



BRAND CONCEPTS LIMITED

Regd. Office: Lotus Star, Plot No. D-5, Road No. 20, Marol MIDC,
Andheri East Mumbai – 400093 (MH)

CIN: L51909MH2007PLC174702

E-mail: swati.gupta@brandconcepts.in; **Website:** www.brandconcepts.in

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (“Meeting”) of the shareholders (“Members”) of Brand Concepts Limited (“Company”) will be held on **Thursday, 13th July, 2023 at 11:00 a.m.** (Indian Standard Time) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), to transact the following special business:

SPECIAL BUSINESS

- 1. ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING RS. 15,46,05,000 (Fifteen Crore, Fourty Six Lacs and Five Thousand Only).**

To consider and, if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (**“Stock Exchanges”**) on which the equity shares having face value of Rs. 10/- each of the Company (**“Equity Shares”**) are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, if applicable, , the Reserve Bank of India, , regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India, Government of India, Stock Exchanges and / or any other competent authorities (herein referred to as **“Applicable Regulatory Authorities”**), as applicable, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, in accordance with **Chapter V** of the SEBI ICDR Regulations and on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) in its absolute discretion, may think fit and without requiring any further approval or consent from the Members in the manner provided hereunder, the consent of the shareholders of the Company (**“Members”**) be and is hereby accorded to the Board to create, offer, issue and allot at such time or times as the Board may in its absolute

discretion thinks fit, upto 5,00,000 (Five Lakhs) equity shares of face value ₹ 10/- (Indian Rupees Ten) each (“**Equity Shares**”) at an issue price of Rs. 309.21/- (Rupees Three Hundred and Nine and Twenty One paise) per equity share as determined on the Relevant Date in accordance with the provisions of Chapter V of the SEBI ICDR Regulations aggregating to Rs. 15,46,05,000 for cash consideration by way of preferential allotment to persons/entities who are not forming part of the Promoter and Promoter group of the Company (hereinafter referred to as the “**Proposed Allottees**”):

Sr. No.	Name of the proposed allottees	No. of Equity warrants to be allotted
1	Surendra Kumar Jain	1,00,000
2	Vineet Kaul	1,00,000
3	Augmenta Value Trust Fund	1,50,000
4	Sugandhi Jatinder Agarwal	1,50,000
	Total	5,00,000

“**RESOLVED FURTHER THAT** the Equity Shares of the Company being created, offered, issued and allotted to the Proposed Allottees by way of Preferential Issue on a private placement basis shall, inter-alia, be subject to the following:

- a) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration only and the consideration for the Preferential Issue shall be fully payable on or before the date of the allotment of the Equity Shares;
- b) Monies received by the Company from the Proposed Allottees for subscription of the Equity Shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, the SEBI Listing Regulations and such objects as specified in the explanatory statement to the Notice of the Extra-Ordinary General Meeting given to the Members;
- c) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within a period of 15 (Fifteen) days from the date of the resolution passed by the Members of the Company, provided that if any approval or permission for allotment is pending by any regulatory authority/ Stock Exchanges/ the Government of India, the period of 15 (Fifteen) days shall be counted from the last date of receipt of such approval or permission;
- d) The Equity Shares to be offered, issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;
- e) The “Relevant Date” for the Preferential Issue, for determination of the price for the issue of Equity Shares as per the SEBI ICDR Regulations, is 13th June, 2023, being 30 (Thirty) days prior to the date of the Extra-Ordinary General Meeting for approving this Preferential Issue scheduled to be held on 13th July, 2023;
- f) The Equity Shares to be created, offered, issued and allotted to the Proposed Allottees shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations; and
- g) The Equity Shares so offered, issued and allotted to the Proposed Allottees will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees and to make an offer to the Proposed Allottees through Private Placement Offer Letter cum application letter in such form as may be prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Allotment, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Allotment, apply to Stock Exchanges for obtaining of listing and trading approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.”

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Chartered Accountant certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Issue and settle any questions or difficulties that may arise in regard to the Preferential Issue.”

Dated: 19th June, 2023

Place: Indore

By order of the Board of Directors

Sd/-

Swati Gupta

**Company Secretary & Compliance Officer
(ACS: 33016)**

Registered Office

Lotus Star, Plot No. D-5, Road No. 20,

Marol MIDC, Andheri East,

Mumbai – 400093 (MH)

CIN: L51909MH2007PLC174702

Website: www.brandconcepts.in

Email: swati.gupta@brandconcepts.in

NOTES:

Important dates for members

EXTRA-ORDINARY GENERAL MEETING: Extra-Ordinary General Meeting will be held on Thursday, 13th July, 2023 at 11.00 a.m. through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) to transact the following special business.

CUT OFF DATE: Cut Off Date will be Thursday 6th July, 2023 to determine the Members entitled to undertake voting electronically on the business and resolution set forth in this Notice by remote e-Voting and also by voting at the meeting venue.

