provisions of the Act.

8. **The salient features of the Scheme are as follows:**

**PART I – DEFINITIONS AND SHARE CAPITAL**

**DEFINITIONS**

*In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:*

- 1.3. **"Appointed Date"** means 01st April 2025 or such other date as may be fixed or approved by the Hon'ble National Company Law Tribunal or such other competent authority/ Appropriate Authority;
- 1.7. **"Effective Date"** in relation to the Scheme, means the date or last of the dates on which (i) certified copies of the order of the NCLT sanctioning the Scheme are filed Company with the Registrar of Companies, Mumbai or (ii) the last of the approvals specified under Clause 13 is obtained. References in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme becoming effective" shall mean the Effective Date
- 1.18. **"this Scheme" or "the Scheme" or "Scheme of Arrangement"** means this Scheme of Arrangement in its present form, submitted to the Tribunal for sanction of this Scheme with such modification(s), if any, made as per Clause 12 of this Scheme.

**Part II – FINANCIAL RESTRUCTURING OF THE COMPANY**

**5. FINANCIAL RESTRUCTURING OF THE COMPANY**

- 5.1. *As on 31 March 2025, the Other Equity as appearing in the books of accounts of the Company is as under:*

<b>Particulars</b>	<b>Amount in Rs.</b>
<i>General Reserve</i>	98,525
<i>Securities Premium</i>	2,44,25,66,361.62
<i>Retained Earnings</i>	(46, 16,81,974.32)
<i>Remeasurement Benefits</i>	(13,12,484.13)

- 5.2. *Upon the Scheme becoming effective and with effect from the Appointed Date, the negative balance of the Retained Earnings shall be first adjusted against the credit balance in the Securities Premium Account as appearing in books of accounts of the Company as on the Appointed Date.*
- 5.3. *The adjustment of the negative balance of Retained Earnings against the credit balance in the Securities Premium Account of the Company as stated in Clause above, shall be effected as an integral part of this Scheme itself, and the order of the Tribunal sanctioning this Scheme shall confirm the adjustment of the negative balance of Retained Earnings against the credit balance in the Securities Premium Account of the Company.*

- 5.4. *The utilization of the Securities Premium Account as aforesaid shall be effected as an integral part of the Scheme and the order of the NCL T sanctioning this Scheme shall be deemed to be an order under Section 66 read with Section 52 and other applicable provisions of the Act and no separate sanction under Section 66 read with Section 52 and other applicable provisions of the Act will be necessary.*
- 5.5. *Pursuant to the Scheme, there is no outflow of/ payout of funds from the Company and hence, the interest of the shareholders/ creditors is not adversely affected. For the removal of doubt, it is expressly recorded and clarified that the Scheme shall not in any manner involve distribution of reserves and shall be in accordance with the accounting standards prescribed under provisions of Section 133 of the Act.*
- 5.6. *The adjustment of the negative balance of Retained Earnings against the credit balance in the Securities Premium Account of the Company would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.*
- 5.7. *Notwithstanding the adjustment of the negative balance of Retained Earnings against the credit balance in the Securities Premium Account of the Company, as stated in Clause 5.2 above, the Company shall not be required to add 'And Reduced' as suffix to its name.*
- 5.8. *This Scheme is an "arrangement" between the Company and its shareholders under Section 230 read with Section 52 and Section 66 and the other applicable provisions of the Act and does not envisage the transfer or vesting of any properties and/or liabilities as contemplated in Sections 230 to 232 and other applicable provisions of the Act. This Scheme does not involve any "conveyance" or "transfer" of any property/liabilities and does not relate to amalgamation or merger or demerger of companies in terms of Sections 230 to 232 of the Act, and accordingly this Scheme and the order sanctioning this Scheme shall not be deemed to be a conveyance within the meaning of the Maharashtra Stamp Act, 1958, and therefore no stamp duty shall be payable on the Scheme and /or the order sanctioning this Scheme.*

## **6. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANY**

- 6.1. *Notwithstanding anything contained in the Scheme, the Company shall account for the financial restructuring in accordance with Ind AS notified under Section 133 of the Act, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, and other accounting principles generally accepted in India. The negative balance of Retained Earnings as on the Appointed Date shall be adjusted against the credit balance in the Securities Premium Account of the Company.*
- 6.2. *This adjustment shall be deemed to constitute a reduction of share capital as contemplated under Section 52(1) and Section 66 of the Act, and the NCLT's approval of this Scheme shall serve as confirmation of such capital reduction under Section 66 of the Act.*

### **Part III – GENERAL TERMS AND CONDITIONS**

#### **7. EMPLOYEES**

*The employees of the Company shall, in no way, be affected by the proposed financial restructuring, as there is no transfer of employees under the Scheme. On the Scheme becoming effective, all the employees of the Company shall continue with their employment, without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date.*

#### **8. CREDITORS**

*The adjustment of negative Retained Earnings against the credit balance in the Securities Premium Account (as set out in Clause 5.2 above) will not cause any prejudice to the creditors of the Company. The creditors of the Company are, in no way, affected by the proposed financial restructuring, as there is no reduction in the amount payable to any of the creditors and no compromise or arrangement is contemplated with the creditors. Further, there is no outflow of cash from the Company. Thus, the proposed adjustment would not, in any way, adversely affect the operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.*

#### **9. COMPLIANCE WITH TAX LAWS**

*The Scheme is in compliance with the applicable Tax Laws. Upon the Scheme becoming effective, the Company shall continue to pay Taxes in accordance with and subject to Applicable Law.*

#### **10. LEGAL PROCEEDINGS**

*Upon the Scheme becoming effective, all suits, actions, administrative proceedings, tribunal proceedings, show cause notices, demands and legal proceedings of whatsoever nature by or against the Company pending and/or arising on or before the Effective Date or which may be instituted any time thereafter shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Company.*

#### **11. APPLICATIONS/PETITIONS TO THE TRIBUNAL**

*The Company shall make and file all applications and petitions under Sections 230 read with section 52 and section 66 of the Act and other applicable provisions of the Act before the Tribunal, for sanction of this Scheme under the provisions of the Act.*

#### **12. MODIFICATIONS/AMENDMENTS TO THE SCHEME**

*12.1. The Company, through its Board of Directors, may make or consent to any modifications/ amendments to this Scheme or approve withdrawal of the Scheme or any part thereof or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them or the Board.*

12.2. *The Board of the Company shall take all such steps as may be necessary, desirable, or proper to resolve any doubts, difficulties or questions, including interpretation of the Scheme, whether by reason of any directive or orders of any other Appropriate Authorities or otherwise howsoever arising out of or under or by virtue of the Scheme or any matter concerned or connected therewith. The power of the Boards of the Company to modify/ amend the Scheme shall be subject to the approval of the Tribunal.*

### **13. SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS**

13.1. *The Scheme is conditional upon and subject to the following conditions precedent:*

13.1.1. *approval of the Scheme by the requisite majority of shareholders and/ or creditors of the Company, as applicable or as may be required under the Act and as may be directed by the Tribunal;*

13.1.2. *the sanctions and orders of the Tribunal, under Sections 230 of the Act being obtained by the Company; and*

13.1.3. *the certified copy of the orders of the Tribunal being filed with the RoC by the Company.*

13.2. *It is hereby clarified that submission of this Scheme to the Tribunal and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defences that Company may have under or pursuant to all Applicable Laws.*

### **14. EFFECT OF NON-RECEIPT OF APPROVALS**

*In the event of any of the said sanctions and approvals referred to in the Clause 13 above, not being obtained and/ or the Scheme not being sanctioned by the Tribunal and/or the order not being passed as aforesaid within such period or periods as may be agreed upon by the Board, this Scheme shall stand revoked , cancelled and be of no effect , save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.*

### **15. REMOVAL OF DIFFICULTIES**

15.1. *The Company acting through its Board, may*

- a. *give such directions and agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions arising under this Scheme, whether by reason of any orders of the Appropriate Authority or of any directive or orders of any Appropriate Authority, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation or implementation thereof or in any manner whatsoever connected therewith, or to review the position relating to the satisfaction of various*

*conditions of this Scheme and if necessary, to waive any of those to the extent permissible under Applicable Law; and/or*

*b. do all such acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.*

*15.2. Without prejudice to the other provisions of the Scheme and notwithstanding the adjustment of negative Retained Earnings against the credit balance in the Securities Premium Account of the Company by virtue of the Scheme itself, in order to ensure implementation of the provisions of the Scheme the Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under Applicable Law or otherwise, execute deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contracts or arrangement in relation to which the Company has been a party, including any filings with the regulatory authorities in order to give formal effect to the above provisions and to carry out or perform all such formalities or compliances referred to above on the part of the Company.*

## **16. COSTS**

*All costs, charges, taxes including duties, levies (including stamp duty) and all other expenses, if any, arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by the Company.*

## **17. MISCELLANEOUS**

*17.1. Upon this Scheme becoming effective, the accounts of the Company and any other, record/certificate/return, as on the Appointed Date shall be reconstructed in accordance with the terms of this Scheme.*

*17.2. Upon the Scheme becoming effective, the Scheme shall be binding on the Company and all concerned parties without any further act, deed, matter or thing.*

*17.3. The provisions contained in this Scheme are inextricably inter-linked and the Scheme constitutes an integral whole. The Scheme would be given effect to only if it is approved in its entirety unless specifically agreed otherwise by the Board of Directors of the Company or any committee constituted by such Board.*

*17.4. The Company shall be at liberty to withdraw this Scheme at any time as may be agreed by the Board of Directors of the Company prior to the Effective Date.*

The Salient features, as set out above, being only the salient features of the Scheme of Arrangement as are statutorily required to be included in this explanatory statement, the members are requested to read the entire text of the Scheme of Arrangement (annexed herewith) to get fully acquainted with the provisions thereof and the rationale and objectives of the proposed Scheme of Arrangement.

**9. INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPs) AND DEBENTURE TRUSTEE ON THE SCHEME OF ARRANGEMENT.**

- i. The Directors of Concord Enviro Systems Limited (Applicant Company) may be deemed to be concerned and/or interested in the Scheme to the extent of their shares that may be held by them, if any, or by the Companies, firms, institutions, trusts of which they are directors, partners, members or trustee in the Applicant Company. None of the Directors or Key Managerial Personnel ('KMPs') of the Applicant Company have any material, financial or other interest, in the Scheme, except as shareholders to the extent of their respective shareholding appearing in the benpos maintained by RTA. The directors holding the shares in the Applicant Company do not have any other interest in the Scheme otherwise than that as shareholders in general. Further, none of the managers and key managerial personnel of Applicant Company is concerned or interested, financial or otherwise in the proposed Scheme. Save as aforesaid, none of the Directors of the Applicant Company have any material interest in the proposed Scheme.
- ii. As on date, the Applicant Company has not issued any debentures and hence, no debenture trustees has been appointed.
- iii. The details of the present Directors & Key Managerial Personnel of the Applicant Company and their shareholding either individually or jointly as a first holder or as a nominee in the Applicant Company, as on 24<sup>th</sup> March, 2026, is as under:

<b>Name of the Director &amp; Key Managerial Personnel</b>	<b>Position</b>	<b>Equity shares held in the Company</b>
Mr. Prayas Goel	Managing Director	49,47,360
Mr. Prerak Goel	Executive Director	30,52,780
Ms. Namrata Prayas Goel	Non-Executive - Non Independent Director	5,01,500
Ms. Kamal Sandeep Shanbhag	Non-Executive - Independent Director	NIL
Mr. Prakash Dharshibhai Shah	Non-Executive - Independent Director	NIL
Mr. Shiraz Bugwadia Homi	Non-Executive - Independent Director	NIL
Mrs. Jyoti Nikunj Chawda	Company Secretary & Compliance Officer	NIL
Mr. Anish Goel	Chief Financial Officer	NIL

**iv. PRE AND POST ARRANGEMENT CAPITAL STRUCTURE**

- a. The Pre-Arrangement capital structure of the Applicant Company has already been provided under Para 5.1.3 of this Statement.
- b. The Post Arrangement capital structure of the Applicant Company is as follows:

<b>Particulars</b>	<b>Amount in INR</b>
<b>Authorised Share Capital:</b>	
4,00,00,000 equity shares of Rs. 5/- each	20,00,00,000
0.001% compulsorily convertible non-cumulative preference shares of Rs. 1000/- each	22,50,00,000
<b>Total</b>	<b>42,50,00,000</b>
<b>Issued, Subscribed and Paid Up Share Capital:</b>	
2,06,96,233 equity shares of Rs. 5/- each fully paid up	10,34,81,165
<b>Total</b>	<b>10,34,81,165</b>

Pursuant to the Scheme, there has been no change in the capital structure of the Applicant Company.

v. **PRE- AND POST-ARRANGEMENT SHAREHOLDING PATTERN**

The pre and post Scheme shareholding pattern of the Applicant Company as on 20<sup>th</sup> March, 2026 is as follows:

Sr.	Description	Name of Shareholder	Pre Arrangement		Post Arrangement	
			No. of shares	%	No. of shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>					
<b>A1</b>	<b>Indian</b>					
	<b>Individuals/ Hindu Undivided Family</b>	<b>Names of Promoters/ Promoter Group</b>				
		Prayas Kamlesh Goel	4947360	23.90	4947360	23.90
		Prerak Goel	3052780	14.75	3052780	14.75
		Pushpa Goel	1571140	7.59	1571140	7.59
		Nidhi Prerak Goel	535500	2.59	535500	2.59
		Namrata Goel	501500	2.42	501500	2.42
		Krttika Goel	36000	0.17	36000	0.17
	<b>Sub Total</b>		<b>10644280</b>	<b>51.43</b>	<b>10644280</b>	<b>51.43</b>
<b>A2</b>	<b>Foreign</b>					
	<b>Sub Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Promoter and Promoter Group shareholding A= A1 + A2</b>		<b>10644280</b>	<b>51.43</b>	<b>10644280</b>	<b>51.43</b>
<b>(B)</b>	<b>Public shareholding</b>					
<b>1</b>	<b>Institutions</b>					
	<b>Mutual Fund</b>		<b>1437643</b>	<b>6.95</b>	<b>1437643</b>	<b>6.95</b>
	<b>Alternate Investment Funds</b>		<b>62235</b>	<b>0.30</b>	<b>62235</b>	<b>0.30</b>
	<b>Sub-Total (B)(1)</b>		<b>1499878</b>	<b>7.25</b>	<b>1499878</b>	<b>7.25</b>
	<b>B2) Institutions (Foreign)</b>					
	Foreign Direct Investment		0	0.00	0	0.00
	Foreign Venture Capital Investors		0	0.00	0	0.00
	Sovereign Wealth Funds		0	0.00	0	0.00
	Foreign Portfolio Investors Category I		<b>158619</b>	<b>0.77</b>	<b>158619</b>	<b>0.77</b>
	Foreign Portfolio Investors Category II		<b>91106</b>	<b>0.44</b>	<b>91106</b>	<b>0.44</b>
	Overseas Depositories (holding DRs) (balancing figure)		0	0.00	0	0.00
	Any Other(Institutions (Foreign))		0	0.00	0	0.00

	<b>Sub Total B2</b>		<b>249725</b>	<b>1.21</b>	<b>249725</b>	<b>1.21</b>
	<b>B3) Central Government/ State Government(s)/ President of India</b>					
	Central Government / President of India		0	0.00	0	0.00
	State Government / Governor		0	0.00	0	0.00
	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		0	0.00	0	0.00
	<b>Sub Total B3</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>B4) Non-Institutions</b>					
	Associate companies / Subsidiaries		0	0.00	0	0.00
	Directors and their relatives (excluding independent directors and nominee directors)		0	0.00	0	0.00
	Key Managerial Personnel		0	0.00	0	0.00
	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)		0	0.00	0	0.00
	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'		0	0.00	0	0.00
	Investor Education and Protection Fund (IEPF)		0	0.00	0	0.00
	<b>Resident Individuals holding nominal share capital up to Rs. 2 lakhs</b>		<b>3696459</b>	<b>17.86</b>	<b>3696459</b>	<b>17.86</b>
	<b>Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs</b>		<b>535000</b>	<b>2.59</b>	<b>535000</b>	<b>2.59</b>
	<b>Non-Resident Indians (NRIs)</b>		<b>335114</b>	<b>1.62</b>	<b>335114</b>	<b>1.62</b>
	<b>Foreign Nationals</b>					
	<b>Foreign Companies</b>		<b>2923632</b>	<b>14.13</b>	<b>2923632</b>	<b>14.13</b>

	<b>Bodies Corporate</b>		<b>233788</b>	<b>1.13</b>	<b>233788</b>	<b>1.13</b>
	<b>Any Other (specify)</b>		<b>578357</b>	<b>2.79</b>	<b>578357</b>	<b>2.79</b>
	<b>Sub Total B4</b>		<b>8302350</b>	<b>40.12</b>	<b>8302350</b>	<b>40.12</b>
(B)	<b>Total Public Shareholding (B)= (B)(1) + (B)(2)</b>		<b>10051953</b>	<b>48.57</b>	<b>10051953</b>	<b>48.57</b>
	<b>GRAND TOTAL (A)+(B)</b>		<b>20696233</b>	<b>100.00</b>	<b>20696233</b>	<b>100.00</b>

vi. **Disclosure about effect of the compromise or arrangement on:**

a.	Key Managerial Personnel	There is no impact of the Scheme on any of the KMPs of the Applicant Company. Further, none of the KMPs have any interest in the Scheme except to the extent of shares held by them, if any, in the Applicant Company.
b.	Directors	The proposed Scheme of Arrangement would not affect any Directors of the Applicant Company.
c.	Promoters / Non Promoters members	There is no adverse impact of the Scheme on any of the Promoter or Non-promoter Shareholders of the Applicant Company. Further, none of the Shareholders have any interest in the Scheme except to the extent of shares held by them in the Applicant Company. Additionally, no shares are proposed to be issued to the Shareholders pursuant to the Scheme.
d.	Creditors	The creditors of the Company are, in no way, affected by the proposed financial restructuring, as there is no reduction in the amount payable to any of the creditors and no compromise or arrangement is contemplated with the creditors. There is no outflow of/ payout of funds from the Company and hence, the interest of the creditors is not adversely affected.
e.	Depositors	As on date, the Applicant Company has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders or deposit trustee(s) does not arise.
f.	Debenture Holders	As on date, no debentures have been issued and allotted by the Applicant Company and the effect of the Scheme on any such debenture holders does not arise.
g.	Deposit trustee and debenture trustee	As on date, the Applicant Company has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders or deposit trustee(s) does not arise. As on date, no debentures have been issued and allotted by the Applicant Company and the effect of the Scheme on any such debenture holders does not arise.
h.	Employees of the Company	The employees of the Company shall, in no way, be affected by the proposed financial restructuring, as there is no transfer of employees under the Scheme.

vii. **Disclosure about the effect of compromise or arrangement on the material interest of Directors, Key Managerial Personnel and debenture trustee**

a.	Directors	The proposed Scheme of Arrangement may be deemed to be concerned and/or interested in the Scheme to the extent of their shares that may be held by them, if any, or by the Companies, firms, institutions, trusts of which they are directors, partners, members or trustee in the Applicant Company.
b.	Key Managerial Personnel	No material effect of the arrangement.
c.	Debenture Trustee	As on date, no debentures have been issued and allotted by the Applicant Company and consequently, the effect of the Scheme on any such debenture trustees does not arise.

viii. **Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement** - The Scheme is subject to approval from jurisdictional NCLT. Further, notice under Section 230(5) of the Companies Act, 2013 will be submitted with the Regional Director, Registrar of

Companies and Income Tax Authorities in respect of the Applicant Company. Additionally, the Applicant Company is not required to obtain any no-objection letter or approval from the Stock Exchanges, as the Scheme falls within the exemption provided under Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- ix. **A statement to the effect that the persons to whom the notice is sent may vote in the meeting in person, or where applicable, by voting through electronic means** - As per the directions of the Tribunal and discretion exercised by the Chairperson in consultation with the counsel of the Applicant Company, the meeting is proposed to be held at 101, HDIL Towers, 101, Anant Kanekar Marg, D Block BKC, Naupada, Bandra East, Mumbai, Maharashtra 400051 through VC / OAVM with the facility of e-voting. Equity Shareholders of Applicant Company to whom the Notice is sent shall vote during the meeting through e-voting system during the meeting.
10. The Auditor of the Applicant Company has confirmed that the accounting treatment in the said Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013. The proposed Scheme was placed before the Audit Committee of the Applicant Company at its meeting held on 8<sup>th</sup> August 2025. The Audit committee recommended and approved the proposed Scheme. The Board of Directors of the Applicant Company have at its Board Meeting held on 8<sup>th</sup> August 2025 approved the Scheme based on the recommendation of the Audit Committee. A copy of the Audited Financial Statements of Concord Enviro Systems Limited as on March 31<sup>st</sup>, 2025 and Provisional Financial Results of Concord Enviro Systems Limited as on 31<sup>st</sup> December 2025 **Annexure B1 and B2**.
11. The Applicant Company will make / file a petition under Section 230 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 to the Hon'ble National Company Law Tribunal, Mumbai Bench, for sanctioning of the Scheme.
12. Under Section 230 of the Companies Act, 2013, the proposed Scheme will have to be approved by a majority in number representing three-fourths in value of the Equity Shareholders present and voting.
13. The rights and interests of the members and the creditors of the Applicant Company will not be prejudicially affected by this Scheme of Arrangement.
14. No investigation or proceedings have been instituted or are pending under Chapter XIV of the Companies Act, 2013 or erstwhile provisions of the Companies Act, 1956 against the Applicant Company.
15. A copy of the Scheme has been filed by the Applicant Company with the Registrar of Companies (ROC), Maharashtra, Mumbai, through GNL 1 bearing SRN AC2726812 dated 23<sup>rd</sup> March, 2026.
16. No winding up petition is pending against the Applicant Company.
17. In addition to the documents appended hereto, the electronic copy of following documents will be available for inspection in the investors section of the website of the Company at [www.concordenviro.in](http://www.concordenviro.in)
- a) Certified copy of the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench dated 11<sup>th</sup> March 2026 passed in Company Application No. C.A.(CAA)/260/MB/2025 directing and convening of the meeting of Equity Shareholders of the Applicant Company.
  - b) Scheme of Arrangement.
  - c) Memorandum and Articles of Association of Concord Enviro Systems Limited
  - d) Annual Report of Concord Enviro Systems Limited for year ending 31<sup>st</sup> March 2025.
  - e) Copies of audited financial statements of Concord Enviro Systems Limited for the year ended 31<sup>st</sup> March 2025.
  - f) Copy of Unaudited Financial Results of Concord Enviro Systems Limited as on 31<sup>st</sup> December 2025

- g) Copies of the Resolution passed by the Board of Directors of Concord Enviro Systems Limited dated 8<sup>th</sup> August 2025.
  - h) Copy of the Statutory Auditor's certificate dated 3<sup>rd</sup> October 2025 issued by M/s Deloitte Haskins & Sells LLP, Mumbai of Concord Enviro Systems Limited confirming that the accounting treatment provided in the Scheme is in compliance with Section 133 of the Companies Act, 2013.
  - i) Any other information, contracts or agreements material to the arrangement.
18. This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Section 102 and other applicable provisions of the Act read with Rule 6 of the CAA Rules. A copy of the Scheme and Explanatory statement may also be obtained free of cost from the registered office of the Applicant Company.

