



# Vatsalya Sharma & Company

## Practicing Company Secretary

207, Silver Arc Plaza, Zanjirwala Square, Indore, 452001

9977506353

Vatsalyasharma.13@gmail.com

July 06, 2023

The Chief General Manager  
Listing Operation  
BSE Limited  
P. J. Towers, Dalal Street  
Mumbai - 400 001

Scrip Code: 543442

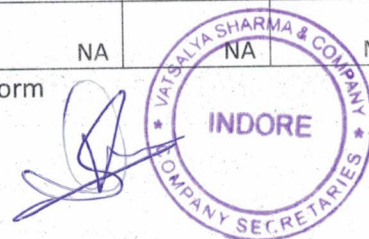
**Sub: Application for "In-principle approval" prior to issue and allotment of 5,00,000 (Five Lakhs) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) to be issued on preferential basis by Brand Concepts Limited under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

We, Vatsalya Sharma & Company (Practicing Company Secretary), have verified the relevant records and documents of Brand Concepts Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. ~~Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.~~
- Augmenta Value Trust Fund and Sugandhi Jatinder Agarwal do not does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- The pre-preferential shareholding of each of proposed allottee has been locked in accordance with Regulation 167 (6) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from June 13, 2023 (Relevant Date) till June 13, 2023 (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details**		Pledged with	Pledge end date
			From	To		
Surendra Kumar Jain	12032300-02503749	52559	14/06/2023	31/12/2023	NA	NA
Vineet Kaul	IN300476-43154092	4338	15/06/2023	31/12/2023	NA	NA
Augmenta Value Trust Fund	IN303719-11143435	Nil	NA	NA	NA	NA
Sugandhi Jatinder Agarwal	IN30021459867221	Nil	NA	NA	NA	NA

(\* ) client id/ folio no in case allottee hold the securities in physical form





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\*\*The Company has created the lock-in of entire pre-preferential allotment shareholding of the Proposed Allottees. Further, the Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date, during the period from Relevant Date till the date of Board Meeting and have also undertaken not to sell any equity shares of the Company till the lock-in is created. Further, the Proposed Allottees who do not hold any Equity Shares in the Company as on the Relevant Date have undertaken that they will not deal in the Equity Shares of the Company till the allotment of Subscription Shares is completed.

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018. – **Not Applicable**
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 23, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.
- g) ~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. \_\_\_\_\_ is more than 5% of the post issue fully diluted share capital of the issuer.~~

OR

The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e., 4.51% (5,00,000 equity shares proposed to be allotted. Post issue capital after consideration of allotment of aforesaid equity shares will be Rs. 11,08,28,000/- divided into 1,10,82,800 equity shares of face value of Rs 10/- each) is less than 5% of the post issue fully diluted share capital of the issuer.

**For Vatsalya Sharma & Company.**

**Practicing Company Secretary**

CS Vatsalya Sharma

Mem No: 48100

C.O.P No: 19574

UDIN: A048100E000561217