REMOTE ELECTRONIC VOTING PERIOD will be from 9.00 a.m. on Monday, 10th July, 2023 to 5.00 p.m. on Wednesday, 12th July, 2023 both days inclusive. Remote e-Voting will be blocked after 5.00 p.m. on 12th July, 2023.

1. In accordance to guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No 22/2020 dated June 15th 2020, General Circular No. 10/ 2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May 2022 and General Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”), Government of India (“MCA Circulars”) and the circulars issued by Securities Exchange Board of India (“SEBI”) in this regard, (collectively referred to as “relevant Circulars”) this EOGM is being held through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.brandconcepts.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com & BSE Limited at www.bseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e., www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

(i) The voting period begins on Monday, 10th July, 2023 and ends on Wednesday, 12th July, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 6th July, 2023; may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast

their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly . 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800224430
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Brand Concepts Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; swati.gupta@brandconcepts.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be

considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED 16TH JUNE, 2023)

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Notice.

In respect of item No.1

Brand Concepts Limited (“The Company”/ “BCL”) shall utilise these funds in growth objective including Capital expenditure in expansion of business areas and activities, investment and other fund requirements in new brands and General Corporate Purpose including long term working capital. It was therefore thought expedient to raise the funds through issue of equity shares to person/entity who does not form part of Promoters / Promoter Group of the Company on Preferential basis.

The Board of Directors have therefore considered and approved the Proposal of raising funds through issue of equity shares on preferential basis to the non-Promoter in its meeting held on 16th June, 2023, subject to receipt of necessary approvals from the shareholders and Stock Exchanges on which the equity shares of the Company are listed to the following proposed allottees:

Sr. No.	Name of the proposed allottees	No. of Equity warrants to be allotted
1	Surendra Kumar Jain	1,00,000
2	Vineet Kaul	1,00,000
3	Augmenta Value Trust Fund	1,50,000
4	Sugandhi Jatinder Agarwal	1,50,000
	Total	5,00,000

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act are set out below:

(a) Manner of issue of shares:

The 5,00,000 Equity Shares shall be issued and allotted to the Proposed Allottees not forming part of Promoter/Promoter Group of the Company by way of preferential issue on a private placement basis, for cash consideration at the allotment price of Rs. 309.21 per Equity Share.

(b) Object(s) of the Preferential Issue:

The company shall utilize at least 70% of the proceeds of the preferential issue (after meeting the expense related to this preferential issue) towards growth objective including capital expenditure in expansion of business areas and activities and remaining 30% of the proceeds of the issue towards investment and other fund requirement in new brands and other general corporate purpose, including long term working capital prior to the end of the financial year 2026. Further, if the capital expenditure requirement of the Company is met with at a lower cost, the remaining amount apportioned for capital expenditure, after meeting the entire requirement, will

be utilized towards other general corporate purpose, including long term working capital.

The funds will be kept as Deposits/Investments with banks or in liquid / debt Mutual Funds schemes till the issue proceeds are fully utilized.

Appointment of monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable as the Issue Size is less than 100 crores.

(c) Maximum Number of Equity Shares to be offered:

The Company proposes to offer, issue and allot in aggregate of up to 5,00,000 Equity Shares, in the manner approved by the Board.

(d) Amount which BCL intends to raise by way of such securities / size of the issue:

The total consideration for issue and allotment of 5,00,000 Equity Shares is Rs. 15,46,05,000 (Rupees Fifteen Crores Forty-Six Lakhs Five Thousand only) at the allotment price of Rs. 309.21 per Equity Share.

(e) Issue Price and Relevant Date:

The Equity Shares in the Preferential Issue shall be allotted at a price of Rs. 309.21 (Rupees Three hundred and nine and twenty-one paise Only) per Equity Share including a premium of Rs. 299.21 (Rupees Two Hundred and Ninety-Nine and Twenty-One paise Only) per Equity Share, determined in accordance with the relevant provisions of Chapter V of the SEBI ICDR Regulations considering the Relevant Date as 13th June, 2023 i.e., being the date 30 days prior to the date of the Extra-Ordinary General Meeting for approving this Preferential Issue scheduled to be held on 13th July, 2023 (“Relevant Date”).

(f) Basis on which price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchanges, i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and are frequently traded in accordance with the SEBI ICDR Regulations. NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date i.e., 13th June, 2023, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of Chapter V of the SEBI ICDR Regulations, the issue price for the Preferential Issue is Rs. 309.21 per Equity Share, being equivalent to the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

The certificate from M/s Anita Choudhari & Co., Chartered Accountant, having there office at D-715, Bhairav Residency, Kanakia Road, Mira Road (East), Thane 401107 certifying the computation of price in accordance with Chapter V of SEBI ICDR Regulations is available on the Company’s website at link: www.brandconcepts.in

(g) Intention of Promoters / Directors / Key Managerial Personnel/ Senior Management of the Company to subscribe to the Preferential Issue:

None of the Promoters, Directors or Key Managerial Personnel or Senior Management Personnel or their relatives intend to subscribe to the Preferential Issue.