**Dated at Mumbai on this the 24<sup>th</sup> day of 2026**

**Sd/-  
Chairperson Appointed for the Meeting**

**CONCORD ENVIRO SYSTEMS LIMITED**

**CIN:** L45209MH1999PLC120599

**Registered Office:** 101, HDIL Towers, Anant Kanekar Marg,  
Bandra (E), Mumbai – 400 051, India.

**Website:** [www.concordenviro.in](http://www.concordenviro.in)

**E-mail:** [cs@concordenviro.in](mailto:cs@concordenviro.in)

**Tel.:** +91 22 6704 9000

## Notes for Meeting of Equity Shareholders of the Company:

1. **General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting**
  - A. Pursuant to the Order passed by the Hon'ble NCLT, Meeting of the Equity Shareholders of the Company will be held through VC/OAVM facility to transact the business set out in the Notice convening this Meeting, which does not require physical presence of the Equity Shareholders at a common venue. The Registered Office of the Company shall be considered as the deemed venue of the meeting.
  - B. Since the meeting is being held pursuant to the Order passed by the Hon'ble NCLT and MCA Circulars through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the Meeting. However, in pursuance of Section 113 of the Act, authorized representatives of institutional/ corporate shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting, provided that such shareholder sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/or to vote through remote e-voting, on its behalf. The said resolution/authorization shall be sent to the scrutinizer by email through his registered email id address to [mferraocs@gmail.com](mailto:mferraocs@gmail.com) and to the Company at [cs@concordenviro.in](mailto:cs@concordenviro.in) before the VC/OAVM Meeting or before the remote e-voting, as the case may be.
  - C. The proceedings of this Meeting would be deemed to have been conducted at the registered office of the Company located at 101, HDIL Towers, Anant Kanekar Marg, Bandra (E), Mumbai – 400 051, India.
  - D. The quorum of the Meeting of the Equity Shareholders of the Company shall be as prescribed under Section 103 of the Companies Act, 2013 i.e. 30 (Thirty). The Equity Shareholders attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - E. The aforesaid particulars are being sent through electronic mode to those Equity Shareholders whose e-mail IDs are registered with the Company's Registrar & Share Transfer Agent (RTA) i.e. [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) / Depositories / the Company. The aforesaid particulars are being sent to all the Equity Shareholders, whose names appear in the register of members/list of beneficial owners as on Friday, 20 March, 2026.
  - F. In terms of the directions contained in the NCLT Order, the Notice convening the Meeting is being published by Company through advertisement in 'Financial Express' in English language, having nation-wide circulation and in 'Navshakti' in Marathi language having circulation in the State of Maharashtra, indicating the day, date and time of the Meeting in not less than 30 days (Thirty) before the aforesaid meeting.
  - G. Mr. Martinho Ferrao, of Martinho Ferrao & Associates, Practicing Company Secretary, having Membership No. F6221 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the meeting of the Equity Shareholders.
  - H. The Scrutinizer will, after the conclusion of the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson of the Meeting or to any other person so authorised by him (in writing), who shall countersign the same. The result of the e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be communicated to National Stock Exchange of India Limited and BSE Limited immediately after it is declared by the Chairperson and will also be placed on the website of the Applicant Company, [www.concordenviro.in](http://www.concordenviro.in), and on the weblink of National Securities Depository Limited on website <https://www.evoting.nsdl.com>. The result will also be displayed at the registered office of the Applicant Company.
  - I. The National Securities Depository Limited e-voting agency, will provide the facility for voting by the Equity Shareholders through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting during the Meeting.

- J. All the documents referred to in the accompanying explanatory statement shall be available for inspection through electronic mode during the proceedings of the Meeting. Equity Shareholders seeking / requesting to inspect copies of the said documents may send an email at [cs@concordenviro.in](mailto:cs@concordenviro.in). Further, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the Equity Shareholders at the registered office of the Company, during working hours on all working days up to 1 (One) day prior to the date of the Meeting.
- K. The Scheme shall be considered approved by the Equity Shareholders of the Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the Equity Shareholders voting at the Meeting through VC/OAVM or by remote e-voting, in terms of the provisions of Sections 230 of the Act.
- L. Since the Meeting will be held through VC/OAVM in accordance with the Order passed by NCLT, the route map, proxy form and attendance slip are not attached to this Notice.
- M. A person whose name is recorded in the Register of Members (RoM) maintained by the Company / Registrar and Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the Meeting and to attend the Meeting. A person who is not an equity shareholder as on the Cut-Off Date should treat the Notice for information purpose only.
- N. The voting rights of the Equity Shareholders shall be in proportion to their shareholding of the paid-up equity share capital of Concord Enviro Systems Limited as on the close of business hours as on Cut-Off Date, i.e., Tuesday, 21<sup>st</sup> April, 2026.
- O. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members (RoM) of the Company will be entitled to vote at the Meeting.
- P. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle Members from attending the Meeting. However, after exercising right to vote through remote e-voting prior to the Meeting, a Member shall not vote again at the Meeting. In case the shareholders cast their vote via both the modes i.e. remote e-voting prior to the Meeting as well as e-voting during the Meeting, then voting done through remote e-voting before the Meeting shall prevail. Once the vote on a resolution is cast by the shareholder, whether partially or otherwise. The shareholder shall not be allowed to change it subsequently.
- Q. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. The Equity Shareholders holding shares in electronic form are requested to submit their PAN to their Depository Participants, and those holding shares in physical form are requested to submit their PAN to the Company’s RTA.
- R. In compliance with the provisions of Section 108 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of , SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, in relation to e-voting facility provided by Listed Entities, Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited on the resolutions set forth in this Notice.
- S. Voting rights of the Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., Tuesday, 21<sup>st</sup> April, 2026.

A person who is not a shareholder as on the Cut-off date should treat this Notice for information purposes only.

Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The remote e-voting facility will be available during the following period:

- **Commencement of remote e-Voting:** 09:00 A.M. IST on Saturday, 25<sup>th</sup> April, 2026
- **End of remote e-Voting:** 05:00 P.M. IST on 27<sup>th</sup> April, 2026,

Remote e-Voting will not be allowed beyond the aforesaid date and time and the remote-e-Voting module shall be forthwith disabled by National Securities Depository Limited upon expiry of the aforesaid period.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Saturday, 25 April, 2026 at 09:00 A.M. (IST) and ends on Monday, 27 April, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 21<sup>st</sup> April, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 21<sup>st</sup> April, 2026.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for</b></li> </ol>

	<p><b>IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mferraocs@gmail.com](mailto:mferraocs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@concordenviro.in](mailto:cs@concordenviro.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@concordenviro.in](mailto:cs@concordenviro.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 [cs@concordenviro.in](mailto:cs@concordenviro.in). The same will be replied by the company suitably.

# Annexure A

**SCHEME OF ARRANGEMENT**

**BETWEEN**

**CONCORD ENVIRO SYSTEMS LIMITED**

**AND**

**ITS SHAREHOLDERS**

**UNDER SECTION 230 READ WITH SECTION 52 AND SECTION 66 AND  
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**



services. The equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited (collectively, the 'Stock Exchanges').

### C. RATIONALE OF THE SCHEME

1. The Company currently has a negative balance under the head "Retained Earnings". Despite reporting profits during the previous years, the negative Retained Earnings are weighing down the financial statements of the Company and are not reflective of its true current financial positions.
2. As a strategic move, the Company proposed to undertake financial restructuring through a Scheme of Arrangement to set-off the negative balance in the Retained Earnings against the credit balance in the Securities Premium Account. The set-off of the credit balance in the Securities Premium Account would not have any impact on the shareholding pattern and the capital structure of the Company.
3. The above set-off could potentially reap strategic benefits including but not limited to the following:
  - a. the financial statements of the Company would reflect its true and fair financial health and achieve right sizing of the balance sheet;
  - b. help in resizing the reserves of the Company and thereby denoting a positive reserve representing its true and fair financial position which is commensurate with its business and assets;
  - c. Enable the Company to use the amount which is lying unutilized in the credit balance in the Securities Premium Account of the Company in an effective manner for the benefit of the Company;

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- d. Help in exploring the opportunities for the benefit of the shareholders of the Company including but not restricted to dividend payment as per applicable provisions of the Act and rules made thereunder;
- e. The Scheme does not involve any financial outlay/outgo and therefore, would not affect the ability or liquidity of the Company to meet its obligations/commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company;
- f. The Scheme would be in the best interest of the shareholders and other stakeholders of the Company.

In view of the aforesaid, the Board of Directors of the Company have considered and proposed this Scheme and matters incidental thereto pursuant to the provisions of Sections 230 read with section 52 and section 66 and other relevant provisions of the Act.

#### **D. PARTS OF THE SCHEME**

This Scheme is divided into the following parts:

- a. **Part I** – deals with the definitions of capitalized terms used in this Scheme, the details of the share capital of the Company and date of taking effect and implementation of this Scheme;
- b. **Part II** – deals with Financial Restructuring of the Company; and
- c. **Part III** – deals with the General Terms and Conditions applicable to the Scheme and other matters consequential and integrally connected thereto.

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Though this Scheme is divided into various parts, for the purpose of convenience, it is to be implemented as a single inseparable comprehensive Scheme.

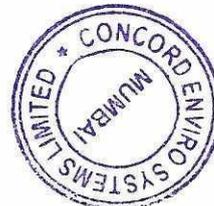
## PART I

### DEFINITIONS AND SHARE CAPITAL

#### 1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- 1.1. “**Act**” or “**the Act**” means the Companies Act, 2013 and shall include any statutory modifications, re-enactment, or amendments thereof for the time being in force, and the rules and regulations made thereunder;
- 1.2. “**Applicable Law(s)**” means any statute, notification, bye laws, rules, regulations, guidelines, circulars or common law, policy, code, directives, ordinance, schemes, notices, orders, or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof, for the time being in force;
- 1.3. “**Appointed Date**” means 01<sup>st</sup> April 2025 or such other date as may be fixed or approved by the Hon’ble National Company Law Tribunal or such other competent authority/ Appropriate Authority;
- 1.4. “**Appropriate Authority**” means any national, state, provincial, local or similar



*P. Jadhav*

governmental, statutory, regulatory, administrative authority, agency, commission, departmental or public body or authority, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization, to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, or any stock exchange of India including the Registrar of Companies, Regional Director, Securities and Exchange Board of India, National Company Law Tribunal and such other sectoral regulators or authorities, as may be applicable;

- 1.5. **“Board of Directors” or “Board”** in relation to the Company, means the board of directors of the Company, and shall include a committee of directors, or any other person duly authorised by such Board of Directors or such committee of directors for the purpose of this Scheme;
- 1.6. **“Company”** means Concord Enviro Systems Limited, a company incorporated on July 1, 1999 under the provisions of the Companies Act, 1956 under the Corporate Identification Number L45209MH1999PLC120599 and having its registered office situated at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai City, Mumbai, Maharashtra, India, 400051;
- 1.7. **“Effective Date”** in relation to the Scheme, means the date or last of the dates on which (i) certified copies of the order of the NCLT sanctioning the Scheme



are filed Company with the Registrar of Companies, Mumbai or (ii) the last of the approvals specified under Clause 13 is obtained. References in this Scheme to the date of “coming into effect of this Scheme” or “upon the Scheme becoming effective” shall mean the Effective Date;

- 1.8. “**Ind AS**” shall mean the Indian Accounting Standards as notified under Section 133 of the Act;
- 1.9. “**IT Act**” means the Income-tax Act, 1961, of India, including any statutory modifications, re-enactments, or amendments thereof for the time being in force;
- 1.10. “**NCLT**” or “**National Company Law Tribunal**” or “**Tribunal**” or “**Hon’ble Tribunal**” means the Mumbai Bench of the National Company Law Tribunal having jurisdiction in relation to the Company and/ or the National Company Law Appellate Tribunal (“NCLAT”) as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement, compromise or reconstruction of companies under sections 230 read with section 52 and section 66 and other applicable provisions of the Act and shall include, if applicable, such other forum or authority as may be vested with the powers of a tribunal for the purposes of Sections 230 read with section 52 and section 66 and other applicable provisions of the Act as may be applicable;
- 1.11. “**Other Equity**” means the aggregate of all reserves and surpluses (including Retained Earnings, capital reserves, Securities Premium, general reserves, capital redemption reserve, and other reserves) as appearing under the head



‘Other Equity’ in the Company’s audited financial statements, prepared in accordance with applicable accounting standards, as on the Appointed Date or such other date as may be approved by the Board of Directors in connection with this Scheme

- 1.12. **“Retained Earnings”** the amount appearing in the annual financial statements of the Company as “retained earnings” under “Other Equity”.
- 1.13. **“Registrar of Companies”** means the Registrar of Companies, Mumbai having jurisdiction over the Company;
- 1.14. **“SEBI”** means the Securities Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;
- 1.15. **“Securities Premium Account”** shall mean the securities premium account maintained by the Company in accordance with the provisions of Section 52 of the Act and having such amount in it as on the Appointed Date;
- 1.16. **“Stock Exchanges”** means the stock exchanges, where the equity shares of the Company are listed and admitted to trading, viz, BSE Limited and National Stock Exchange of India Limited;
- 1.17. **“Tax Laws”** mean IT Act, Customs Act, 1962, applicable to any state in which the Company operate, Goods and Services Tax or other applicable laws / regulations dealing with taxes / duties / levies / cess.



- 1.18. **“this Scheme”** or **“the Scheme”** or **“Scheme of Arrangement”** means this Scheme of Arrangement in its present form, submitted to the Tribunal for sanction of this Scheme with such modification(s), if any, made as per Clause 12 of this Scheme.
2. In this Scheme, unless the context otherwise requires:
- a. words denoting the singular shall include the plural and vice versa;
  - b. headings and bold typefaces are only for convenience and shall be ignored for the purpose of interpretation;
  - c. references to the word “include” or “including” shall be construed without limitation;
  - d. a reference to a clause, section or part is, unless indicated to the contrary, a reference to a clause, section or part of this Scheme;
  - e. unless otherwise defined, the reference to the word “days” shall mean calendar days;
  - f. reference to a document includes an amendment or supplement to, or replacement or novation of that document;
  - g. word(s) and expression(s) elsewhere defined in the Scheme shall have the meaning(s) respectively ascribed to them; and
  - h. references to any law or legislation or regulation shall include amendment(s), circulars, notifications, clarifications or supplement(s) to, or replacement, re-enactment, restatement or amendment of, that law or legislation or regulation and shall include the rules and regulations thereunder; and
  - i. All terms and words used but not defined in this Scheme shall, unless



repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other Applicable Laws, rules, regulations, byelaws, as the case may be, or any statutory modification or re-enactment thereof for the time being in force.

3. **DATE OF TAKING EFFECT AND OPERATIVE DATE**

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT or any other Appropriate Authorities shall take effect from the Appointed Date but shall be operative from the Effective Date.

4. **SHARE CAPITAL**

4.1. The share capital structure of the Company as on 31<sup>st</sup> March 2025 is as follows:

Particulars	Amount in Rs.
<b>Authorised Share Capital</b>	
4,00,00,000 equity shares of Rs. 5/- each	20,00,00,000
0.001% compulsorily convertible non-cumulative preference shares of Rs. 1000/- each	22,50,00,000
<b>TOTAL</b>	<b>42,50,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
2,06,96,233 equity shares of Rs. 5/- each fully paid up	10,34,81,165
<b>TOTAL</b>	<b>10,34,81,165</b>

The equity shares of the Company are listed on the Stock Exchanges.



Subsequent to 31<sup>st</sup> March 2025 and up to the approval of the Scheme by the Board of the Company, there has been no change in the authorised, issued, subscribed and paid-up equity share capital of the Company.



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**PART - II**

**FINANCIAL RESTRUCTURING OF THE COMPANY**

5. **FINANCIAL RESTRUCTURING OF THE COMPANY**

- 5.1. As on 31 March 2025, the Other Equity as appearing in the books of accounts of the Company is as under:

Particulars	Amount in Rs.
General Reserve	98,525
Securities Premium	2,44,25,66,361.62
Retained Earnings	(46,12,54,563.45)
Remeasurement Benefits	(17,39,895)

- 5.2. Upon the Scheme becoming effective and with effect from the Appointed Date, the negative balance of the Retained Earnings shall be first adjusted against the credit balance in the Securities Premium Account as appearing in books of accounts of the Company as on the Appointed Date.
- 5.3. The adjustment of the negative balance of Retained Earnings against the credit balance in the Securities Premium Account of the Company as stated in Clause 5.2 above, shall be effected as an integral part of this Scheme itself, and the order of the Tribunal sanctioning this Scheme shall confirm the adjustment of the negative balance of Retained Earnings against the credit balance in the Securities Premium Account of the Company.



- 5.4. The utilization of the Securities Premium Account as aforesaid shall be effected as an integral part of the Scheme and the order of the NCLT sanctioning this Scheme shall be deemed to be an order under Section 66 read with Section 52 and other applicable provisions of the Act and no separate sanction under Section 66 read with Section 52 and other applicable provisions of the Act will be necessary.
- 5.5. Pursuant to the Scheme, there is no outflow of/ payout of funds from the Company and hence, the interest of the shareholders/ creditors is not adversely affected. For the removal of doubt, it is expressly recorded and clarified that the Scheme shall not in any manner involve distribution of reserves and shall be in accordance with the accounting standards prescribed under provisions of Section 133 of the Act.
- 5.6. The adjustment of the negative balance of Retained Earnings against the credit balance in the Securities Premium Account of the Company would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.
- 5.7. Notwithstanding the adjustment of the negative balance of Retained Earnings against the credit balance in the Securities Premium Account of the Company, as stated in Clause 5.2 above, the Company shall not be required to add 'And Reduced' as suffix to its name.



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5.8. This Scheme is an “arrangement” between the Company and its shareholders under Section 230 read with section 52 and section 66 and the other applicable provisions of the Act and does not envisage the transfer or vesting of any properties and/or liabilities as contemplated in Sections 230 to 232 and other applicable provisions of the Act. This Scheme does not involve any “conveyance” or “transfer” of any property/liabilities and does not relate to amalgamation or merger or demerger of companies in terms of Sections 230 to 232 of the Act, and accordingly this Scheme and the order sanctioning this Scheme shall not be deemed to be a conveyance within the meaning of the Maharashtra Stamp Act, 1958 , and therefore no stamp duty shall be payable on the Scheme and / or the order sanctioning this Scheme.

**6. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANY**

6.1. Notwithstanding anything contained in the Scheme, the Company shall account for the financial restructuring in accordance with Ind AS notified under Section 133 of the Act, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, and other accounting principles generally accepted in India. The negative balance of Retained Earnings as on the Appointed Date shall be adjusted against the credit balance in the Securities Premium Account of the Company.

6.2. This adjustment shall be deemed to constitute a reduction of share capital as contemplated under Section 52(1) and Section 66 of the Act, and the NCLT's approval of this Scheme shall serve as confirmation of such capital reduction under Section 66 of the Act.

