



BRAND CONCEPTS LIMITED
CIN – L51909MP2007PLC066484
140/2/2, Musakhedi Square, Ring Road, Indore 452001 (M.P) INDIA
Phone: 91-731-4223000, Fax- 4221222/444
Email: info@brandconcepts.in

December 11, 2023

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051

Scrip Code: 543442

Symbol: BCONCEPTS

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation (Scheme) of IFF Overseas Private Limited (“Transferor Company”) with Brand Concepts Limited (“Transferee Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments or amendments thereof) and rules made thereunder

Dear Sir/Madam,

In reference to our application submitted with regards to Scheme of Arrangement under Regulation 37, we hereby submit the No Objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/ debenture trustees

Details of borrowings

	Amt in Cr.
Lending Scheduled Commercial Bank/Financial Institution	Borrowing Amount
HDFC Bank	12.00
Axis Bank	28.48
Total	40.48

We hope you will find the above in order.

Thanking you,

Yours faithfully,

For Brand Concepts Limited


Swati Gupta
Company Secretary & Compliance Officer

Place: Indore

To,
The Board of Directors,
Brand Concepts Limited
140/2/2, Musakhedi Square,
Ring Road, Indore – 452001

Sub: No Objection Certificate (NOC)

**Ref: Scheme of Amalgamation of IFF Overseas Private Limited (Transferor Company)
with Brand Concepts Limited (Transferee Company) and their respective
Shareholders and Creditors**

Dear Sir,

This letter is in reference to the Scheme of Amalgamation as mentioned above provided to us to obtain NOC as required under Para A (2) (k) of Part I of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable rules/regulations/circulars.

Hdfc Bank Limited, the lending commercial bank, being Secured Creditor as on date of Rs 12,00,00,000 (Twelve Crore Only) aggregating to 29.64% in value of total bank exposure of Rs 40,48,00,000 (Fourty Crore Fourty Eighty Lacs Only) of Transfree Company (Brand Concept Limited) extend the consent and confirm that the Bank does not have any objection in the said Scheme of Amalgamation and the Company can proceed further with this Scheme.

For HDFC BANK LTD


Signature:
Name: Vikash Patel
Designation: Relationship Manager
Date: 30/11/2023

To,
The Board of Directors,
Brand Concepts Limited
140/2/2, Musakhedi Square,
Ring Road, Indore – 452001

Sub: No Objection Certificate (NOC)

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Axis Bank Limited (Bank), the lending commercial bank, being Secured Creditor as on date of Rs. 28,48,00,000.00 (Rupees Twenty Eight Crore Fourty Eight Lacs only) aggregating to 70.35% in value of total banking exposur  Rs. 40,48,00,000.00 (Rupees Fourty Crore Fourty Eight Crore Only) of Transfree company (Brand Concepts Limited) extend the consent and confirm that the Bank does not have any objection in the said Scheme of Amalgamation and the Company can proceed further with this Scheme.

The above consent is subject to the condition that your Liabilities and dues towards the Bank shall not in any way be affected by the above said amalgamation and that all the terms and conditions of the credit facilities shall remain unchanged.

For Axis Bank Limited




Signature:

Name: Shubhang Mishra

Designation: Senior Manager, (EC-376831)

Date: 06.12.2023