(h) The name of the Proposed Allottees and the percentage of shareholding post allotment:

Sr. No.	Name of the Proposed Allottees	% shareholding post allotment
A)	Category: Non-Promoter - Individual	

1.	Surendra Kumar Jain	1.38%
2.	Vineet Kaul	0.94%
3.	Sugandhi Jatinder Agarwal	1.35%
B)	Category: Non-Promoter - Trust	
1.	Augmenta Value Trust Fund	1.35%

(i) **Proposed time within which the Preferential Issue shall be completed:**

The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing of this resolution or where the approval of any statutory or regulatory authority is pending or required, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

(j) **Shareholding pattern of the Company before and after the Preferential Issue:**

Sr. No.	Particulars	Pre-Preferential Issue Shareholding (as of 16th June 2023)		Post-Preferential Issue Shareholding (after allotment of equity shares)	
		No. of Equity Shares	%	No. of Equity Shares	%
A	Promoter/ Promoter Group Holding's				
	Individual	57,28,000	54.13	57,28,000	51.68
	Sub Total Promoter/ Promoter Group (A)	57,28,000	54.13	57,28,000	51.68
B	Non-Promoters Holding				
	Mutual Funds	0	0.00	0	0.00
	Alternate Investment Funds	0	0.00	0	0.00
	Foreign Portfolio Investors/ Foreign Institutional Investors	0	0.00	0	0.00
	Financial Institutions/ Banks/ QIB	0	0.00	0	0.00
2.	Government of India	0	0.00	0	0.00
3.	Non-Institution:				
	Directors and Relatives	5,000	0.05	5,000	0.05
	Indian Public	34,25,890	32.37	37,75,890	34.07
	Non-Resident Indians (NRIs)	75,155	0.71	75,155	0.68
	Bodies Corporate	11,80,459	11.15	11,80,459	10.65
	Trusts	1	0.00	1,50,001	1.35
	Firm	11,226	0.11	11,226	0.10
	Hindu Undivided Families	1,47,738	1.40	1,47,738	1.33
	Clearing Members	9,331	0.09	9,331	0.08
	Sub Total (B)	48,54,800	45.87	53,54,800	48.32
	Grand Total (A+ B)	1,05,82,800	100.00	1,10,82,800	100.00

(k) **Lock-in Requirements:**

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

(l) **Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Name of Proposed Allottee	Category	Name of the natural persons, who are the ultimate beneficial owners	Pre Preferential holding		Post Preferential holding	
			No. of shares	%age	No. of shares	%age
A) Category: Non-Promoter - Individual						
Surendra Kumar Jain	Public	NA	52559	0.50%	152559	1.38%
Vineet Kaul	Public	NA	4338	0.04%	104338	0.94%
Sugandhi Jatinder Agarwal	Public	NA	Nil	-	1,50,000	1.35%
B) Category: Non-Promoter - Trust						
Augmenta Value Trust Fund	Public	Preeti Bora and Amicorp Trustees (India) Private Limited	Nil	-	1,50,000	1.35%

(m) Certificate from Practising Chartered Accountant:

A certificate from M/s Anita Choudhari & Co., Practicing Chartered Accountant, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the Meeting and will also be made available on the Company's website and will be accessible at link: www.brandconcepts.in

(n) Change in control, if any, in the Company that would occur consequent to the proposed issue:

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees. The proposed allottees does not form part of promoter/promoter group of the Company and will continue to be a part of public category post the preferential issue.

(o) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil.

(p) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the non-Promoter category of the Company.

(q) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as the Preferential Issue will be undertaken for cash consideration.

(r) Disclosure with regard to the outstanding dues to SEBI, Stock Exchange and Depositories:

Brand Concepts Limited do not have any outstanding dues to SEBI, Stock Exchange (on which its Equity Shares are listed) and Depositories.

(s) Undertakings:

- i. The Proposed Allottees have confirmed that they have not sold any equity shares of during the 90 trading days period prior to the Relevant Date.

- ii. BCL is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- iii. Neither BCL nor any of its directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- iv. Neither the Company nor its Promoter or Directors is a wilful defaulter or fraudulent borrower;
- v. None of the Company's Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- vi. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) governing re-computation of the price of shares, shall not be applicable;
- vii. The Board of Directors of BCL hereby undertakes and confirm that since the equity shares of BCL have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per Subscription Share to be issued. Therefore, BCL is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the SEBI ICDR Regulations.

None of the Promoters, Directors or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on private placement basis. The Board accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for approval of the Members.

Dated: 19th June, 2023
Place: Indore

By order of the Board of Directors

Sd/-
Swati Gupta
Company Secretary & Compliance Officer
(ACS: 33016)

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