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### PART- III

#### GENERAL TERMS AND CONDITIONS

##### 7. **EMPLOYEES**

The employees of the Company shall, in no way, be affected by the proposed financial restructuring, as there is no transfer of employees under the Scheme. On the Scheme becoming effective, all the employees of the Company shall continue with their employment, without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date.

##### 8. **CREDITORS**

The adjustment of negative Retained Earnings against the credit balance in the Securities Premium Account (as set out in Clause 5.2 above) will not cause any prejudice to the creditors of the Company. The creditors of the Company are, in no way, affected by the proposed financial restructuring, as there is no reduction in the amount payable to any of the creditors and no compromise or arrangement is contemplated with the creditors. Further, there is no outflow of cash from the Company. Thus, the proposed adjustment would not, in any way, adversely affect the operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

##### 9. **COMPLIANCE WITH TAX LAWS**

The Scheme is in compliance with the applicable Tax Laws. Upon the Scheme becoming effective, the Company shall continue to pay Taxes in accordance with and subject to Applicable Law.

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**10. LEGAL PROCEEDINGS**

Upon the Scheme becoming effective, all suits, actions, administrative proceedings, tribunal proceedings, show cause notices, demands and legal proceedings of whatsoever nature by or against the Company pending and/or arising on or before the Effective Date or which may be instituted any time thereafter shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against the Company.

**11. APPLICATIONS/PETITIONS TO THE TRIBUNAL**

The Company shall make and file all applications and petitions under Sections 230 read with section 52 and section 66 of the Act and other applicable provisions of the Act before the Tribunal, for sanction of this Scheme under the provisions of the Act.

**12. MODIFICATIONS / AMENDMENTS TO THE SCHEME**

- 12.1. The Company, through its Board of Directors, may make and / or consent to any modifications / amendments to this Scheme or approve withdrawal of the Scheme or any part thereof or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them or the Board. The Board of the Company shall take all such steps as may be necessary, desirable, or proper to resolve any doubts, difficulties or questions, including interpretation of the Scheme, whether by reason of any directive or orders of any other



Appropriate Authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith. The power of the Boards of the Company to modify / amend the Scheme shall be subject to the approval of the Tribunal.

### 13. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

13.1. The Scheme is conditional upon and subject to the following conditions precedent:

- 13.1.1. approval of the Scheme by the requisite majority of shareholders and/or creditors of the Company, as applicable or as may be required under the Act and as may be directed by the Tribunal;
- 13.1.2. the sanctions and orders of the Tribunal, under Sections 230 of the Act being obtained by the Company; and
- 13.1.3. the certified copy of the orders of the Tribunal being filed with the RoC by the Company.

13.2. It is hereby clarified that submission of this Scheme to the Tribunal and to the Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defences that Company may have under or pursuant to all Applicable Laws.

### 14. EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the said sanctions and approvals referred to in the Clause 13 above, not being obtained and/ or the Scheme not being sanctioned by the Tribunal and / or the order not being passed as aforesaid within such period or periods as may be agreed upon by the Board, this Scheme shall stand revoked,



cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

**15. REMOVAL OF DIFFICULTIES**

15.1. The Company acting through its Board, may:

- a. give such directions and agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions arising under this Scheme, whether by reason of any orders of the Appropriate Authority or of any directive or orders of any Appropriate Authority, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation or implementation thereof or in any manner whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those to the extent permissible under Applicable Law; and/or
- b. do all such acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.

15.2. Without prejudice to the other provisions of the Scheme and notwithstanding the adjustment of negative Retained Earnings against the credit balance in the Securities Premium Account of the Company by virtue of the Scheme itself, in order to ensure implementation of the provisions of the Scheme the Company may, at any time after the coming into effect of this Scheme in accordance with



the provisions hereof, if so required, under Applicable Law or otherwise, execute deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contracts or arrangement in relation to which the Company has been a party, including any filings with the regulatory authorities in order to give formal effect to the above provisions and to carry out or perform all such formalities or compliances referred to above on the part of the Company.

**16. COSTS**

All costs, charges, taxes including duties, levies (including stamp duty) and all other expenses, if any, arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by the Company.

**17. MISCELLANEOUS**

- 17.1. Upon this Scheme becoming effective, the accounts of the Company and any other, record/certificate/return, as on the Appointed Date shall be reconstructed in accordance with the terms of this Scheme.
- 17.2. Upon the Scheme becoming effective, the Scheme shall be binding on the Company and all concerned parties without any further act, deed, matter or thing.
- 17.3. The provisions contained in this Scheme are inextricably inter-linked and the Scheme constitutes an integral whole. The Scheme would be given effect to only if it is approved in its entirety unless specifically agreed otherwise by the Board of Directors of the Company or any committee constituted by such Board.
- 17.4. The Company shall be at liberty to withdraw this Scheme at any time as may be agreed by the Board of Directors of the Company prior to the Effective Date.



**INDEPENDENT AUDITOR'S REPORT**
**To The Members of Concord Enviro Systems Limited  
 Report on the Audit of the Standalone Financial Statements**
**Opinion**

We have audited the accompanying standalone financial statements of Concord Enviro Systems Limited (the "Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2025, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibility for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

**Information Other than the Financial Statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this auditor's report.
- Our opinion on the standalone financial statements does not cover the other information and will not express any form of assurance conclusion thereon.



- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'

**Responsibilities of Management and Board of Directors for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for not complying with the requirement of audit trail as stated in (i)(vi) below.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.



- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 34 to the standalone financial statements;
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 19 to the standalone financial statements;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 44.8 to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 44.8 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain



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## **Deloitte Haskins & Sells LLP**

- v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
  - vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended 31<sup>st</sup> March, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention except for the period from 1<sup>st</sup> April 2023 to 4<sup>th</sup> April 2023 where the earlier software was used which did not have audit trail feature.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



*N. Shah*

**Nilesh Shah**  
(Partner)  
(Membership No. 049660)  
(UDIN: 25049660BMOCCB6819)

Place: Mumbai  
Date: 24<sup>th</sup> May, 2025

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")**

We have audited the internal financial controls with reference to standalone financial statements of Concord Enviro Systems Limited (the "Company") as at 31<sup>st</sup> March 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial Controls with reference to standalone financial statements**

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of the records



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that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31<sup>st</sup> March 2025, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

*NVShah*

**Nilesh Shah**  
(Partner)  
(Membership No. 049660)  
UDIN: 25049660BMOCCB6819)



Place: Mumbai  
Date: 24<sup>th</sup> May, 2025

**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Concord Enviro Systems Limited of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that,

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (B) As the Company does not hold any intangible assets, reporting under clause 3(i) of the Order is not applicable.
- (b) The Property, Plant and Equipment were physically verified during the year by the Management which, in our opinion, provides for physical verification at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) and hence reporting under clause 3(i)(c) of the Order is not applicable.
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) during the year. The Company does not have any intangible assets.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31<sup>st</sup> March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Company does not have any inventory on hand as on 31<sup>st</sup> March, 2025. In respect of goods in-transit, the goods have been received subsequent to the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on alternate procedures performed, when compared with the books of account.
  - (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has made investment in, provided guarantee and granted loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, in respect of which:
  - (a) The Company has provided loans and guarantee during the year and details of which are given below:

Particulars	(Rs. in millions)	
	Loans	Guarantees
A. Aggregate amount granted / provided during the year:		
- Subsidiaries	82.75	1,480.00
- Joint Ventures	-	-
- Others	-	-



*(Handwritten signature)*

B. Balance outstanding as at balance sheet date in respect of above cases:		
- Subsidiaries	82.75	1,480.00
- Joint Ventures	-	-
- Others	-	-

\* The amounts reported are at gross amounts, without considering provisions made.

- (b) The investments made, guarantees provided and the terms and conditions of grant of all the above-mentioned loans, guarantees provided, during the year are, in our opinion, not prejudicial to the Company's interest.
- (c) The Company has granted loans payable on demand. During the year, the Company has not demanded such loan. Having regard to the fact that the repayment of principal or payment of interest has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular. (Refer reporting under clause 3(iii)(f) below)
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) None of the loans granted by the Company have fallen due during the year.
- (f) The Company has granted Loans which are repayable on demand details of which are given below:

Particulars	Related Parties*
Aggregate of loans	
- Repayable on demand (A)	82.75
- Agreement does not specify any terms or period of repayment (B)	-
Total (A+B)	82.75
Percentage of loans to the total loans	100%

\* The amounts reported are at gross amounts, without considering provisions made.

- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) Having regard to the nature of the Company's business / activities, reporting under clause 3(vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Services Tax, Provident Fund, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of tax deducted at source and Provident Fund dues. In respect of Provident Fund, during the year, the Company was irregular in depositing the sum due for six months and the amount involved is Rs. 0.01 million. We have been informed that the provisions of Employees' State Insurance Act, 1948 are not applicable to the Company.



There were no undisputed amounts payable in respect of Goods and Services Tax, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues in arrears as at 31<sup>st</sup> March 2025 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to (a) above which have not been deposited as on 31<sup>st</sup> March 2025 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount involved (Rs. in millions)	Amount unpaid (Rs. in millions)
Income Tax Act, 1961	Income Tax	High Court	2010-11	336.99	336.99
Income Tax Act, 1961	Income Tax	CIT (Appeals)	2022-23	6.78	6.78
Goods and Services Tax Act, 2017	GST	GST Appeals	2018-19	1.64	1.63

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, we report that the Company has taken funds from the following entities and persons on account of or to meet the obligations of its subsidiaries or joint ventures as per details below:

Nature of fund taken	Name of Lender	Amount involved (Rs. In millions)	Name of the subsidiary	Relation	Nature of transaction for which funds utilized
Share Capital	Shareholders	500.00	Concord FZE	Subsidiary	For prepayment or repayment of its outstanding borrowings availed
		50.00	Concord FZE	Subsidiary	For funding of its working capital requirements



- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) In our opinion, moneys raised by way of initial public offer during the year, have been, applied by the Company for the purposes for which they were raised, other than temporary deployment pending application of proceeds. The Company has not raised moneys by way of Initial Public Offer / further public offer through debt Instruments.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv)(a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period under audit.
- (xv) In our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (b) The Group does not have any CIC as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any



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**Deloitte  
Haskins & Sells LLP**

guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx)The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



*N. V. Shah*

**Nilesh Shah**  
Partner  
(Membership No. 049660)  
(UDIN: 25049660BMOCCB6819)

Place: Mumbai  
Date: 24<sup>th</sup> May, 2025

Standalone Balance Sheet as at 31st March, 2025  
(Amount in millions, unless otherwise stated)

Particulars	Notes	As at 31st March, 2025	As at 31st March, 2024
<b>ASSETS</b>			
<b>A Non-current assets</b>			
(a) Property, plant and equipment	4	0.01	0.01
(b) Capital work-in-progress	4A	19.37	-
(c) Right of use assets	5	9.51	9.73
(d) Financial assets			
(i) Investments			
(a) Investment in subsidiaries and joint ventures	6A	1,051.13	495.78
(b) Other investments	6B	0.03	0.03
(ii) Other financial assets	7	303.73	-
(c) Deferred tax asset (net)	16	21.36	30.02
(f) Current tax assets (net)	8	5.49	2.58
(g) Other non-current assets	9	-	0.19
	(A)	1,410.63	538.34
<b>B Current assets</b>			
(a) Inventories	10	2.13	-
(b) Financial assets			
(i) Trade receivables	11	33.35	14.14
(ii) Cash and cash equivalents	12	198.48	0.14
(iii) Bank balances other than (ii) above	12B	575.83	-
(iii) Loans	13	82.75	-
(iv) Other financial assets	14	2.25	0.05
(c) Other current assets	15	33.33	19.97
	(B)	928.12	34.30
	<b>TOTAL (A) + (B)</b>	<b>2,338.75</b>	<b>572.64</b>
<b>EQUITY AND LIABILITIES</b>			
<b>A EQUITY</b>			
(a) Equity share capital	17	103.48	91.00
(b) Other equity	18	1,979.68	343.73
	(A)	2,083.16	434.73
<b>LIABILITIES</b>			
<b>B Non-current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	19	29.67	27.35
(b) Provisions	20	4.80	6.72
(c) Other non-current liabilities	20A	10.72	-
	(B)	45.19	34.07
<b>C Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	21	-	0.20
- Dues to micro enterprises and small enterprises		-	101.41
- Dues to other than micro enterprises and small enterprises		201.32	-
(b) Other current liabilities	22	3.94	1.18
(c) Provisions	23	4.72	0.66
(d) Contract liabilities	24	0.42	0.39
	(C)	210.40	103.84
	<b>TOTAL (A) + (B) + (C)</b>	<b>2,338.75</b>	<b>572.64</b>

Material accounting policies and notes to Standalone Financial Statements

1 to 45

The accompanying notes are an integral Standalone Financial Statements

As per our report of even date  
For Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's Registration No : 117366W/W-100018

  
Nilesh Shah  
Partner

Membership No: 049660

Place: Mumbai  
Date: 24th May 2025

For and on behalf of the Board of Directors  
Concord Enviro Systems Limited

  
Prayag Goel  
Chairman and Managing  
Director

DIN: 00348519

Place: Mumbai  
Date: 24th May 2025

  
Prerak Goel  
Executive Director

DIN: 00348563

Place: Mumbai  
Date: 24th May 2025

  
Sudarshan Kamath  
Chief Financial Officer

Place: Mumbai  
Date: 24th May 2025

  
Priyanka Aggarwal  
Company Secretary and  
Compliance Officer

Membership No: A38180

Place: Mumbai  
Date: 24th May 2025



Standalone Statement of Profit and Loss for the year ended 31st March, 2025  
(Amount in millions, unless otherwise stated)

Particulars	Notes	For the year ended 31st March, 2025	For the year ended 31st March, 2024
<b>A Income</b>			
Revenue from operations	25	565.84	389.71
Other income	26	33.44	13.21
<b>Total income</b>		<b>599.28</b>	<b>402.92</b>
<b>B Expenses</b>			
Service Charges	27	11.32	9.79
Purchase of stock-in-trade	28	480.05	333.60
Net (increase)/decrease in inventories	28A	(2.13)	-
Employee benefits expense	29	49.07	33.35
Finance costs	30	0.19	0.10
Depreciation and amortisation expense	31	0.22	0.22
Other expenses	32	20.38	27.96
<b>Total expenses</b>		<b>559.10</b>	<b>405.02</b>
<b>C Profit / (loss) before tax (A-B)</b>		<b>40.18</b>	<b>(2.10)</b>
<b>D Tax expense</b>			
- Current tax	16	-	-
- Deferred tax charge / (credit)	16	8.86	(25.32)
		<b>8.86</b>	<b>(25.32)</b>
<b>E Profit/(loss) for the year (C-D)</b>		<b>31.32</b>	<b>23.22</b>
<b>F Other comprehensive Income/(loss)</b>			
Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans - gain/(loss)		(0.80)	(0.17)
- Income tax relating to above - (charge) / credit		0.20	0.04
<b>Other comprehensive (loss) for the year</b>		<b>(0.60)</b>	<b>(0.13)</b>
<b>G Total comprehensive income for the year (E+F)</b>		<b>30.72</b>	<b>23.09</b>
<b>Earnings per equity share (Nominal value per Rs.5/-)</b>			
- Basic earning per share (Rs)	33	1.66	1.78
- Diluted earning per share (Rs)	33	1.66	1.28

Material accounting policies and notes to Standalone Financial Statements

1 to 45

The accompanying notes are an integral Standalone Financial Statements

As per our report of even date  
For Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's Registration No : 117366W/W-100018

*N. Shah*

Nilesh Shah  
Partner

Membership No: 049660

Place: Mumbai  
Date: 24th May 2025

For and on behalf of the Board of Directors  
Concord Enviro Systems Limited

*Prayag Goel*

Prayag Goel  
Chairman and Managing  
Director  
DIN: 00348519

Place: Mumbai  
Date: 24th May 2025

*Prerak Goel*

Prerak Goel  
Executive Director  
DIN: 00348563

Place: Mumbai  
Date: 24th May 2025

*Sudarshan Kamath*

Sudarshan Kamath  
Chief Financial Officer

Place: Mumbai  
Date: 24th May 2025

*Priyanka Aggarwal*

Priyanka Aggarwal  
Company Secretary and  
Compliance Officer  
Membership No: A38180

Place: Mumbai  
Date: 24th May 2025



**Standalone Statement of Cash Flows for the year ended 31st March, 2025**  
(Amount in millions, unless otherwise stated)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
<b>A. Cash flows from operating activities</b>		
Profit/(Loss) before tax	40.18	(2.10)
Adjustments for:		
Depreciation and amortisation expense	0.22	0.22
Amortisation of deferred corporate guarantee income	(9.58)	(8.63)
Sundry debit balance written off	0.11	-
Derivatives classified at fair value through profit or loss	3.50	18.00
Interest income	(23.82)	-
Finance costs	0.19	0.10
<b>Operating Profit before working capital changes</b>	<b>10.80</b>	<b>7.59</b>
(Increase) / decrease in trade receivable	(19.32)	(10.92)
(Increase) in inventories	(2.13)	-
(Increase) / decrease in loans, other assets and contract assets	(95.92)	0.20
Increase in trade payable	99.71	51.73
Increase / (decrease) in provisions, other liabilities and contract liabilities	14.66	(47.67)
<b>Cash generated from operating activities</b>	<b>7.80</b>	<b>0.93</b>
Taxes paid (Net)	(2.91)	(0.88)
<b>Net cash from/(used in) operating activities (A)</b>	<b>4.89</b>	<b>0.05</b>
<b>B. Cash flows from investing activities</b>		
Purchase of property, plant and equipment, intangible assets and capital work in progress	(19.37)	-
Investment in Bank Deposits	(879.56)	-
Investment in subsidiaries	(550.00)	(0.10)
Interest received	21.62	-
<b>Net cash from/(used in) investing activities (B)</b>	<b>(1,427.31)</b>	<b>(0.10)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from fresh issue of equity shares (including securities premium)	1,750.00	-
Share issue expense proportionate to company's share	(129.24)	-
Finance costs	-	(0.10)
<b>Net cash from/(used in) financing activities (C)</b>	<b>1,620.76</b>	<b>(0.10)</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>198.34</b>	<b>(0.15)</b>
Cash and cash equivalents at the beginning of year	0.14	0.29
<b>Cash and cash equivalents at end of the year</b>	<b>198.48</b>	<b>0.14</b>

**Notes :**

- Cash flow statement has been prepared under "indirect method" as set out in Ind AS 7 - "Cash Flow Statement".
- The above cashflows excludes items of non-cash nature in relation to accounting for fair value of corporate guarantees
- Analysis of movement in financing activities

Changes in liabilities arising from financing activities	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Opening balance	-	-
Movement due to cash transactions as per statement of cash flow statement	-	-
Movement due to non-cash transactions	-	-
Closing balance	-	-

The accompanying notes are an integral Standalone Financial Statements.

I to 45

As per our report of even date  
For Deloitte Haskins & Sells LLP  
Chartered Accountants  
Firm's Registration No : 117366W/W-100018

*NB Shah*

Nilesh Shah  
Partner

Membership No: 049660

Place: Mumbai  
Date: 24th May 2025

For and on behalf of the Board of Directors of  
Concord Enviro Systems Limited

*Prayas Goel*

Prayas Goel  
Chairman and Managing Director

DIN: 00348519

Place: Mumbai  
Date: 24th May 2025

*Prerak Goel*

Prerak Goel  
Executive Director

DIN: 00348563

Place: Mumbai  
Date: 24th May 2025

*Sudarshan Kamath*

Sudarshan Kamath  
Chief Financial Officer

Place: Mumbai  
Date: 24th May 2025

*Priyanka Aggarwal*

Priyanka Aggarwal  
Company Secretary and  
Compliance Officer  
Membership No: A38180

Place: Mumbai  
Date: 24th May 2025



Standalone Statement of changes in equity for the year ended 31st March, 2025

(Amount in millions, unless otherwise stated)

(A) Equity share capital

Particulars	Amount
Balance at 1st April, 2023	91.00
Issue of equity shares	-
Balance at 31st March, 2024	91.00
Issue of equity shares	12.48
Balance at 31st March, 2025	103.48

(B) Other equity

Particulars	Reserves & Surplus			Other comprehensive income		Total other Equity
	General Reserve	Securities Premium	Retained earnings	Remeasurement gain/(loss) of defined benefit plan		
Balance as at 1st April, 2023	0.10	834.29	(513.17)	(0.58)		320.64
Profit for the year	-	-	23.22	-		23.22
Other comprehensive income/(loss) for the year	-	-	-	(0.13)		(0.13)
Balance as at 1st April, 2024	0.10	834.29	(489.95)	(0.71)		343.73
Profit for the year	-	-	31.32	-		31.32
Other comprehensive income/(loss) for the year	-	-	-	(0.60)		(0.60)
Issue of equity shares	-	1,608.28	-	-		1,608.28
Deemed distribution*	-	-	(3.05)	-		(3.05)
Balance as at 31st March, 2025	0.10	2,442.57	(461.68)	(1.31)		1,979.68

\* Deemed distribution pertains fair valuation of the corporate guarantee provided to related parties which has not been recovered.

The accompanying notes are an integral Standalone Financial Statements.

1 to 45

As per our report of even date

For Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No : 117366W/W-100018

*NV Shah*

Nilesh Shah  
Partner

Membership No: 049660

Place: Mumbai

Date: 24th May 2025

Place: Mumbai

Date: 24th May 2025

Place: Mumbai

Date: 24th May 2025

Membership No: A38180

For and on behalf of the Board of Directors  
Concord Enviro Systems Limited

*Pravish Goel*  
Pravish Goel  
Chairman and Managing Director

Prerak Goel  
Executive Director

*Sudarshan Kamath*  
Sudarshan Kamath  
Chief Financial Officer

*Priyanka Aggarwal*  
Priyanka Aggarwal  
Company Secretary and Compliance Officer



**1. Company's background**

Concord Enviro Systems Limited ("the Company") is listed public limited company domiciled and incorporated in India under the Companies Act, 1956 vide CIN No. U45209MH1999PTC120599 and incorporated on 1st July 1999. The Company is an unlisted public limited company w.e.f. June 09, 2022, with CIN No. U45209MH1999PLC120599. Further the Company is listed public limited company w.e.f. December 27, 2024, with new CIN No. L45209MH1999PLC120599. The registered office of the Company is located at 101, HDIL Towers Limited, Anant Kanekar Marg, Mumbai - 400 051, India.

Concord Enviro Systems Limited is engaged in the business of manufacturing and trading of components of water treatment plants and providing technical consultancy and design services.

**2. Basis of preparation**

**2.1. Basis of preparation and presentation and Statement of compliance**

The Standalone Financial Statements are prepared in accordance with the Indian Accounting Standards (referred to as Ind AS) notified under the section 133 of the Act ('the Act') read with the Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, considering other relevant provisions of the Act.

The Ind AS financial statements as at and for the year ended March 31, 2025 have been approved by the Board of Directors at their meeting held on May 24, 2025.

**3. Material Accounting Policies**

**3.1. Current and non-current classification**

The Company presents assets and liabilities in the Standalone Balance Sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities, respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Based on the nature of service and the time between rendering of services and their realization in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current / non-current classification of assets and liabilities.

**3.2. Functional and presentation currency**

Standalone Financial Statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Standalone Financial Statements are presented in Indian rupee (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest Millions, up to two places of decimal, unless otherwise indicated. Amounts having absolute value of less than INR 1,000,000 have been rounded and are presented as INR Millions in the Standalone Financial Statements.



### 3.3. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs

All assets and liabilities for which fair value is measured or disclosed in the Standalone Financial Statements are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

- Level 1 – Quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2 – Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3 – Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

For assets and liabilities that are recognised in the Standalone Financial Statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy.

Fair values have been determined for measurement and / or disclosure purpose using methods as prescribed in "Ind AS 113 Fair Value Measurement".

### 3.4. Use of estimates, judgements and assumptions

The preparation of these Standalone Financial Statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions in application of accounting policies that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of Standalone Financial Statements and reported amounts of income and expenses for the periods presented. The Company based its assumptions and estimates on parameters available when the Standalone Financial Statements were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Significant estimates and critical judgement in applying these accounting policies are described below:

#### 3.4.1. Estimates and assumptions

Impairment of non-financial assets (property, plant and equipments and right of use asset)



The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining the fair value less costs to disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

(ii) Defined benefit obligations

The cost of the defined benefit gratuity plan, other defined benefit plan and other post-employment plans are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, expected returns on plan assets and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases, discount rate and return on planned assets are based on expected future inflation rates for India.

(iii) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Further, the Company also evaluates risk with respect to expected loss on account of loss in time value of money which is calculated using average cost of capital for relevant financial assets.

(iv) Income tax and deferred tax

Deferred tax assets are not recognised for unused tax losses as it is not probable that taxable profit will be available against which the losses can be utilised. Significant management judgement/estimate is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Further details on taxes are disclosed in note 3.13

(v) Fair value of financial assets and financial liabilities

Some of the Company's financial assets and financial liabilities are measured at fair value for financial reporting purposes. The Company determines the appropriate valuation techniques and input for fair value measurements. For estimates relating to fair value measurement refer note 3.3.

### 3.5. Property, Plant and Equipment and Depreciation

#### Recognition and measurement

Under the previous GAAP, property, plant and equipment were carried at historical cost less depreciation and impairment losses, if any. On transition to Ind AS, the Company has availed the optional exemption under Ind AS 101 and accordingly it has used the carrying value as at the date of transitions as the deemed cost of the property, plant & equipment under Ind AS.

Properties plant and equipment are stated at their cost of acquisition. Cost of an item of property, plant and equipment includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and



condition necessary for its intended use and the present value of the expected cost for the dismantling/decommissioning of the asset.

Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Capital work-in-progress comprises of cost incurred on property, plant and equipment under construction / acquisition that are not yet ready for their intended use at the Balance Sheet Date. Advances paid towards the acquisition of PPE outstanding at each reporting date is classified as Capital Advances under "Other Non-Current Assets" and assets which are not ready for intended use as on the date of Standalone Financial Statements are disclosed as "Capital Work-in-Progress".

### Depreciation and useful lives

Depreciation on the property, plant and equipment (other than capital work in progress) is provided on a written down value method (WDV) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013 or useful lives as determined based on internal technical evaluation. The estimated useful lives are as under:

Type of asset	Useful lives estimated by the management (years)
Furniture and fixture	10
Computer	3

Depreciation methods, useful lives and residual values, determined based on internal technical evaluation are reviewed at each financial year end and adjusted prospectively.

### De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is de-recognised.

### 3.6. Right of Use Asset

The Company applies single recognition and measurement approach for all leases, except for short term leases and leases of low value assets. On the commencement of the lease, the Company, in its Standalone Statement of Assets and Liabilities, recognised the right of use asset at cost and lease liability at present value of the lease payments to be made over the lease term.

Subsequently, the right of use asset is measured at cost less accumulated depreciation [calculated on straight line method] and any accumulated impairment loss. Right-of-use assets are depreciated on a straight-line basis over the lease term as follows:

Asset category	Lease Term
Leasehold land	59 years

The right-of-use assets are also subject to impairment. Refer to the accounting policies in note 3.7 on impairment of non-financial assets.

### 3.7. Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) fair value of assets less cost of



disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an assets or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortisation had no impairment loss been recognised in earlier years.

### 3.8. Inventories

Inventories include raw materials and components, work-in-progress, traded and manufactured finished goods.

Cost of inventories have been computed to include all cost of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, components is ascertained based on weighted average method. However, raw materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Costs are determined on weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Net realizable value for work in progress is determined with reference to the selling price of related finished goods. Trade goods are considered at landed cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision is made for the cost of obsolescence and other anticipated losses, whenever considered necessary.

### 3.9. Revenue recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has concluded that it is principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer. The policy of recognizing the revenue is determined by the five stage model proposed by Ind AS 115 "Revenue from contract with customers".

#### (a) Revenue from operations:

- Revenue from sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods.
- Revenue from sale of services is recognized on rendering of services to the customers based on contractual arrangements. Revenue is recorded exclusive of goods and service tax. Contract prices are either fixed or subject to price escalation clauses.
- Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services
- Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts and incentives, if any, as specified in the contract with the customer.
- Revenue also excludes taxes collected from customers.



- Unearned and deferred revenue (“contract liability”) is recognised when there is billings in excess of revenues.

**(b) Interest income**

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

**(c) Dividends**

Dividend income is recognised when the Company’s right to receive the payment is established.

**(d) Other income**

Other incomes are accounted on accrual basis, except interest on delayed payment by debtors and liquidated damages which are accounted on acceptance of the Company’s claim.

**3.10. Foreign currency transaction**

Transactions in foreign currencies are initially recorded by the Company in its functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange difference that arise on settlement of monetary items or on reporting at each balance sheet date of the Company’s monetary items at the closing rate are recognized as income or expenses in the period in which they arise. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or the statement of profit and loss are also recognised in OCI or the statement of profit and loss, respectively)

**3.11. Employee benefits**

- Short term employee benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss in the period in which the employee renders the related service.

- Post-employment benefits & other long term benefits

a. Defined contribution plan

The defined contribution plan is a post-employment benefit plan under which the Company contributes fixed contribution to a Government Administered Fund and will have no obligation to pay further contribution. The Company’s defined contribution plan comprises of Provident Fund, Labour Welfare Fund, Employee State Insurance Scheme, National Pension Scheme, and Employee Pension Scheme. The Company’s contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

b. Post-employment benefit and other long term benefits

The Company has defined benefit plans comprising of gratuity and other long term benefits in the form of leave benefits. Company’s obligation towards gratuity liability is funded / unfunded. The present value of the defined benefit obligations and other long term employee benefits is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit



obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

For gratuity plan, re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the post-employment benefits liability) are recognised immediately in the balance sheet with a corresponding debit or credit to the other comprehensive income in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions for employee benefit plan [other than gratuity] are recognized immediately in the Statement of Profit and Loss as income or expense.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

### 3.12. Borrowing cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the respective asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Ancillary cost of borrowings in respect of loans not disbursed are carried forward and accounted as borrowing cost in the year of disbursement of loan. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest expenses calculated as per effective interest method, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost and other costs that an entity incurs in connection with the borrowing of funds.

### 3.13. Taxes on income

Tax expenses for the year comprises of current tax, deferred tax charge or credit and adjustments of taxes for earlier years. In respect of amounts adjusted outside profit or loss (i.e. in other comprehensive income or equity), the corresponding tax effect, if any, is also adjusted outside profit or loss.

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year and any adjustments to the tax payable or receivable in respect of previous years as determined in accordance with the provisions of the Income Tax Act, 1961 that have been enacted or subsequently enacted at the end of the reporting period.

Current tax assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis or simultaneously.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, and deferred tax assets are recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. In situations where the Company has unused tax losses and unused tax credits, deferred tax assets are recognised only if it is probable that they can be utilized against



future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each Balance Sheet date.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises previously unrecognised deferred tax assets to the extent that it has become probable that future taxable profit allows deferred tax assets to be recovered.

#### 3.14. Cash & cash equivalent

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term and highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

#### 3.15. Statement of cash flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

#### 3.16. Provisions, contingent liabilities, contingent assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

#### 3.17. Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

#### 3.18. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.



### 3.19. Derivative financial instruments

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Company has both a legally enforceable right and intention to offset. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

#### Embedded derivatives

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in hybrid contracts with a financial asset host within the scope of Ind AS 109 are not separated. The entire hybrid contract is classified and subsequently measured as either amortised cost or fair value as appropriate.

Derivatives embedded in hybrid contracts with hosts that are not financial assets within the scope of Ind AS 109 (e.g. financial liabilities) are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

If the hybrid contract is a quoted financial liability, instead of separating the embedded derivative, the Company generally designates the whole hybrid contract at FVTPL.

An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months.

#### 3.19.1. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective



interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at Fair value through profit or loss (FVTPL). Interest income is recognised in profit or loss and is included in the "Other income" line item.

#### **Investments in equity instruments at Fair value through Other Comprehensive Income (FVTOCI)**

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument or a financial guarantee. Dividends on these investments in equity instruments are recognised in profit or loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in profit or loss are included in the 'Other income' line item.

#### **Financial assets at FVTPL**

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

#### **Impairment of financial assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model based on 'simplified approach' for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the twelve month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in statement of profit and loss.

#### **De-recognition of financial asset**

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an



associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On de-recognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

### 3.19.2. Financial liability and equity instrument

#### Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

#### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for de-recognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

#### Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.



A financial liability other than a financial liability held for trading or contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a Company of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the Companying is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Finance Cost' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in profit or loss.

#### **Financial liabilities subsequently measured at amortised cost**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or (where appropriate) a shorter period, to the gross carrying amount on initial recognition.

#### **Financial guarantee contracts**

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18.

#### **Compound financial instruments**

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability



component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### Reclassification

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

#### De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in statement of profit or loss.



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

4 Property, plant and equipment

Particulars	Furniture and fixture	Computer	Total
<b>Cost/Valuation</b>			
As at 1st April, 2023	0.02	0.01	0.03
Additions	-	-	-
Deductions/ disposal	-	-	-
As at 31st March, 2024	0.02	0.01	0.03
Additions	-	-	-
Deductions/ disposal	-	-	-
As at 31st March, 2025	0.02	0.01	0.03
<b>Accumulated depreciation</b>			
As at 1st April, 2023	0.02	-	0.02
Charge for the year	0.00	-	0.00
Deductions/ disposal	-	-	-
As at 31st March, 2024	0.02	-	0.02
Charge for the year	-	-	-
Deductions/ disposal	-	-	-
As at 31st March, 2025	0.02	-	0.02
<b>Carrying amount</b>			
As at 31st March, 2024	0.00	0.01	0.01
As at 31st March, 2025	0.00	0.01	0.01

4.1 The company has not revalued its property, plant and equipment during the current or previous year.

4A Capital Work in progress

Particulars	Amount
<b>Cost/Valuation</b>	
As at 1st April, 2023	-
Additions	-
Deductions/ disposal	-
As at 31st March, 2024	-
Additions	19.37
Deductions/ disposal	-
As at 31st March, 2025	19.37

4A.1 As on the date of balance sheet, there are no capital work in progress projects whose completion is overdue or has exceeded the cost compared to its original plan.

5 Right of use assets

Particulars	Leasehold land
<b>Cost/Valuation</b>	
As at 1st April, 2023	10.61
Additions	-
Deductions/ disposal	-
As at 31st March, 2024	10.61
Additions	-
Deductions/ disposal	-
As at 31st March, 2025	10.61
<b>Accumulated depreciation</b>	
As at 1st April, 2023	0.66
Charge for the year	0.22
Deductions/ disposal	-
As at 31st March, 2024	0.88
Charge for the year	0.22
Deductions/ disposal	-
As at 31st March, 2025	1.10
<b>Carrying amount</b>	
As at 31st March, 2024	9.73
As at 31st March, 2025	9.51

5.1 The lease agreement for leasehold land aggregating Rs. 9.51 millions are in the name of the Company.

5.2 The company does not have any lease apart from above. The payment for the same has been done in lumpsum at the inception. Hence, there is no lease liability in the books.

The company has not revalued its right- of- use-asset during the current or previous year.



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

6 Investments (Non-current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>(A) Investment in Subsidiaries and Joint Venture</b>		
<b>(i) Unquoted equity shares, fully paid up, measured at cost</b>		
<b>(a) Subsidiaries</b>		
<b>Rochem Separation Systems (India) Private Limited</b>		
50,003 (50,003) shares of Rs.100/- each	248.12	248.12
	<b>248.12</b>	<b>248.12</b>
<b>Concord Enviro FZE</b>		
2 (1) share of UAE Dirhams 150,000/- each	551.84	1.84
	<b>551.84</b>	<b>1.84</b>
<b>Reva Enviro Systems Private Limited</b>		
49,999 (49,999) shares of Rs.100/- each	15.70	15.70
Less: Provision for impairment of investment	(15.70)	(15.70)
	-	-
<b>Rochem Services Private Limited</b>		
20,000 (20,000) shares of Rs.100/- each	1.02	1.02
Less: Provision for impairment of investment	(1.02)	(1.02)
	-	-
<b>Blue Zone Ventures Pvt. Ltd.</b>		
9,999 (Nil) shares of Rs.10/- each	0.10	0.10
	<b>0.10</b>	<b>0.10</b>
<b>(b) Joint Venture</b>		
<b>Roserve Enviro Private Limited</b>		
208,312 (208,312) shares of Rs.1000/- each	208.31	208.31
	<b>208.31</b>	<b>208.31</b>
<b>Total of unquoted equity shares (A)</b>	<b>1,008.37</b>	<b>458.37</b>
<b>(ii) Preference shares, fully paid up, measured at cost</b>		
<b>(a) Subsidiaries</b>		
<b>Rochem Separation Systems(India) Private Limited</b>		
4,000 (4,000) 0.001% Redeemable cumulative preference shares of Rs. 100/- each	0.40	0.40
	<b>0.40</b>	<b>0.40</b>
<b>Rochem Services Private Limited</b>		
325,000 (325,000) 4.5% Redeemable cumulative preference shares of Rs. 100/- each	32.50	32.50
Less: Provision for impairment of investment	(32.50)	(32.50)
	-	-
<b>Rochem Services Private Limited</b>		
4,000 (4,000) 0.001% Redeemable cumulative preference shares of Rs. 100/- each	17.10	17.10
Less: Provision for impairment of investment	(17.10)	(17.10)
	-	-
<b>Total of unquoted preference shares (B)</b>	<b>0.40</b>	<b>0.40</b>
<b>Deemed Investment with respect to financial guarantee issued in favour of subsidiaries and joint venture (C) (Refer note 6.3)</b>	<b>42.36</b>	<b>37.01</b>
<b>Total investment in subsidiaries and joint venture (A+B+C)</b>	<b>1,051.13</b>	<b>495.78</b>

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>(B) Other investment - Unquoted, fully paid up, measured at FVTPL</b>		
<b>(i) Investments in preference shares</b>		
<b>Rochem Green Energy Private Limited</b>		
10,000 (10,000) redeemable preference shares of Rs.1000/- each	447.50	447.50
Less: Fair value written down	(447.50)	(447.50)
	-	-
<b>(ii) Investments in equity shares</b>		
<b>Saraswat Cooperative Bank</b>		
2,500 (2,500) shares of Rs.10/- each	0.03	0.03
	<b>0.03</b>	<b>0.03</b>
<b>Total of other investment</b>	<b>0.03</b>	<b>0.03</b>

6.1 Other disclosure related to investment

Aggregate carrying amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate carrying amount of unquoted investments	1,564.98	1,009.53
Aggregate impairment in value of investments measured at cost (Refer Note 6.2)	(66.32)	(66.32)
Aggregate fair value written down for investments measured at FVTPL (Refer Note 6.2)	(447.50)	(447.50)



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

6.2 Due to the continuous losses incurred by the subsidiaries and related parties of the company, the company has recognized impairment in its investments in subsidiaries and other investments of Rs 513.82 millions.

6.3 The Company has provided financial guarantees in favour of certain subsidiaries and related parties (refer the list in note 6.4 below). The Company has not charged any commission from such subsidiaries and joint venture. Therefore, the effect of fair valuation of such financial guarantees has been recognised as deemed investment in such subsidiaries and joint venture.

6.4 The table below outlines the subsidiaries and related parties referred in note 6.3 above

Particulars	As at 31st March, 2025	As at 31st March, 2024
Rochem Separation Systems (India) Private Limited	37.05	30.32
Concord Enviro FZE	-	2.38
Roserve Enviro Private Limited	5.31	4.31
<b>Total</b>	<b>42.36</b>	<b>37.01</b>

7 Other financial assets (Non-Current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Bank deposits with more than 12 months maturity	303.73	-
<b>Total</b>	<b>303.73</b>	<b>-</b>

8 Current tax assets (net)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Non-current Current tax asset	5.49	2.58
<b>Total</b>	<b>5.49</b>	<b>2.58</b>

9 Other non-current assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
Prepaid expenses	-	0.19
<b>Total</b>	<b>-</b>	<b>0.19</b>

10 Inventories (Cost or NRV whichever is lower)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Raw materials (Refer note 10.1)	2.13	-
<b>Total</b>	<b>2.13</b>	<b>-</b>

10.01 Raw materials included in inventory are entirely in transit as on 31st March 2025.

11 Trade receivables

Particulars	As at 31st March, 2025	As at 31st March, 2024
Unsecured Considered good	33.35	14.14
<b>Total</b>	<b>33.35</b>	<b>14.14</b>
The above amount includes - - Receivable from related parties (Refer note 11.1)	33.35	14.14
<b>Total</b>	<b>33.35</b>	<b>14.14</b>

11.1 Trade receivables includes due from private company in which director of the Company is a director or a member

	As at 31st March, 2025	As at 31st March, 2024
Rochem Separation Services Private Limited	26.01	-
Concord Shipping Pvt. Ltd.	-	-
Rochem Green Energy Pvt. Ltd.	-	0.03
Concord Enviro FZE	7.34	14.11
Roserve Enviro Private Limited	-	-

11.2 Trade receivable ageing:

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Undisputed Trade Receivables-considered good</b>		
- Less than 6 months	33.35	14.11
- 6 Months - 1 year	-	0.03
- 1-2 years	-	-
- 2-3 years	-	-
- More than 3 years	-	-
<b>Sub-total</b>	<b>33.35</b>	<b>14.14</b>

11.3 Disputed trade receivables are Rs Nil.

11.4 There were no receivables due by directors or any of the officers of the Company.

The average credit period of goods is 90 days. No interest is charged on outstanding trade receivables. The Company always measures the loss allowance for trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, general factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate, and an assessment of both the current and forecast direction of conditions at the reporting date.



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

12 Cash and cash equivalents

Particulars	As at 31st March, 2025	As at 31st March, 2024
Cash in hand	0.01	0.01
Balances with banks in current accounts	98.47	0.13
Balances with banks in fixed deposits (With original maturity of 3 months or less)	100.00	-
<b>Total</b>	<b>198.48</b>	<b>0.14</b>

12B Bank balances other than cash and cash equivalent

Particulars	As at 31st March, 2025	As at 31st March, 2024
Fixed deposits with maturity of more than 3 months but less than 12 months	575.83	-
<b>Total</b>	<b>575.83</b>	<b>-</b>

13 Loans (Current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Current</b>		
Loan to Related Party (Refer note 39)		
Blue Zone Ventures Pvt. Ltd.	82.75	-
<b>Total</b>	<b>82.75</b>	<b>-</b>

13.1 The impairment provisions for Loans advanced are based on assumptions about risk of default. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward - looking estimates at the end of each reporting.

14 Other financial assets (Current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Current</b>		
Interest receivable on fixed deposit	1.91	-
Interest receivable from related parties (Refer note 39)	0.29	-
Security Deposit	0.05	0.05
<b>Total</b>	<b>2.25</b>	<b>0.05</b>

15 Other current assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Current</b>		
Prepaid expenses	0.63	0.49
Balance with government authorities	29.04	19.18
Advances for supply of goods and services	3.66	0.30
<b>Total</b>	<b>33.33</b>	<b>19.97</b>



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

16 Deferred Tax Asset (Net) / Tax Expense

(A) Deferred tax relates to the following:

Particulars	As at 1st April, 2024	Recognized in statement of profit and loss	Recognised in other comprehensive income	As at 31st March, 2025
<b>Deferred tax asset arising on account of:</b>				
Provision for employee benefits	1.86	0.34	0.20	2.40
Unabsorbed losses	28.16	(9.20)	-	18.96
<b>Deferred tax assets (net)</b>	<b>30.02</b>	<b>(8.86)</b>	<b>0.20</b>	<b>21.36</b>

Particulars	As at 1st April, 2023	Recognized in statement of profit and loss	Recognised in other comprehensive income	As at 31st March, 2024
<b>Deferred tax asset arising on account of:</b>				
Provision for employee benefits	1.53	0.29	0.04	1.86
Disallowance under section 43(b)	0.34	(0.34)	-	-
Unabsorbed losses	2.79	25.37	-	28.16
<b>Deferred tax assets (net)</b>	<b>4.66</b>	<b>25.32</b>	<b>0.04</b>	<b>30.02</b>

(B) Income tax expense

Particulars	As at 31st March, 2025	As at 31st March, 2024
- Current tax	-	-
- Deferred tax charge / (income)	8.86	(25.32)
<b>Income tax expense reported in the statement of profit or loss</b>	<b>8.86</b>	<b>(25.32)</b>

(C) Reconciliation of tax charge

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Profit before tax</b>	40.18	(2.10)
Tax Rate	25.17%	25.17%
<b>Income tax expense at applicable tax rates</b>	<b>10.11</b>	<b>(0.53)</b>
Effect of expenditure disallowed under Income Tax Act	0.88	4.53
Income not taxable under Income tax Act	(2.41)	(2.17)
Losses on which Deferred tax created	-	(25.37)
Others	0.23	(1.78)
<b>Income tax (income)/expense</b>	<b>8.81</b>	<b>(25.32)</b>

(D) Deductible temporary differences for which no deferred tax asset is recognised in the Balance Sheet in respect of :

Particulars	Period of expiry	Carry forward losses for Future period (as at 31st March, 2025)	Carry forward losses for Future period (as at 31st March, 2024)
<b>Short term capital loss:</b>			
AY 2019-20	March 2027	0.02	0.02
AY 2021-22	March 2029	3.20	3.20
<b>Total</b>		<b>3.22</b>	<b>3.22</b>



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

17 Equity share capital

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Authorised share capital</b>		
<b>Equity Shares</b>		
Face value	5.00	5.00
No. of shares	4,00,00,000	4,00,00,000
Amount	200.00	200.00
<b>Total</b>	<b>200.00</b>	<b>200.00</b>
<b>Issued, subscribed and paid-up share capital</b>		
<b>Equity Shares</b>		
Face value	5.00	5.00
No. of shares	2,06,96,233	1,81,99,800
Amount	103.48	91.00
Add: Movement during the year	-	-
<b>Total</b>	<b>103.48</b>	<b>91.00</b>

17.1 Equity share capital as per Companies Act, 2013

Fully paid equity shares, which have a par value of Rs. 5 carry one vote per share and carry a right to dividend.

During the year ended March 31, 2025 the Company has completed its initial public offer (IPO) of 7,137,321 Shares, of face value of Rs 5 each comprising of (i) fresh issue of 2,496,433 equity shares at an issue price of Rs 701 per equity share; (ii) an offer for sale of 4,640,888 equity shares at an issue price of Rs 701 per share. The equity shares of the Company were listed on Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on December 27, 2024.

Details of the IPO Net Proceeds are as follows as on March 31, 2025:

	(in Million)
Gross Proceeds	1750.00
Less : Issue Expenses Proportionate to Company's Share	129.24
Net Proceeds	1620.76

Issue related expenses amounting to Rs. 129.24 Million have been adjusted against securities premium as per Section 52 of the Companies Act, 2013

17.2 Rights, preferences and restrictions attached to equity shares

The Company has single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

On winding up of the company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

17.3 Fully paid equity shares under Companies Act, 2013

Particulars	Number of shares	Share capital (Amount)
<b>Balance at 1st April, 2023</b>	<b>1,81,99,800</b>	<b>91.00</b>
Movement during the year	-	-
<b>Balance at 31st March, 2024</b>	<b>1,81,99,800</b>	<b>91.00</b>
Movement during the year	-	-
Fresh issue of shares during the year	24,96,433	12.48
<b>Balance at 31st March, 2025</b>	<b>2,06,96,233</b>	<b>103.48</b>

17.4 Details of shareholders holding more than 5 % shares

Particulars	Details	As at 31st March, 2025	As at 31st March, 2024
Mrs. Pushpa Goel	Number of Shares	15,71,140	16,63,560
	Shareholding percentage	7.59%	9.14%
Mr. Prayas Goel	Number of Shares	49,38,360	50,88,960
	Shareholding percentage	23.86%	27.96%
Mr. Prerak Goel	Number of Shares	30,52,780	32,03,280
	Shareholding percentage	14.75%	17.60%
AFHoldings, Mauritius (Body Corporate)	Number of Shares	29,23,632	71,10,000
	Shareholding percentage	14.13%	39.07%

17.5 Details of Promoter Shareholding in the Company

Name of the promoter	Details	As at 31st March, 2025	As at 31st March, 2024
Mr. Prayas Goel	Number of Shares	49,38,360	50,88,960
	Shareholding percentage	23.86%	27.96%
	Percentage change during the year	-4.10%	10.27%
Mr. Prerak Goel	Number of Shares	30,52,780	32,03,280
	Shareholding percentage	14.75%	17.60%
	Percentage change during the year	-2.85%	-0.08%



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

17.6 Preference Share Capital as per Companies Act, 2013

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Authorized Share Capital</b>		
<b>0.001% compulsorily convertible non cumulative preference shares</b>		
Face value (in Rs)	1,000.00	1,000.00
No. of shares	2,25,000	2,25,000
Amount	225.00	225.00
<b>Issued, subscribed and paid-up Share Capital</b>		
<b>0.001% compulsorily convertible non-cumulative preference shares</b>		
Face value	-	-
No. of shares	-	-
Amount	-	-
Less: 0.001% compulsorily convertible non cumulative preference shares redeemed (Refer note 16.11(b) (ii))	-	-
<b>Total</b>	-	-

17.7 Approval of Concord Enviro System Employee Stock Option Plan 2022

The Company has, vide Shareholders' approval dated June 22, 2022, introduced, implemented "Concord Enviro System Employee Stock Option Plan 2022" ("ESOP 2022") and approved the plan authorizing the committee to grant not exceeding 20,600 (twenty thousand six hundred only) options ("option pool") to the eligible employee in one or more tranches, from time to time which in aggregate shall be exercisable into not more than 20,600 (twenty thousand six hundred only) shares with each such option conferring a right upon the employee to apply for one share in the company in accordance with the terms and conditions as may be decided under the plan.

17.8 For the period of five years immediately preceding the date as at which the Balance Sheet is prepared :

(a) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash: NIL

(b) Aggregate number and class of shares allotted as fully paid up by way of bonus shares:

i. Pursuant to the approval of Board of Directors in its meeting held on November 09, 2022 and approval of the shareholders in the Extraordinary General Meeting held on November 09, 2022, the Company has approved issuance of bonus shares of face value of equity shares of Rs. 5 in the ratio of 17 equity share having face value of Rs. 5 for every equity share of Rs. 5. As a result the number of equity share of the Company has increased from 8,51,120 to 1,53,20,160.

ii. Pursuant to the approval of Board of Directors in its meeting held on dated November 10, 2022 and approval of the shareholders in the Extraordinary General Meeting held on dated November 10, 2022, the Company has approved conversion of 7,999 compulsory convertible preference shares of face value Rs. 1000 to 28,79,640 equity shares of face value Rs. 5. As a result the number of equity share of the Company has increased from 1,53,20,160 to 1,81,99,800.

(c) Aggregate number and class of shares bought back: NIL



Notes to the Standalone Financial Statement for the year ended 31st March 2025.  
(Amount in millions, unless otherwise stated)

18 Other equity

Particulars	As at 31st March, 2025	As at 31st March, 2024
General reserve	0.10	0.10
Securities premium reserve	2,442.57	834.29
Retained earnings	(461.68)	(489.95)
Remeasurement benefits	(1.31)	(0.71)
<b>Total</b>	<b>1,979.68</b>	<b>343.73</b>

18.1 Nature and Purpose of Reserve

Particulars	Description
General Reserve	General reserve represents portion of profits mandatorily transferred to it before declaring dividend pursuant to the provisions of Companies Act, 1956. Such mandatory transfer is not required under the Companies Act, 2013.
Securities Premium Reserve	Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only in accordance with the provisions of the Companies Act, 2013.
Retained earnings	This represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. It will be utilized in accordance with the provisions of the Companies Act, 2013.
Remeasurement benefits	This reserve contains cumulative gains and losses on remeasurement of post-employment defined benefits obligations.

18.2 Other equity

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>(A) Reserve and surplus</b>		
<b>(a) General Reserve</b>		
Opening balance	0.10	0.10
Add/(less): Movement during the year	-	-
<b>Closing balance</b>	<b>0.10</b>	<b>0.10</b>
<b>(b) Securities Premium Reserve</b>		
Opening balance	834.29	834.29
Add/(less): Movement during the year	-	-
Add: Premium received on Fresh Issue of equity shares (Refer note 17.1)	1,737.52	-
(Less): Share Issue Expenses (Refer note 17.1)	(129.24)	-
<b>Closing balance</b>	<b>2,442.57</b>	<b>834.29</b>
<b>(c) Retained earnings</b>		
Opening balance	(489.95)	(513.17)
Add/(Less): Net Profit attributable to owners of the company	31.32	23.22
Less: Deemed distribution	(3.05)	-
<b>Closing balance</b>	<b>(461.68)</b>	<b>(489.95)</b>
<b>Total of reserves and surplus</b>	<b>1,980.99</b>	<b>344.44</b>
<b>(B) Other comprehensive income</b>		
<b>(a) Remeasurement Benefits</b>		
Opening Balance	(0.71)	(0.58)
Add/(less): Movement during the year	(0.60)	(0.13)
<b>Closing balance</b>	<b>(1.31)</b>	<b>(0.71)</b>
<b>Total (A+B)</b>	<b>1,979.68</b>	<b>343.73</b>



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

19 Other financial liabilities (Non-Current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Fair value of of financial guarantee contracts*	8.17	9.35
Derivatives classified at fair value - forward contract to purchase JV equity instruments (Refer Note 35)	21.50	18.00
<b>Total</b>	<b>29.67</b>	<b>27.35</b>

\* Financial guarantee contracts has been issued in the favour of related parties.

20 Provisions (Non-Current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Provision for employee benefits</b>		
- Provision for gratuity (Refer note 37)	3.95	5.72
- Provision for leave encashment (Refer note 37)	0.85	1.00
<b>Total</b>	<b>4.80</b>	<b>6.72</b>

20A Other liabilities (non-current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Other Liabilities	10.72	-
<b>Total</b>	<b>10.72</b>	<b>-</b>

21 Trade payables

Particulars	As at 31st March, 2025	As at 31st March, 2024
Total outstanding dues of micro and small enterprises (Refer note 21.1)	-	0.20
Total outstanding dues of creditors other than micro and small enterprises	201.32	101.41
<b>Total</b>	<b>201.32</b>	<b>101.61</b>

21.1 The amount due to Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act (MSMED Act), 2006 has been determined to the extent such parties have been identified on the basis of information collected by the management. The disclosure relating to Micro and Small Enterprises is as under:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Dues remaining unpaid at the year end:		
(a) The principle amount remaining unpaid to supplier as at the end of the accounting period	-	0.20
(b) The interest thereon remaining unpaid to supplier as at the end of the accounting period	-	-
(c) The amount of interest paid by the buyer under MSMED Act , 2006 alongwith the amounts of the payment made to the supplier beyond the appointed day during each accounting period.	-	-
(d) The amount of interest due and payable for the of delay in making payment (which has been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act, 2006	-	-
(e) Amount of interest accrued and remaining unpaid at the end of the accounting period	-	-
(f) The amount of further interest remaining due and payable even in the succeeding period, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	-	-



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

21.2 Trade payable analysis

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>(i) Micro and small enterprises- Undisputed</b>		
Less than 1 year	-	0.20
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>Total</b>	<b>-</b>	<b>0.20</b>
<b>(ii) Others - Undisputed</b>		
Less than 1 year	197.00	66.57
1-2 years	-	34.54
2-3 years	4.32	-
More than 3 years	-	0.30
<b>Total</b>	<b>201.32</b>	<b>101.41</b>

21.3 Disputed trade payables are Rs. Nil .

21.4 Trade payables principally comprise amounts outstanding for operational activities. The average credit taken for trade purchases is 90 days. For most suppliers, no interest is charged on the trade payables. The Company has financial risk management policies in place to ensure that all payables are paid within the pre - agreed terms.

21.5 The directors consider that the carrying amount of trade payables approximates to their fair value.

22 Other current liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Statutory dues	3.94	1.18
<b>Total</b>	<b>3.94</b>	<b>1.18</b>

23 Provision (Current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Provision for employee benefits</b>		
Provision for gratuity (Refer note 37)	4.02	0.48
Provision for leave encashment (Refer note 37)	0.70	0.18
<b>Total</b>	<b>4.72</b>	<b>0.66</b>

24 Contract liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Advances received from customers	0.42	0.39
<b>Total</b>	<b>0.42</b>	<b>0.39</b>



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

25 Revenue from operations

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Sale of goods	513.46	361.93
Sale of services	52.38	27.78
<b>Total</b>	<b>565.84</b>	<b>389.71</b>

25.1 Disclosure pursuant to Ind AS 115: Revenue from contract with customers

Geographical markets

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
India	513.46	361.93
Outside India	52.38	27.78
<b>Total revenue from contract with customers</b>	<b>565.84</b>	<b>389.71</b>

Timing of revenue recognition

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
At a point in time	513.46	361.93
Over the period of time	52.38	27.78
<b>Total revenue from contract with customers</b>	<b>565.84</b>	<b>389.71</b>

Revenue that representing more than 10% of the Company revenue from operations

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Number of Customer (Nos)	2	1
Amount (in millions)	560.27	357.87

Movement of contract liability

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Amounts included in contract liability as at the beginning of the year	0.39	50.90
Amount received during the period for which performance obligation pending to be satisfied	(0.39)	(50.51)
Performance obligation satisfied during the year	-	-
Amounts included in contract liability as at the end of the year	-	0.39

26 Other income

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
<b>(a) Dividend Income</b>		
Dividends received from preference investments measured at amortised cost :		
- Relating to investments not redeemed during the reporting year	-	0.00
<b>(b) Interest Income</b>		
Financial instruments measured at amortised cost :		
- Interest income on Loans given to related parties	4.68	-
- Interest Income on Fixed deposits with banks	19.14	-
<b>(c) Other gains and losses</b>		
Amortisation of financial guarantee liability	9.58	8.63
Foreign exchange gain (Net)	-	3.07
Miscellaneous income	0.04	1.51
<b>Total</b>	<b>33.44</b>	<b>13.21</b>

27 Service Charges

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Service Charges	11.32	9.79
<b>Total</b>	<b>11.32</b>	<b>9.79</b>

28 Purchase of stock-in-trade

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Purchase of stock-in-trade	480.05	333.60
<b>Total</b>	<b>480.05</b>	<b>333.60</b>



28A Change in inventories of finished goods/Traded goods

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
<b>Opening Balance</b>		
Finished Goods/Traded goods	-	-
<b>Less: Inventories at the end of the year</b>	2.13	-
Finished Goods/Traded goods		
<b>Net (increase) in inventories</b>	<b>(2.13)</b>	<b>-</b>

29 Employee benefits expense

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Salaries and wages	46.19	30.85
Contribution to provident and other funds (Refer note 37)	1.89	1.61
Gratuity expenses (Refer note 37)	0.97	0.89
Staff welfare expenses	0.02	-
<b>Total</b>	<b>49.07</b>	<b>33.35</b>

30 Finance costs

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Corporate guarantee charges	0.19	0.10
<b>Total</b>	<b>0.19</b>	<b>0.10</b>

31 Depreciation expense

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Depreciation on property, plant and equipment (Refer note 4)	-	0.00
Depreciation on right of use assets (Refer note 5)	0.22	0.22
<b>Total</b>	<b>0.22</b>	<b>0.22</b>

32 Other expenses

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Director's sitting fees	3.30	0.60
Conveyance and travelling expenses	0.19	0.19
Insurance	0.52	0.50
Legal & professional fees	2.61	4.25
Rates and taxes	0.37	0.34
Advertisement and business promotion	0.06	-
Net loss on foreign exchange	2.87	-
Sundry balances written off	0.11	0.18
Payments to auditors (Refer note 32.1)	4.00	1.50
Information Technology Expenses	1.09	0.67
Bank charges	0.09	0.19
Derivatives classified at fair value through profit or loss - forward contract to purchase JV equity instruments	3.50	18.00
Miscellaneous expenses	1.67	1.54
<b>Total</b>	<b>20.38</b>	<b>27.96</b>

32.1 Break-up of Auditor's remuneration

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
For audit	3.98	1.50
For other services	-	-
For reimbursement of expense	0.02	-
<b>Total</b>	<b>4.00</b>	<b>1.50</b>



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

33 Earnings per share

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
<b>Basic and diluted earning/loss per share</b>		
(a) Net profit/(loss) after tax as per the statement of profit and loss	31.32	23.22
(b) Weighted average number of equity shares outstanding for Basic EPS and diluted EPS calculation (in No.)	1,88,70,075	1,81,99,800
(c) Nominal value per share (in Rs)	5	5
(d) Basic [(a)/(b)] Rs	1.66	1.28
(e) Diluted [(a)/(b)] Rs	1.66	1.28

34 Contingent liability

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
(a) Disputed income tax demands	343.78	343.78
(b) Corporate guarantee	1,538.31	1,904.52
(c) Disputed indirect tax demands	1.64	-
<b>Total</b>	<b>1,883.73</b>	<b>2,248.30</b>

Note:

- (a) In respect of (a) above, future cash outflows (including interest/penalty, if any) are determinable on receipt of judgement from tax authorities / settlement of claims. Further, the Company does not expect any reimbursement in respect of above.
- (b) The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the period end, the Company has no long term contracts.

35 Capital commitment

As per the provisions of the Shareholders agreement regarding Roserve Enviro Private Limited signed by and between Danish Climate Investment Fund I K/S, Concord Enviro Systems Private Limited, Prayas Gool, Priyak Goel and Roserve Enviro Private Limited, as the preferred exit to the Investor (Danish Climate Investment Fund I K/S) has not been provided before 1st January 2024, the Company would have to acquire the shares held by Danish Climate Investment Fund I K/S at Fair Market Value subject to a XIRR of 12% or book value per share.

36 Segment Reporting

In accordance with Ind AS 108, "Operating Segments" the Company has disclosed the segment information in the consolidated financial statement.

37 Employee benefits

(A) Defined Contribution Plans

The Company has certain defined contribution plans. The obligation of the Company is limited to the amount contributed and it has no further contractual obligation. Following is the details regarding Company's contributions made during the period:

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Employers' Contribution to Pension Scheme (Refer note 29)	0.13	0.12
Employers' Contribution to Provident Fund (Refer note 29)	1.76	1.49

(B) Defined Benefit plans

(I) Compensated leave absences

The Compensated leave absences benefit scheme is a defined benefit plan and is wholly unfunded. Hence, there are no plan assets attributable to the obligation. The long term employee benefits in the form of compensated leave absences have been determined using the projected unit credit method as at the balance date on the basis of actuarial valuation. The leave wages are payable to all eligible employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement on attaining superannuation age.

Following amounts are recognised in respect of unfunded obligation towards compensated leave absences-

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Amount recognised in the Balance Sheet		
Non-current	0.85	1.00
Current	0.70	0.18
<b>Total</b>	<b>1.55</b>	<b>1.18</b>
Amount recognised in salary and other benefits in the Statement of Profit and Loss in respect of compensated leave liability.	0.60	0.28



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

(II) Gratuity

The Company has a defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed five periods of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement age. Every employee who has completed five periods or more of service gets a gratuity on departure at 15 days salary (last drawn) for each completed period of service as per the provisions of the Payment of Gratuity Act, 1972. The scheme is unfunded.

Risks associated with plan provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follows:

Interest rate risk	A fall in the discount rate which is linked to the Government Securities Rate will increase the present value of the liability requiring higher provision.
Salary inflation risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.
Asset liability matching risk	The plan faces the ALM risk as to the matching cashflow. Entity has to manage pay-out based on pay as you go basis from own funds.
Mortality risk:	Since the benefits under the plan is not payable for lifetime and payable till retirement age only, plan does not have any longevity risk.

For determination of the liability in respect of compensated gratuity, the Company has used following actuarial assumptions:

i) Actuarial assumptions

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Discount rate (per annum)	6.65%	7.19%
Expected rate of return on plan Assets	6.65%	7.19%
Rate of increase in Salary(per annum)	5.00%	5.00%
Mortality rate during employment	Indian Assured Lives Mortality 2012-14 (Urban)#	Indian Assured Lives Mortality 2012-14 (Urban)#
Attrition rate	For service 2 periods and below 20.00% p.a. For service 3 periods to 4 periods 15.00% p.a. For service 5 periods and above 6.00% p.a.	For service 2 periods and below 20.00% p.a. For service 3 periods to 4 periods 15.00% p.a. For service 5 periods and above 6.00% p.a.

# Extract of Mortality Rate (India Assured Lives Mortality (2012-2014) Urban):

Age	Rate
18	0.000675
25	0.000941
35	0.001253
45	0.002688
55	0.006576
65	0.013526

ii) Changes in the present value of defined benefit obligation

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Present value of obligation at the beginning of the year	6.20	5.13
Interest cost	0.45	0.38
Past service cost	-	-
Liability transferred on transfer of employees	-	-
Current service cost	0.52	0.52
Curtailments	-	-
Benefits directly paid by employer	-	-
Actuarial (gain)/ loss on obligations - Due to change in Demographic	-	-
Actuarial (gain)/ loss on obligations - Due to change in Financial	0.14	0.05
Actuarial (gain)/ loss on obligations - Due to experience	0.66	0.12
Present value of obligation at the end of the period	7.97	6.20

iii) Expense recognized in the Statement of Profit and Loss

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Current service cost	0.52	0.52
Past service cost	-	-
Interest cost	0.45	0.38
Expense transferred on transfer of employees	-	-
Expected return on plan assets	-	-
Actuarial (gain) / loss on obligations	-	-
Total expenses recognized in the Statement Profit and Loss	0.97	0.89

iv) Expense recognized in Other comprehensive income

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Actuarial (gain) / loss on Obligation for the period	0.80	0.17
Return on Plan Assets, Excluding Interest Income	-	-
Net actuarial (gains) / losses recognised in OCI	0.80	0.17



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

v) Assets and liabilities recognized in the Balance Sheet:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Present value of obligation as at the end of the period	7.97	6.20
Fair Value of Plan Assets at the end of the period	-	-
(Surplus)/Deficit	7.97	6.20
<b>Net (asset) / liability recognized in Balance Sheet</b>	<b>7.97</b>	<b>6.20</b>

vi) A quantitative sensitivity analysis for significant assumption as at reporting date is as shown below:

Impact on defined benefit obligation	As at 31st March, 2025	As at 31st March, 2024
Discount rate		
1% increase	(0.26)	(0.23)
1% decrease	0.29	0.26
Rate of increase in salary		
1% increase	0.21	0.20
1% decrease	(0.20)	(0.20)
Rate of employee turnover		
1% increase	0.04	0.04
1% decrease	(0.01)	(0.04)

vii) Maturity profile of defined benefit obligation

period	As at 31st March, 2025	As at 31st March, 2024
1st Following year	4.02	0.48
2nd Following year	0.32	2.22
3rd Following year	0.32	1.28
4th Following year	0.31	0.24
5th Following year	0.31	0.24
Sum of years 6 to 10	2.47	2.04
Sum of years 11 and above	2.88	2.28

38 Financial Ratio

(a) Ratios:

Financial ratios	Numerator	Denominator	For the year ended 31st March, 2025	For the year ended 31st March, 2024	% change from 31 March 2023 to 31 March 2024
(a) Current ratio	Current Assets	Current Liabilities	4.41	0.33	1235%
(b) Debt equity ratio	Total Debt <sup>1</sup>	Shareholder's equity	-	-	0%
(c) Debt service coverage ratio	Earnings available for debt service <sup>2</sup>	Debt service <sup>3</sup>	-	-	0%
(d) Return on equity (%)	Net profit after tax	Average shareholder's equity	2%	5%	-55%
(e) Trade receivable turnover ratio	Revenue from operations	Average closing trade receivables	23.83	44.89	-47%
(f) Trade payable turnover ratio	Purchases of material and expenses (Net of Notional Expense <sup>7</sup> )	Average trade payables (excluding dues payable to employees)	3.26	4.82	-32%
(g) Net capital turnover ratio	Revenue from operations	Working capital <sup>5</sup>	0.79	(5.60)	-114%
(h) Net profit (%)	Net profit after tax	Revenue from operations	0.06	0.06	-7%
(i) Return on capital employed	Earning before interest and taxes	Capital Employed <sup>6</sup>	0.02	(0.00)	-524%
(j) Inventory turnover ratio	Cost of goods <sup>4</sup>	Average inventory	450.75	-	100%
(k) Return on investment	N/A	N/A	N/A	N/A	N/A

Total Debt<sup>1</sup> - Current borrowings (including current maturity of long term borrowings) + Non current borrowing.

Earnings available for debt service<sup>2</sup> - Profit after tax + Depreciation + Finance cost.

Debt service<sup>3</sup> - Finance cost + Principal repayment of borrowing, debenture and Lease liability

Cost of goods<sup>4</sup> - Cost of raw materials and components consumed, Purchase of Stock in Trade and increase/(decrease) in inventories of finished goods and work-in-progress

Working capital<sup>5</sup> - Current asset - Current liabilities

Capital Employed<sup>6</sup> - Tangible net worth (includes total asset and total liabilities excludes intangible assets (except ROU) + Total debt<sup>1</sup> - Deferred tax asset

Net of Notional Expense<sup>7</sup> includes Net loss on foreign exchange, Sundry balances written off, and Net impairment losses on financial assets.

(b) Reason for change more than 25%

Particulars	% change from 31 March 2024 to 31 March 2025
(a) Current ratio	Variation is on account of increase in trade receivables, loan given and fixed deposit in bank and increase in cash and bank balances. The cash and bank balances are higher on account of the proceeds received from fresh issue of shares.
(b) Debt Equity Ratio	Not applicable
(c) Debt Service coverage ratio	Not applicable
(d) Return on Equity (%)	Variation is on account of increase in profit and average equity
(e) Trade receivable Turnover ratio	Variation is on account of increase in trade receivables and increase in sales
(f) Trade payable Turnover ratio	Variation is on account of increase in trade payables and increase in purchase
(g) Net capital turnover ratio	Variation is on account of increase in sales and increase in Working Capital
(h) Net profit (%)	Variation is on account of increase in sales and increase in cost of goods sold
(i) Return on capital employed	Variation is on account of increase in other current asset
(j) Inventory Turnover ratio	Variation is on account of increase in inventory
(k) Return on investment	Not applicable



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

39 Related party disclosures

A. Name and relationships of related parties:

I Entity having significant influence over the Company : AFHoldings, Mauritius

II Subsidiaries and joint ventures

Name of the Company	Country of Incorporation	% equity interest	
		As at 31st March, 2025	As at 31st March, 2024
<b>Wholly owned subsidiaries</b>			
<b>Direct</b>			
Rochem Separations Systems (India) Private Limited	India	100%	100%
Reva Enviro Systems Private Limited	India	100%	100%
Concord Enviro FZE	UAE	100%	100%
Rochem Services Private Limited	India	100%	100%
Blue Zone Ventures Pvt. Ltd.	India	100%	100%
<b>Step down subsidiaries (wholly owned subsidiaries of Concord Enviro FZE)</b>			
Blue Water Trading & Treatment FZE	UAE	100%	100%
Concord Enviro S.A.De.C.V	Mexico	100%	100%
<b>Joint Venture</b>			
Roserve Enviro Private Limited	India	48.98%	48.88%
<b>Subsidiary of Joint Venture</b>			
Roserve Enviro FZE (100% subsidiary of Roserve Enviro Private Limited)	UAE	48.98%	48.88%
<b>Joint Venture Subsidiary</b>			
WHE Systems (FZC) (50% holding through Concord Enviro FZE)	UAE	50.00%	50.00%

III Enterprises over which key managerial personnel is able to exercise significant influence Concord Shipping Private Limited  
Rochem Green Energy Private Limited

IV Key managerial personnel

Chairman and Managing Director	Mr. Prayas Goel
Executive Director	Mr. Prerak Goel
Independent Director	Mr. Prakash Shah
Independent Director	Mrs. Kamal Shanbag
Independent Director	Mr. Shiraz Bugwadia
Non Executive Director	Mr. Rajesh Pai (Upto 19 <sup>th</sup> May, 2025)
Non Executive Director	Mrs. Namarata Goel (W.e.f. 19 <sup>th</sup> May, 2025)
Chief Financial Officer	Mr. Sudarshan Kamath (W.e.f. 23 <sup>rd</sup> May, 2022)
Company Secretary and Compliance Officer	Ms. Priyanka Nayak (W.e.f. 23 <sup>rd</sup> May, 2022 and upto 11 <sup>th</sup> November, 2023) Ms. Priyanka Aggarwal (W.e.f. 6 <sup>th</sup> May, 2024)



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

**B. Transactions during the year with related party**

Nature of transaction	Name of the related party	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Sale of goods	- Rochem Separation Systems (India) Private Limited	507.89	357.87
Purchase of goods	- Concord Enviro FZE	475.84	330.29
Purchase of Capital goods	- Concord Enviro FZE	17.84	-
Investment made	- Blue Zone Ventures Pvt. Ltd.	-	0.10
	- Concord Enviro FZE	550.00	-
Rent expenses	- Concord Shipping Private Limited	0.06	0.06
Service charges	- Reva Enviro Systems Private Limited	11.24	9.75
Interest income	- Blue Zone Ventures Pvt. Ltd.	4.68	-
Loans given	- Blue Zone Ventures Pvt. Ltd.	82.75	-
Sale of service	- Concord Enviro FZE	52.38	27.78
Reimbursement of expenses	- Concord Enviro FZE	1.39	3.27
Recovery of Share issue expenses	- Rochem Separation Systems (India) Private Limited	12.33	-
	- Concord Enviro FZE	7.87	-
	- Concord Enviro S.A.De.C.V.	0.39	-
	- Roserve Enviro Private Limited	0.60	-
	- Blue Zone Ventures Pvt. Ltd	0.55	-
	- Reva Enviro Systems Private Limited	0.48	-
	- Rochem Services Private Limited	0.58	-
Corporate guarantee commission	- Rochem Separation Systems (India) Private Limited	7.54	6.54
	- Concord Enviro FZE	0.79	0.58
	- Roserve Enviro Private Limited	1.16	1.41
	- Concord Shipping Private Limited	0.09	0.10
Corporate Guarantee Charges	- Concord Shipping Private Limited	0.19	0.10

**C. Remuneration to Key Managerial Personnel**

Nature of transaction	Name of the related party	As at 31st March, 2025	For the year ended 31st March, 2024
Director's Remuneration	Mr. Prayas Goel	2.00	1.20
	Mr. Prerak Goel	2.00	1.20
Director's sitting fees	Mr. Prakash Shah	1.20	0.25
	Mrs. Kamal Shanbag	1.55	0.25
	Mr. Shiraz Bugwadia	0.55	0.10
Key Managerial Personnel Remuneration	Mr. Sudarshan Kamath	8.74	6.42
	Ms. Priyanka Nayak	-	0.70
	Ms. Priyanka Aggarwal	1.17	-



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

D. Related party outstanding balances:

Nature of transaction	Name of the related party	As at 31st March, 2025	As at 31st March, 2024
Interest receivable	- Blue Zone Ventures Pvt. Ltd.	0.29	-
Trade receivables	- Rochem Separation Systems (India) Private Limited - Concord Enviro FZE - Rochem Green Energy Private Limited	26.01 7.34 -	- 14.11 0.03
Unbilled revenue	- Concord Enviro FZE	-	-
Current loans given	- Blue Zone Ventures Pvt. Ltd.	82.75	-
Trade payables	- Reva Enviro Systems Private Limited - Rochem Services Private Limited - Concord Enviro FZE - Concord Enviro S.A.De.C.V. - Concord Shipping Private Limited	0.87 - 148.81 0.39 -	14.09 27.26 50.29 - -
Advance from Customers	- Rochem Separation Systems (India) Private Limited	-	0.39
Investment in related parties	- Rochem Separation Systems (India) Private Limited - Reva Enviro Systems Private Limited - Rochem Services Private Limited - Concord Enviro FZE - Roserve Enviro Private Limited - Rochem Green Energy Private Limited - Blue Zone Ventures Pvt. Ltd.	248.52 15.70 50.62 551.84 208.31 447.50 0.10	248.52 15.70 50.62 1.84 208.31 447.50 0.10
Impairment of investment	- Reva Enviro Systems Private Limited - Rochem Services Private Limited - Rochem Green Energy Private Limited	(15.70) (50.62) (447.50)	(15.70) (50.62) (447.50)
Corporate guarantee given	- Rochem Separation Systems (India) Private Limited - Concord Enviro FZE - Roserve Enviro Private Limited - Concord Shipping Private Limited	1,480.00 - 534.63 -	1,389.10 492.92 700.00 50.90
Deemed investments	- Rochem Separation Systems (India) Private Limited - Concord Enviro FZE - Roserve Enviro Private Limited	37.05 - 5.31	30.32 2.38 4.31
Prepaid Expenses	- Concord Shipping Pvt. Ltd.	-	0.19
Director's Reimbursement payable	Mr. Prerak Goel	-	0.30
Director's Remuneration payable	Mr. Prayas Goel Mr. Prerak Goel	0.14 0.14	0.09 0.09
Director's sitting fees payable	Mr. Prakash Shah Mrs. Kamal Shanbag Mr. Shiraz Bugwadia	0.18 0.18 -	- - -
Key Managerial Personnel Remuneration payable	Mr. Sudarshan Kamath Ms. Priyanka Aggarwal	0.41 0.09	0.34 -

- All outstanding balances are unsecured and repayable as per terms of credit and settlement occurs in cash.
- All related party transactions entered during the year were in ordinary course of business and on arms length basis.



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

**40 Financial instruments - Accounting classifications and fair value measurement**  
**(a) Financial asset and liabilities (Non-current and Current)**

Sr. No.	Particulars	As at 31st March, 2025		As at 31st March, 2024	
		FVTPL	Amortized Cost	FVTPL	Amortized Cost
<b>A</b>	<b>Financial assets</b>				
(i)	Investments (Refer note (ii))	0.03	-	0.03	-
(ii)	Trade receivables	-	33.35	-	14.14
(iii)	Cash and cash equivalents	-	198.48	-	0.14
(iv)	Bank balance other then cash & cash equivalents	-	575.83	-	-
(v)	Other Financial Assets	-	2.25	-	0.05
(vi)	Loans	-	82.75	-	-
	<b>Total financial assets</b>	<b>0.03</b>	<b>892.66</b>	<b>0.03</b>	<b>14.33</b>
<b>B</b>	<b>Financial liabilities</b>				
(i)	Trade Payable	-	201.32	-	101.61
(ii)	Other Financial Liabilities (Refer note (iii))	21.50	8.17	18.00	9.35
	<b>Total financial liabilities</b>	<b>21.50</b>	<b>209.49</b>	<b>18.00</b>	<b>110.96</b>

Note:

- Since there is no Financial Asset/Financial Liability which is measured at fair value through other comprehensive income, no separate disclosure has been made for the same in the above table.
- Above disclosure excludes investments in subsidiaries and joint ventures as these are accounted at cost and under equity method respectively in accordance with Ind AS 27 Separate Financial Statements and Ind AS 28 Investments in Associates and Joint Ventures.
- Fair value determined using level - 3 inputs. The carrying value is considered to be representative of the fair value.
- There were no transfers between level - 1, level - 2 and level - 3 during the years presented.



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

**40 Financial instruments - Accounting classifications and fair value measurement**

**(a) Financial asset and liabilities (Non-current and Current) continued...**

(v) This section explains the judgement and the estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value.

Sr. No.	Particulars	As at 31st March, 2025			As at 31st March, 2024		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>A</b>	<b>Financial assets</b>						
(i)	Financial investment at FTVPL	-	-	0.03	-	-	0.03
	<b>Total Financial assets</b>	-	-	<b>0.03</b>	-	-	<b>0.03</b>
<b>B</b>	<b>Financial liabilities</b>						
(i)	Financial liabilities at FTVPL	-	-	21.50	-	-	18.00
	<b>Total Financial liabilities</b>	-	-	<b>21.50</b>	-	-	<b>18.00</b>

**(b) Fair valuation techniques**

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of financial assets and financial liabilities are approximately equal to their carrying amounts.

Valuation techniques used for valuation of derivative instruments categorised as level 3:

Fair value of derivatives at fair value through profit or loss is measured using Monte Carlo Simulation Pricing method to evaluate the conditions of committed Internal rate of return (IRR), assuming time to liquidity of 2 years from the Balance sheet date. Other unobservable inputs includes use of 7.05% of risk free rate, 35% standard deviation.

**(c) Fair value hierarchy**

Financial assets and financial liabilities are measured at fair value in the financial statement and are grouped into three levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

**(d) Disclosures of changes in Level 3 items for the year ended 31st March, 2025 .**

	Unquoted equity investment	Derivatives
As at 1st April, 2023	0.03	-
Gain/ (loss) recognised in Profit & Loss	-	(18.00)
As at 31st March, 2024	0.03	(18.00)
Gain/ (loss) recognised in Profit & Loss	-	(3.50)
As at 31st March, 2025	0.03	(21.50)



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

**41 Risk management framework**

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company's Board of Directors oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

**The Company has exposure to the following risks arising from financial instruments:**

- Credit risk;
- Liquidity risk;
- Market risk
- Interest rate risk

**(a) Credit risk :**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

**Trade receivable**

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. To manage trade receivable, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 37(a). The Company does not hold collateral as security.

**Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Company's policy. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

**(b) Liquidity risk :**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration the Company's debt financing plans, covenant compliance and compliance with internal statement of financial position ratio targets.

**(i) Maturities of financial liabilities:**

**The following are the remaining contractual maturities of financial liabilities at the reporting date:**

Particulars	Less than 1 year	1 to 5 years	Above 5 years	Total
<b>As at 31st March, 2025</b>				
Trade payables	201.32	-	-	<b>201.32</b>
Other Financial Liabilities	29.67	-	-	<b>29.67</b>
<b>As at 31st March, 2024</b>				
Borrowing	-	-	-	-
Trade payables	101.61	-	-	101.61
Other Financial Liabilities	-	27.35	-	27.35

**(c) Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of certain commodities. Thus, its exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities. The objective of market risk management is to avoid excessive exposure in revenues and costs.

**(d) Capital risk management**

The Company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. As at March 31, 2025 the borrowing is nil.

**(e) Interest Rate Risk**

The Company has no interest bearing borrowings and therefore it is not subject to interest rate risk.



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

42 Foreign currency exposure

The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations will arise.

The carrying amounts of the foreign currency denominated monetary assets and monetary liabilities at the end of the reporting year are as follows:

Foreign Currency exposure	Currency	As at 31st March, 2025		As at 31st March, 2024	
		Amount in Foreign Currency	Amount in Reporting Currency	Amount in Foreign Currency	Amount in Reporting Currency
Financial Liabilities	USD	1.75	149.25	0.60	50.29
Financial Assets	USD	0.09	7.34	0.17	14.11

Foreign Currency Sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax (PBT)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT
USD	(1.42)	1.42	(0.36)	0.36



Concord Enviro Systems Limited  
CIN: L45209M111999PLC120599

Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

43 Disclosures as per section 186(4) of the Companies Act, 2013

Sr. no.	Name of the recipient entity	Relationship with the company	Purpose	As at 31st March, 2025	As at 31st March, 2024
1	<b>Loans given</b>				
	Blue Zone Ventures Pvt. Ltd.	Wholly owned subsidiary	Operational Purpose	82.75	-
2	<b>Investments made</b>				
(i)	<b>Investments in equity shares</b>				
	Rochem Separations Systems (India) Private Limited	Wholly owned subsidiary	-	248.12	248.12
	Concord Enviro FZE	Wholly owned subsidiary	-	551.84	1.84
	Reva Enviro Systems Private Limited	Wholly owned subsidiary	-	15.70	15.70
	Rochem Services Private Limited	Wholly owned subsidiary	-	1.02	1.02
	Blue Zone Ventures Pvt. Ltd.	Wholly owned subsidiary	-	0.10	0.10
	Roserve Enviro Private Limited	Joint Venture	-	208.31	208.31
	Saraswat Cooperative Bank	None	-	0.03	0.03
(ii)	<b>Investments in Preference shares</b>				
	Rochem Services Private Limited	Wholly owned subsidiary	-	49.60	49.60
	Rochem Separations Systems (India) Private Limited	Wholly owned subsidiary	-	0.40	0.40
	Rochem Green Energy Private Limited	Enterprises over which key managerial personnel is able to exercise significant influence	-	447.50	447.50
3	<b>Guarantees given</b>				
	Rochem Separations Systems (India) Private Limited	Wholly owned subsidiary	WCDL/Term Loan/Purchasing Finance	1480.00	1389.10
	Concord Enviro FZE	Wholly owned subsidiary	Term Loan	-	492.92
	Roserve Enviro Private Limited	Joint Venture	ECB	534.63	700.00
	Concord Shipping Private Limited	Enterprises over which key managerial personnel is able to exercise significant influence	Term Loan	-	50.90



Notes to the Standalone Financial Statement for the year ended 31st March 2025  
(Amount in millions, unless otherwise stated)

44 Other notes

- 44.1 The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 44.2 The Company does not have any borrowings from banks and financial institutions.
- 44.3 The Company is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.
- 44.4 The company has not identified any transactions or balances in the reporting period with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 44.5 **Details of delay in registration of charges or satisfaction with Registrar of Companies (ROC) Mumbai**  
There is no delay in registration of charges or satisfaction with Registrar of Companies (ROC) Mumbai during the current year.
- 44.6 The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- 44.7 There are no scheme of arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting period.
- 44.8 The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:  
(a) directly or indirectly lend or invest in other persons or entites identified in any manner whatsoever by or on behalf of the Company (Ultmate Beneficiaries) or  
(b) provide any guarantee, security or the like to or on behalf of the Uitimate Beneficiaries.  
The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:  
(a) directly or indirectly lend or invest in other persons or entites identified in any manner whatsoever by or on behalf of the Funding Party (Ultmate Beneficiaries) or  
(b) provide any guarantee, security or the like on behalf of the Uitimate Beneficiaries.
- 44.9 The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 44.10 The Company have not traded or invested in Crypto currency or Virtual Currency during reporting period.
- 44.11 The Company does not have any investment property during the reporting period, the disclosure related to fair value of investment property is not applicable.
- 44.12 The Company is not covered under Section 8, thus related disclosure is not applicable.
- 45 **Code of Social Security, 2020**  
The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the when the Code becomes effective.

For and on behalf of the Board of Directors  
Concord Enviro Systems Limited



Prayas Goel  
Chairman and Managing  
Director  
DIN: 00348519



Prerak Goel  
Executive Director  
DIN: 00348563



Sudarshan Kamath  
Chief Financial Officer



Priyanka Aggarwal  
Company Secretary and  
Compliance Officer  
Membership No: A38180

Place: Mumbai  
Date: 24th May 2025



### INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE FINANCIAL RESULTS

#### TO THE BOARD OF DIRECTORS OF CONCORD ENVIRO SYSTEMS LIMITED

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **CONCORD ENVIRO SYSTEMS LIMITED** ("the Company"), for the quarter and nine months ended December 31, 2025 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
Firm's Registration No. 117366W/W-100018



*N. Shah*

**Nilesh Shah**  
Partner

Membership No. 049660  
UDIN: 26049660RNRB1K8033

Place: Mumbai  
Date: February 12, 2026

Statement of Unaudited Standalone Financial Results for the Quarter and Nine Months ended December 31, 2025

Particulars	(Rs. in Million)					
	Quarter ended			Nine Months ended		Year ended
	December 31, 2025 Unaudited	September 30, 2025 Unaudited	December 31, 2024 Unaudited	December 31, 2025 Unaudited	December 31, 2024 Unaudited	March 31, 2025 Audited
<b>I Income</b>						
Revenue from operations	133.35	136.83	115.64	382.36	349.05	565.84
Other income (Refer note iii)	18.26	20.00	4.19	105.46	9.28	33.44
<b>Total income</b>	<b>151.61</b>	<b>156.83</b>	<b>119.83</b>	<b>487.82</b>	<b>358.33</b>	<b>599.28</b>
<b>II Expenses</b>						
Cost of services	-	0.03	2.72	0.07	8.10	11.32
Purchase of stock-in-trade	97.51	138.34	135.85	360.88	346.04	480.05
Changes in inventories of stock-in-trade	24.82	(11.64)	(45.81)	(5.39)	(59.63)	(2.13)
Employee benefits expense	14.75	12.58	15.37	40.73	36.14	49.07
Finance costs	1.40	0.78	0.14	2.73	0.19	0.19
Depreciation and amortisation expense	1.27	0.06	0.05	1.38	0.16	0.22
Other expenses	8.07	10.60	6.38	24.97	12.11	20.38
<b>Total expenses</b>	<b>147.82</b>	<b>150.75</b>	<b>114.70</b>	<b>425.37</b>	<b>343.11</b>	<b>559.10</b>
<b>III Profit before exceptional item &amp; tax (I-II)</b>	<b>3.79</b>	<b>6.08</b>	<b>5.13</b>	<b>62.45</b>	<b>15.22</b>	<b>40.18</b>
<b>IV Exceptional Item</b>						
Impact of Labour Codes (Refer note iv)	3.90	-	-	3.90	-	-
<b>V Profit before tax (III-IV)</b>	<b>(0.11)</b>	<b>6.08</b>	<b>5.13</b>	<b>58.55</b>	<b>15.22</b>	<b>40.18</b>
<b>VI Tax expense:</b>						
- Current tax	3.05	7.84	-	10.89	-	-
- Deferred tax charge / (credit)	(3.78)	(11.97)	1.36	(2.68)	2.70	8.86
- Income tax (credit) pertaining to earlier years	4.82	-	-	4.82	-	-
<b>Total tax expense</b>	<b>4.09</b>	<b>(4.13)</b>	<b>1.36</b>	<b>13.03</b>	<b>2.70</b>	<b>8.86</b>
<b>VII Profit after tax for the period/year (V-VI)</b>	<b>(4.20)</b>	<b>10.21</b>	<b>3.77</b>	<b>45.52</b>	<b>12.52</b>	<b>31.32</b>
<b>VIII Other comprehensive income / (loss)</b>						
(i) Items that will not be reclassified subsequently to profit or loss						
- Remeasurement of defined benefit plans - gain/(loss)	0.73	(0.20)	(0.02)	0.33	(0.03)	(0.80)
- Income tax relating to above - (charge) / credit	(0.18)	0.05	0.01	(0.08)	0.01	0.20
(ii) Items that may be reclassified subsequently to profit or loss	-	-	-	-	-	-
<b>Other comprehensive (loss) for the period/year</b>	<b>0.55</b>	<b>(0.15)</b>	<b>(0.01)</b>	<b>0.25</b>	<b>(0.02)</b>	<b>(0.60)</b>
<b>IX Total comprehensive income for the period/year (VII+VIII)</b>	<b>(3.65)</b>	<b>10.06</b>	<b>3.76</b>	<b>45.77</b>	<b>12.49</b>	<b>30.72</b>
<b>X Paid-up equity share capital</b> (Face value Rs. 5 per share)	103.48	103.48	103.48	103.48	103.48	103.48
<b>XI Other equity as at Balance sheet date</b>						1,979.68
<b>XII Earnings per equity share (Face value of Rs. 5 each) (quarterly &amp; nine months ended EPS is not annualised)</b>						
- Basic /Diluted earning per share (Rs)	(0.20)	0.49	0.18	2.20	0.60	1.66



**Notes:**

- (i) The above standalone financial results (the "Results") of Concord Enviro Systems Limited (the 'Company') for the quarter and nine months ended December 31, 2025 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 12, 2026. The aforesaid results for the quarter ended December 31, 2025 have been subjected to limited review and results for the year ended March 31, 2025 have been audited by the Statutory Auditor of the Company.
- (ii) The Standalone financial results of the Company have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules thereunder and other accounting principles generally accepted in India and in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended ("the Regulations").
- (iii) During the quarter ended June 2025, a reimbursement of Rs. 45 million from AF Holdings representing their proportionate share of expenses incurred for the filing of the Draft Red Herring Prospectus in FY 2022–23, has been recognized as income under the head "Other Income." The total filing expenses had been written off in FY 2022–23.
- (iv) The Government of India has notified the four Labour Codes on November 21, 2025 - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Company has assessed the financial impact arising from these regulatory changes, particularly concerning the revised definition of wages and its impact on gratuity and other benefits. An incremental impact of gratuity liability arising out of past service cost and increase in leave liability together by Rs. 3.90 million has been recognized as an Exceptional Item during the quarter considering material regulatory-driven and non-recurring nature of this impact. The Company will continue to monitor state-specific rules and further clarifications from the Government and provide appropriate accounting effects as needed.
- (v) During the quarter ended December, 2024, the Company had completed its Initial Public Offer (IPO) of 7,137,321 equity shares of face value of Rs. 5 each at an issue price of Rs. 701 per share (including a share premium of Rs. 696 per share). The issue comprised of a fresh issue of 2,496,433 equity shares aggregating to Rs. 1,750.00 million and offer for sale of 4,640,888 equity shares by selling shareholders aggregating to Rs. 3,253.26 million, totalling to Rs. 5,003.26 million. Pursuant to the IPO, the equity shares of the Company were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on December 27, 2024.

The Company's share of total offer expenses are Rs. 129.24 million. The details of IPO proceeds of Rs. 1,750.00 million (net of IPO expenses of Rs. 129.24 million) which were utilized as at December 31, 2025 are summarized below.

(Rs. in Million)

Particulars	Amount to be utilised as per the prospectus	Utilised amount upto December 31, 2025	Unutilised amount upto December 31, 2025 *
Investment in our wholly owned Subsidiary, CEF for financing its capital expenditure requirements for the greenfield project to develop an assembly unit to assemble systems and plants for treatment of water, waste water and related membrane modules	250.00	-	250.00
Investment in our wholly owned Subsidiary, Rochem Separation Systems (India) Private Limited ("RSSPL") for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities	105.05	-	105.05
Funding capital expenditure requirements of our Company for purchase of plant and machinery	32.07	-	32.07
Investment in our wholly owned Subsidiary, Concord Enviro FZE for prepayment or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by CEF	500.00	500.00	-
Investment in our wholly owned Subsidiary, CEF, for funding working capital requirements of CEF	200.00	161.30	38.70
Investment in our joint venture, Roserve Enviro Private Limited to grow our pay per use/pay as you treat business	100.00	-	100.00
Investment in technology and other growth initiatives for access to new markets	235.00	48.55	186.45
General Corporate Purposes (Net of issue expenses)	198.64	198.45	0.19
<b>Total</b>	<b>1,620.76</b>	<b>908.30</b>	<b>712.46</b>

\* The IPO proceeds of Rs. 712.46 million which were unutilized as at December 31, 2025 are temporarily invested in Bank Deposits with scheduled commercial bank.

- (vi) The company is primarily engaged in a single business segment of water treatment products and technologies. The Chief Operating Decision Makers (CODM) monitor and review the operating results of the company as a whole. Therefore there are no other reportable segments for the company as per requirements of Ind AS 108 'Operating Segment'.



**For and On behalf of the Board of Directors**  
 Concord Enviro Systems Limited

  
**Prerak Goel**  
 Executive Director  
 DIN: 00348563



Place: Mumbai  
 Date: February 12, 2026

# Annexure C

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI  
COURT - IV



**C.A. (CAA)/260 (MB-IV) /2025**

*In the matter of the Companies Act, 2013;*

*AND*

*In the matter of Section 230 read with*

*Section 52 and Section 66 of the*

*Companies Act, 2013 read with the*

*Companies (Compromises, Arrangements  
and Amalgamations) Rules, 2016*

*AND*

*In the matter of Scheme of Arrangement*

*between **Concord Enviro Systems***

***Limited** and its Shareholders*

**Concord Enviro Systems Limited**

CIN: L45209MH1999PLC120599

..... Applicant Company

**Pronounced: 11.03.2026**

***CORAM:***

**SHRI ANIL RAJ CHELLAN**

**HON'BLE MEMBER (TECHNICAL)**

**SHRI K. R. SAJI KUMAR**

**HON'BLE MEMBER (JUDICIAL)**

***Appearance*** : ***Hybrid***

For the Applicant Companies: Adv. Hemant Sethi, Ms. Tanaya Sethi, Ms. Devanshi Sethi i/b Hemant Sethi & Co.

## **ORDER**

1. This is a First Motion Company Application for the Composite Scheme of Arrangement between Concord Enviro Systems Limited (Applicant Company) and its Shareholders (Scheme) under the provisions of Section 230 read with Section

52 and Section 66 of the Companies Act, 2013 (Act) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (CCAA Rules).



2. Heard the Ld. Counsel for the Applicant Company.
3. The registered office of the Applicant Company is situated in the State of Maharashtra, and hence the subject matter of the Application is within the territorial jurisdiction of this Tribunal.
4. The Ld. Counsel for the Applicant Company submits that the Board of Directors of the Applicant Company, in their meeting held on 08.08.2025, has approved the Scheme. The appointed date for the purpose of the Scheme is 01.04.2025 or such other date as may be fixed or approved by this Tribunal.
5. The Ld. Counsel for the Applicant Company submits that the Rationale for the Scheme is as under: -

**“ii. Rationale and Purpose of the Scheme**

- A. *The Company currently has a negative balance under the head “Retained Earnings”. Despite reporting the profits during the previous years, the negative Retained Earnings are weighing down the financial statements of the Company and are not reflective of its true current financial position.*
- B. *As a strategic move, the Company proposed to undertake financial restructuring through a Scheme of Arrangement to set-off the negative balance in the Retained Earnings against the credit balance in the Securities Premium Account. The set-off of the credit balance in the Securities Premium Account would not have any impact on the shareholding pattern and the capital structure of the Company.*
- C. *The above set-off could potentially reap strategic benefits including but not limited to the following:*
  - i. *the financial statements of the Company should reflect its true and fair financial health and achieve right sizing of the balance sheet;*

- 
- ii. *help in resizing the reserves of the Company and thereby denoting a positive reserve representing its true and fair financial position which is commensurate with its business and assets;*
  - iii. *Enable the Company to use the amount which is lying unutilized in the credit balance in the Securities Premium Account of the Company in an effective manner for the benefit of the Company;*
  - iv. *Help in exploring the opportunities for the benefit of the shareholders of the Company including but not restricted to dividend payment as per applicable provisions of the Companies Act, 2013 and rules made thereunder;*
  - v. *The Scheme does not involve any financial outlay/outgo and therefore, would not affect the ability or liquidity of the Company to meet its obligations/commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company;*
  - vi. *The Scheme would be in the best interest of the shareholders and other stakeholders of the Company.*

*In view of the aforesaid, the Board of Directors of the Company has considered and proposed this Scheme and matters incidental thereto pursuant to the provisions of Sections 230, read with Section 52 and Section 66, and other relevant provisions of the Act.”*

6. The Ld. Counsel for the Applicant Company submits that the authorised, issued, subscribed, and paid-up share capital of the Applicant Company as on 31.032025, is as under:

<b>Particulars</b>	<b>Amount in Rs.</b>
<b>Authorised Share Capital</b>	
<b>4,00,00,000 equity shares of Rs. 5/- each</b>	<b>20,00,00,000</b>
0.001% compulsorily convertible non-cumulative preference shares of Rs. 1000/- each	<b>22,50,00,000</b>
<b>TOTAL</b>	<b>42,50,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
2,06,96,233 equity shares of Rs. 5/- each fully paid up	<b>10,34,81,165</b>
<b>TOTAL</b>	<b>10,34,81,165</b>

7. Subsequent to the above date and up to the approval of the Scheme by the Board of the Applicant Company, there has been no change in the authorised, issued, subscribed, and paid-up capital of the Applicant Company.
8. The Ld. Counsel for the Applicant Company submits that, upon the Scheme becoming effective and with effect from the Appointed Date, the negative balance of the Retained Earnings shall be first adjusted against the credit balance in the Securities Premium Account as appearing in the books of accounts of the Applicant Company as on the Appointed Date.
9. It is further submitted by the Ld. Counsel for the Applicant Company that, upon the Scheme becoming effective, there will be no outflow or payout of funds from the Applicant Company; therefore, the interests of shareholders or creditors shall not be adversely affected. Furthermore, it is submitted that the Scheme shall not, in any manner, involve the distribution of reserves and shall be in accordance with the accounting standards prescribed under Section 133 of the Act.
10. The other equity as appearing in the books of accounts of the Company is given as below:

Particulars	Amount in Rs.
General Reserve	98,525
Securities Premium	2,44,25,66,361.62
Retained Earnings	(46,16,81,974.32)
Remeasurement Benefits	(13,12,484.13)

11. It was further submitted that the Equity Shares of the Applicant Company are listed on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), and accordingly, its equity shares are (widely and publicly) traded on nationwide terminals.

**12. Conducting meeting of Shareholders:**

- 12.1 The Ld. Counsel for the Applicant Company submits that there are 55,298 (Fifty-five thousand two hundred and ninety-eight) Equity Shareholders in the Applicant Company, and the certificate of the Chartered Accountant

certifying the shareholding pattern of the Applicant Company as on 12.09.2025 is annexed as 'Annexure F' to the Company Scheme Application.

- 12.2 The Bench directs the Applicant Company to:
- i. Issue Notice convening meeting of the Equity Shareholders in Form No. CAA.2 as per Rule 6 of the CCAA Rules;
  - ii. Issue Statement containing all the particulars as per Section 230(3) of the Act;
  - iii. Advertise the Notice convening the meeting in Form No. CAA.2 as per Rule 7 of the CCAA Rules.
- 12.3 The Bench directs that, at least 30 (thirty) clear days before the said meeting of the Equity Shareholders of the Applicant Company is to be held as aforesaid, a notice convening the said meeting at the indicating the place, day, date and time of the said meeting, together with a copy of the Scheme, a copy of statement disclosing of the Scheme of Arrangement as required under Section 230(3) of the Act, read with Rule 6 of the CCAA Rules, shall be sent by Courier / Registered Post / Hand Delivery / Speed Post or by Email (to those Equity Shareholders whose email addresses are duly registered with the Applicant Company for the purpose of receiving such notices by email), addressed to each of the Equity Shareholders of the Applicant Company, at their last known address or email addresses as per the records of the Applicant Company.
- 12.4 The Applicant Company shall have the option to convene the meeting of the equity shareholders through video conferencing or other audio-visual means or in the physical presence of the equity shareholders, within 60 days of the instant order being uploaded on NCLT site (i.e., <https://nclt.gov.in> ), for the purpose of considering and if thought fit, approving, with or without modification, the proposed Scheme.
- 12.5 The notice of the aforesaid meeting of the Equity Shareholders of the Applicant Company shall be advertised in Form No. CAA.2 as per Rule 7 of the CCAA Rules, in two newspapers viz., *Financial Express* in English and translation thereof in *Navshakti* in Marathi, both circulated in the State



of Maharashtra, indicating the place, day, date, and time of the said meeting in not less than 30 days (Thirty) before the aforesaid meeting. The Applicant Company shall host the notices of the meeting as directed herein, on its website, if any.

- 12.6 Mr. V. Nallasenapathy, Former NCLT Member, Mumbai, Mobile Number: 98415 27190, Email: [nspathy1963@gmail.com](mailto:nspathy1963@gmail.com) shall be the Chairperson for the aforesaid meeting of the Equity Shareholders of the Applicant Company. The Chairperson shall be paid a sum of Rs. 1,00,000/- (One Lakh Rupees), excluding taxes, for holding/conducting the meeting of the Equity Shareholders of the Applicant Company. The payments to the Chairperson shall be made by the Applicant Company.
- 12.7 The Scrutiniser for the aforesaid meeting shall be Mr. Martinho Ferrao, Practicing Company Secretary (Membership No. F6221 / COP No. 5676), Mobile Number: 98700 61585 and Email: [mferraocs@gmail.com](mailto:mferraocs@gmail.com) with a remuneration of Rs. 50,000/- for the services rendered. Payments to Scrutiniser shall be made by the Applicant Company.
- 12.8 The Chairperson appointed for the aforesaid meeting shall issue the advertisement and send out the notices of the meeting referred to above and shall have all powers as per the Articles of Association of the Applicant Company and also under the Act read with the CCAA Rules, in relation to the conduct of the said meeting, including for deciding procedural questions that may arise at the meeting or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the aforesaid meeting by any persons and to ascertain the outcome of the meeting of the Equity Shareholders.
- 12.9 The Chairperson appointed for the meeting of the Equity Shareholders of the Applicant Company shall file a Compliance Report not less than 7 (seven) days before the date fixed for the holding of meeting of Equity Shareholders of the Applicant Company and do report to this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with as per Rule 12 of the CCAA Rules.



12.10 The quorum of the aforesaid meeting of Equity Shareholders of the Applicant Company shall be as prescribed under Section 103 of the Act, present in person or by authorised representative. If the quorum is not present within 30 (thirty) minutes and thereafter, the Equity Shareholders present shall be deemed to constitute the quorum, and the meeting shall be held.

12.11 The voting by an authorised representative in case of a body corporate shall be permitted, provided that the authorisation duly signed by the person entitled to attend and vote at the meeting is filed with the Applicant Company at the Registered Office not later than 48 hours before the aforesaid meeting. The value and number of the Unsecured Creditors of the Applicant Company shall be in accordance with the books/register of the Applicant Company and where the entries in the books/register are disputed, the Chairperson of the meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

12.12 The Chairperson of the meeting of the Equity Shareholders of the Applicant Company shall report to this Tribunal, the results of the aforesaid meeting within 3 (three) days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the CCAA Rules.

**13. Dispensation of the Meetings for the Secured Creditors of the Applicant Company:**

13.1 The Ld. Counsel for the Applicant Company submits that there is 1 (One) Secured Creditor in the Applicant Company as on 15.09.2025, having an aggregate value of Rs. 2,96,97,101.13/- (Two Crore Ninety-Six Lakh Ninety-Seven Thousand One Hundred Rupees and One and Thirteen Paise). The copy of the certificate of a Chartered Accountant certifying the list of Secured Creditors of the Applicant Company is annexed to the Company Scheme Application. The Applicant Company has procured a consent affidavit from the said Secured Creditor, which is annexed to the Company Scheme Application.



13.2 In view of the said fact that the sole Secured Creditor of the Applicant Company has given consent affidavit for the approval of the Scheme and dispensation of the meeting, the meeting of the Secured Creditor of the Applicant Company is hereby dispensed with.

**14. Dispensation of the Meetings for the Unsecured Creditors of the Applicant Company:**

14.1 The Ld. Counsel of the Applicant Company submits that there are 13 (Thirteen) Unsecured Creditors in the Applicant Company as on 15.09.2025, having an aggregate value of Rs. 6,63,32,024/- (Six Crore Sixty-Three Lakh Thirty Two Thousand Twenty Four Rupees). The copy of the certificate of a Chartered Accountant certifying the list of Unsecured Creditors of the Applicant Company is annexed to the Company Scheme Application.

14.2 The Ld. Counsel of the Applicant Company further submits that the present Scheme is an arrangement between the Applicant Company and its shareholders as contemplated under Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Act, as there is no compromise and/or arrangement with the Unsecured Creditors of the Applicant Company. The liability to the creditors of the Applicant Company is neither reduced nor extinguished. Accordingly, the Applicant Company is hereby directed to issue notices to all its Unsecured Creditors by Registered Post or Speed Post or Courier or Hand Delivery or by email (to those creditors whose email addresses are duly registered with the Applicant Company for the purpose of receiving such notices by email), at their last known address as per the records of the Applicant Company with a direction that they may submit their representations, if any, to the Tribunal within 30 days and copy of such representations shall simultaneously be served upon the Applicant Company, failing which it will be assumed that they have no objection to the Scheme. In view of the fact, the meeting of the Unsecured Creditors of the Applicant Company is hereby dispensed with.

15. The Ld. Counsel of the Applicant Company submits that the net worth of the Applicant Company is positive. The net worth of the Applicant Company post Scheme is Rs. 2,08,44,64,077.30/-. A copy of the net worth certificate of Applicant Company issued by a Chartered Accountant is annexed to the Company Scheme Application. A detailed calculation of the Pre and Post scheme net worth as on 31.03.2025, after the negative retained earnings are adjusted with the Securities Premium Reserve, is given below:

**Pre and Post Net Worth of the Company**

Particulars	Reference	Pre Scheme	Adjustments	Post Scheme
Equity Share Capital		10,34,81,165		10,34,81,165
<b>Total Share Capital</b>	<b>(A)</b>	<b>10,34,81,165</b>		<b>10,34,81,165</b>
Retained Earnings		(46,16,81,974.32)	46,16,81,974.32	0
Securities Premium Reserve		2,44,25,66,361.62	(46,16,81,974.32)	1,98,08,84,387.30
General Reserve		98,525		98,525
<b>Total Reserves and Surplus</b>	<b>(B)</b>	<b>1,98,09,82,912.30</b>		<b>1,98,09,82,912.30</b>
<b>Net Worth</b>	<b>(A) + (B)</b>	<b>2,08,44,64,077.30</b>		<b>2,08,44,64,077.30</b>

**Notes:**

1. Net worth = Equity Share Capital + Reserves - Miscellaneous expenditure written off.
2. Reserves means all reserves created out of profits and available for distribution of dividend and securities premium account but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
3. The pre scheme figures stated above have been arrived at based on figures extracted from the audited financial statements of the Company as on 31<sup>st</sup> March 2025.
4. The post scheme figures stated above have been arrived after adjusting the negative Retained Earnings against the credit balance in the Securities Premium Account.

16. The Ld. Counsel for Applicant Company has placed on record the copies of the audited financial statements for the year ending 31.03.2025, along with the copies of Unaudited Standalone Financial Results for the quarter ending on 31.06.2025 for the Applicant Company.

17. The Applicant Company has placed on record –

- a) Details of Corporate Guarantee, Performance Guarantee given and taken by the Applicant Company and Other Contingent Liabilities as on 15.09.2025.
- b) List of litigations pending against the Applicant Company as on 15.09.2025.

18. The Applicant Company is directed to serve notice along with a copy of the Scheme under the provisions of Section 230 (5) of the Act, and Rule 8 of the CCCAA Rules, upon the:

- i. The Central Government, through the office of the Regional Director (Western Region) Mumbai; (Email: [rdwest@mca.gov.in](mailto:rdwest@mca.gov.in));
- ii. Jurisdictional Registrar of Companies, Mumbai;
- iii. Jurisdictional Income-tax Authorities within whose jurisdiction the respective Applicant Company's assessments are made and also the concerned Nodal Authority in the Income Tax Department having jurisdiction over such authority (E-mail: [Mumbai.pccit@incometax.gov.in](mailto:Mumbai.pccit@incometax.gov.in));
- iv. Jurisdictional Goods and Service Tax (GST) Authorities within whose jurisdiction the Applicant Company is assessed to tax under GST law;
- v. Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE) along with Securities Exchange Board of India (SEBI)
- vi. Any other Sectoral/ Regulatory Authorities relevant to the Applicant Company or their business (if applicable);

19. The above-mentioned authorities may submit their representations in relation to the Scheme, if any, to this Tribunal within 30 (thirty) days from the date of receipt of the said notice, with a copy thereof to the Applicant Company. The Notice shall be served through Registered Post-AD, Speed Post, or Hand Delivery, and by email, along with a copy of the Scheme. The Bench directs the Applicant Company to file an affidavit of service with the Registry proving the dispatch of notices to the Regulatory Authorities within 10 working days.

20. The Notice shall state that *"If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice, it will be presumed that the concerned authorities have no objection to the proposed Scheme"*. It is clarified that notice served through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the notice.



21. The Bench also directs that the Applicant Company shall host notices along with a copy of the Scheme on their respective websites, if any.

22. The Applicant Company shall comply with the above directions and timeline prescribed under Rule 15 of the CAA Rules and file affidavits of service in the Registry to report to this Tribunal that the directions contained above in relation to service of notices upon the statutory authorities have been duly complied with.

23. Accordingly, **C.A.(CAA)/260(MB-IV)/2025** is **allowed** and disposed of in terms of the above.

24. Ordered accordingly.

**Sd/-**

**ANIL RAJ CHELLAN**  
**MEMBER (TECHNICAL)**

/JJ/

**Sd/-**

**K. R. SAJI KUMAR**  
**MEMBER (JUDICIAL)**



**REPORT OF THE AUDIT COMMITTEE OF CONCORD ENVIRO SYSTEMS LIMITED (“COMPANY”) AT ITS MEETING HELD ON 8<sup>TH</sup> AUGUST 2025, RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN THE COMPANY AND ITS SHAREHOLDERS UNDER SECTION 230 READ WITH SECTION 52 AND SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

**Present:**

S. No.	Name of Committee Members	Designation
1.	Ms. Kamal Shanbhag	Independent Director (Chairperson of the Committee)
2.	Mr. Prerak Goel	Executive Director
3.	Mr. Shiraz Bugwadia	Independent Director
4.	Mr. Prakash Shah	Independent Director

**1. Background**

- 1.1.** A meeting of the Audit Committee of Concord Enviro Systems Limited (“**Company**”) was held on 8<sup>th</sup> August, 2025, to, *inter alia*, consider and if thought fit, recommend to the Board of Directors of the Company (“**Board**”), the draft Scheme of Arrangement between Concord Enviro Systems Limited and its shareholders (“**Draft Scheme**”), pursuant to the provisions of Section 230 read with section 52 and section 66 and other applicable provisions of the Companies Act, 2013 (“**Act**”) and the rules made thereunder.
- 1.2.** The Company was incorporated on 1<sup>st</sup> July, 1999 under the provisions of the Companies Act, 1956, with Corporate Identification Number L45209MH1999PLC120599 and having its registered office situated at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai City, Mumbai, Maharashtra, India, 400051. It is engaged in the business of manufacturing and trading of components of water treatment plants and providing technical consultancy and design services. The equity shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited.
- 1.3.** This report of the Audit Committee is made to comply with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“**Listing Regulations**”) read with relevant circulars and as amended

from time to time.

- 1.4. The following documents were placed before the Audit Committee:
  - a. Draft Scheme
  - b. The draft auditor's certificate(s) to be issued by the statutory auditors of the Company, Deloitte Haskins & Sells LLP, certifying that the accounting treatment mentioned in the draft Scheme is in compliance with the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and generally accepted accounting, principles;

## 2. Observations of Audit Committee on the Scheme

### 2.1. Need for the Arrangement and Rationale of the Scheme

The Scheme provides for financial restructuring of the Company wherein the negative balance of Retained Earnings of the Company would be adjusted against the credit balance in the Securities Premium Account of the Company under the provisions of Section 230 read with section 52 and section 66 and other applicable provisions of the Companies Act, 2013.

The Audit Committee of the Company noted the rationale and the benefits of the Scheme which, inter-alia, are as follows:

1. The Company currently has a negative balance under the head "Retained Earnings". Despite reporting profits during the previous years, the negative Retained Earnings are weighing down the financial statements of the Company and are not reflective of its true current financial positions.
2. As a strategic move, the Company proposed to undertake financial restructuring through a Scheme of Arrangement to set-off the negative balance in the Retained Earnings against the credit balance in the Securities Premium Account. The set-off of the credit balance in the Securities Premium Account would not have any impact on the shareholding pattern and the capital structure of the Company.
3. The above set-off could potentially reap strategic benefits including but not limited to the following:
  - a. the financial statements of the Company would reflect its true and fair financial health and achieve right sizing of the balance sheet;
  - b. help in resizing the reserves of the Company and thereby denoting a positive reserve representing its true and fair financial position which is commensurate with its business and assets;
  - c. Enable the Company to use the amount which is lying unutilized in the credit balance in the Securities Premium Account of the Company in an effective manner for the benefit of the Company;

- d. Help in exploring the opportunities for the benefit of the shareholders of the Company including but not restricted to dividend payment as per applicable provisions of the Act and rules made thereunder;
  - e. The Scheme does not involve any financial outlay/outgo and therefore, would not affect the ability or liquidity of the Company to meet its obligations/commitments in the normal course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company;
4. The Scheme would be in the best interest of the shareholders and other stakeholders of the Company.

**2.2. Synergies of business of the entities involved in the Scheme**

The present Scheme does not involve any merger/ demerger/ re-organization of the business of the Company with any other company.

**2.3. Cost-Benefit Analysis of the Scheme**

Although the proposed Scheme would lead to incurring of some costs towards its implementation, however, the benefits of the Scheme over a longer period would far outweigh such costs for the stakeholders of the Company

**2.4. Impact of the Scheme on the Shareholders**

- a. There is no outflow of / pay out of funds from the Company and hence, the interest of the shareholders is not adversely affected. For the removal of doubt, it is expressly recorded and clarified that the proposed Scheme shall not in any manner involve distribution of reserves and shall be in accordance with the accounting standards prescribed under provisions of Section 133 of the Act.
- b. The adjustment of the negative balance of Retained Earnings against the credit balance in the Securities Premium Account of the Company would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.
- c. This proposed Scheme is an “arrangement” between the Company and its shareholders under Section 230 read with section 52 and section 66 of the Act and does not envisage the transfer or vesting of any properties and/or liabilities as contemplated in Sections 230 to 232 and other applicable provisions of the Act. This proposed Scheme does not involve any "conveyance" or "transfer" of any property/liabilities and does not relate to amalgamation or merger or demerger of companies in terms of Sections 230 to 232 of the Act. Accordingly, this proposed Scheme and the order sanctioning this Scheme shall not be deemed to be a conveyance within the meaning of the Maharashtra Stamp Act, 1958, and therefore no stamp duty shall be payable on the Scheme and / or the

order sanctioning this Scheme.

- d. The proposed Scheme is expected to be beneficial to the Company and its shareholders and all other stakeholders.

**2.5. No requirement of obtaining valuation report or fairness opinion**

The Scheme provides for financial restructuring of the Company wherein the negative balance of Retained Earning of the Company would be adjusted against the credit balance in the Securities Premium Account of the Company. Pursuant to the Scheme no consideration, in form of cash, shares or otherwise, is proposed to be paid by the Company. Accordingly, there is no requirement to obtain a valuation report from a registered valuer, in connection with shares, assets or business of the Company. Since, valuation report is not required for the present Scheme, there is also no requirement to obtain any fairness opinion from a merchant banker.

**3. Recommendations of the Audit Committee**

The Audit Committee inter alia having noted the rationale, benefits and the impact of the Scheme on shareholders and others concerned and in particular the fact that the Scheme is not detrimental to the interests of shareholders of the Company and in consideration of the documents placed before it, approves and recommends the Scheme to the Board of Directors of the Company for its consideration and approval.

By Order of the Audit Committee of Directors of  
**Concord Enviro Systems Limited**



**Ms. Kamal Shanbhag**  
**Chairperson**  
**(Independent Director)**  
**DIN: 09578441**

Date:

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS (“BOARD”) OF CONCORD ENVIRO SYSTEMS LIMITED (“COMPANY”) HELD ON 8<sup>TH</sup> AUGUST 2025 AT 05:00 P.M. IST 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 20<sup>th</sup> 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.

**RESOLVED FURTHER THAT** approval of the Board be and is hereby granted for the Appointed Date for the Scheme to be 1<sup>st</sup> April, 2025 or such other date as may be fixed or approved by the Hon'ble National Company Law Tribunal or such other competent authority/ Appropriate Authority.

**RESOLVED FURTHER THAT** the following reports as placed before the Board, be and is hereby accepted and taken on record:

- 1) Report of the Committee of the Independent Directors recommending the Scheme;
- 2) Report of the Audit Committee recommending the Scheme;
- 3) Draft certificate to be issued by the Statutory Auditor of the Company confirming that the Scheme is in compliance with the Applicable Accounting Standards, as specified by the Central Government under Section 133 of the Companies Act, 2013.

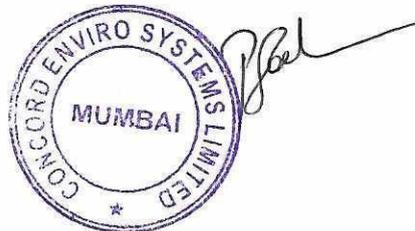
**RESOLVED FURTHER THAT** a Committee to be called as the "Scheme Implementation Committee" be and is hereby constituted with the following members of the Board:

1. Mr. Prayas Goel, Executive Director
2. Mr. Prerak Goel, Executive Director

**RESOLVED FURTHER THAT** the Scheme Implementation Committee, for the purpose of giving effect to this resolution, be and are hereby authorized to 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) make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;
- (b) to approve any acts, deeds, matters and things, as they may, which needs approval of the Board of Directors in connection with and for the purpose of giving effect to the Scheme, including the taking on record the NCLT order and such other acts, deeds, matters and things, as it may think fit.

**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 the Company;
- (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 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 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 other applicable laws;



*[Handwritten signature]*

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- (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 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;



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- (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

**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**



**CERTIFIED TRUE COPY**

Date: 10<sup>th</sup> October 2025

Place: Mumbai

To,  
The Board of Directors,  
Concord Enviro Systems Limited  
101, HDIL Towers,  
Anant Kanekar Marg,  
Bandra (E), Mumbai – 400051, India

**Independent Auditor's Certificate certifying the proposed accounting treatment contained in the Scheme of Arrangement between Concord Enviro Systems Limited and its shareholders pursuant to the provisions of Section 230 read with Section 52 and Section 66 of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act and rules framed thereunder.**

1. This Certificate is issued in accordance with the terms of our engagement letter dated September 22, 2025.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration No. 117366W/W-100018), the Statutory Auditors of **Concord Enviro Systems Limited** ("the Company"), have been requested to examine the proposed accounting treatment specified in Clause 6 Part II of the Scheme of Arrangement (hereinafter referred as "the Scheme") between Concord Enviro Systems Limited and its shareholders and reproduced under "**Annexure A**" in terms of the provisions of Section 230 read with section 52 and section 66 of the Act and rules made thereunder, with reference to its compliance with the applicable Indian Accounting Standards notified under section 133 of the Act, read with the rules made thereunder and other generally accepted accounting principles in India.
3. We have been informed that this certificate will be submitted to the National Company Law Tribunal ("**NCLT**") and any other regulatory authority (if required) in connection with the Scheme for adjustment of negative balance of retained earning against the credit balance in securities premium of the Company in accordance with Section 230 read with Section 52 and Section 66 and other applicable provisions of the Act and rules made thereunder as approved by the Board of Directors of the Company at its meeting held on August 8, 2025. Extracts of the proposed accounting treatment specified in Clause 6 of the Scheme, is reproduced in "**Annexure A**" to this Certificate, which have been stamped and initialled by us for the purpose of identification only.

### Management's Responsibility

4. The Board of Directors of the Company is responsible to ensure that the Scheme is in compliance with the necessary sections of the Act, the Rules thereunder, including the compliance of the proposed accounting treatment specified therein with the applicable Indian Accounting Standards notified under section 133 of the Act read with the rules made thereunder and other Generally Accepted Accounting Principles in India. This responsibility includes the design, implementation and maintenance of adequate internal controls relevant to preparation of the aforesaid Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

### Auditor's Responsibility

5. Our responsibility, for the purpose of this Certificate, is only limited to examine and report whether the proposed accounting treatment specified in Clause 6 Part II of the Scheme, complies with the applicable Indian Accounting Standards notified under section 133 of the Act, read with the Rules made there under and other Generally Accepted Accounting Principles in India. Our scope of work did not involve us performing any audit tests in the context of our examination and we have not performed an audit, the objective of which would be to express an opinion on the specified elements, amounts, accounts or items thereof, for the purpose of this report.



6. We have audited the financial statements of the Company for the year ended March 31, 2025 on which we issued an unmodified audit opinion vide our report dated May 24, 2025. Our audit of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
7. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are the subject matters of this Certificate, will extend to any duty of care that we may have in our capacity as the statutory auditors of any financial statements of the Company. Further, our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Scheme.
8. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note"), issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under section 143(10) of the Act, in so far as applicable for the purpose of this Certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audit and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

10. Based on our examination and according to the information, explanations and representations given to us, upon approval of the Scheme by the NCLT, the proposed accounting treatment specified in the Clause 6 Part II of the Scheme as reproduced in "**Annexure A**", will be in compliance with the applicable Indian Accounting Standards notified under section 133 of the Act, read with the rules made thereunder, and other generally accepted accounting principles in India, as applicable.

**Restriction on Use**

11. This Certificate is issued at the request of the management of the Company, for onward submission by the Company to the NCLT and any other regulatory authority (if required). This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

NILESH  
VASANTLAL SHAH

Digitally signed by NILESH  
VASANTLAL SHAH  
Date: 2025.10.03 20:04:01  
+05'30'



Nilesh Shah  
(Partner)  
(Membership No. 049660)  
UDIN:25049660BMOCES5287

Place: Mumbai  
Date: October 3, 2025

**ANNEXURE A**

**EXTRACT FROM THE SCHEME OF ARRANGEMENT BETWEEN CONCORD ENVIRO SYSTEMS LIMITED ("COMPANY") AND ITS SHAREHOLDERS PURSUANT TO THE PROVISIONS OF SECTION 230 READ WITH SECTION 52 AND SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("THE ACT") APPROVED BY THE BOARD OF DIRECTORS OF THE COMPANY ON AUGUST 8, 2025**

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**6. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANY**

6.1. *Notwithstanding anything contained in the Scheme, the Company shall account for the financial restructuring in accordance with Ind AS notified under Section 133 of the Act, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, and other accounting principles generally accepted in India. The negative balance of Retained Earnings as on the Appointed Date shall be adjusted against the credit balance in the Securities Premium Account of the Company.*

6.2. *This adjustment shall be deemed to constitute a reduction of share capital as contemplated under Section 52(1) and Section 66 of the Act, and the NCLT's approval of this Scheme shall serve as confirmation of such capital reduction under Section 66 of the Act.*

For and on behalf of

**Concord Enviro Systems Limited**

PRAYA Digitally signed  
by PRAYAS GOEL  
Date: 2025.10.03  
18:31:54 +05'30'  
S GOEL

Name: Prayas Goel

Designation: Chairman & Managing Director

Place: Mumbai

Date: October 3, 2025

