



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 POSTAL BALLOT

[pursuant to Section 108 and section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

**To
The Members of the
Brand Concepts Limited
Mumbai**

Notice is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), as amended and in accordance with the circulars prescribed by the Ministry of Corporate Affairs (**"MCA"**) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and General circular No. 11/2022 dated 28-12-2022 (**"MCA Circulars"**), for seeking approval of the Members of Brand Concepts Limited (**"the Company"**) to transact the businesses as set out hereunder by passing special Resolutions by way of Postal Ballot only through remote voting by electronic means (**"remote e-voting"**).

Pursuant to Section 102 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**"Notice"**) for your consideration and forms part of this Notice.

On account of the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its members' who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Further, as per the MCA circulars, physical copy of the

Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The instructions for remote e-voting are appended to this Notice.

As per the rules read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English National Daily Newspaper circulating widely (in English Language) and one Regional daily Newspaper circulating in Mumbai (in Vernacular language, i.e. Marathi).

The Company has appointed Ms. Manju Mundra (COP-3454), Proprietor of Manju Mundra & Co., Practicing Company Secretary, Indore to act as Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-Voting facility only, provided by the Company, not later than 5:00 PM (IST) on Saturday, 11th February, 2023. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Scrutinizer will submit her report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots and e-voting on or before 5.00 p.m. on or before Monday, 13th February, 2023. The said results will be intimated to National Stock Exchange of India Limited ("NSE") and BSE Limited, where the Company's Shares are listed, and displayed on the website of the Company i.e. website: www.brandconcepts.in.

The Notice is available on the website of the Company i.e. www.brandconcepts.in, the National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com, where the shares of the Company are listed and on the CDSL website at www.evotingindia.com.

SPECIAL BUSINESS:

RESOLUTION 1:

Re-appointment of Mr. Prateek Maheshwari (DIN: 00039340) as a Managing Directors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the Act), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as

amended from time to time, the Company hereby approves the re-appointment and terms of remuneration of Mr. Prateek Maheshwari (**DIN: 00039340**) as the Managing Director of the Company for a further period of five years with effect from December 09th 2022 to December 08th 2027, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice for Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the term of his appointment) with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed to between the Board of Directors and Mr. Prateek Maheshwari.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

RESOLUTION 2:

Re-appointment of Mr. Abhinav Kumar (DIN: 06687880) as the Chief Financial Officer and the Executive Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the Act), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as amended from time to time, the Company hereby approves the re-appointment and terms of remuneration of Mr. Abhinav Kumar (**DIN: 06687880**) as the Chief Financial Officer and Executive Director of the Company for a further period of five years with effect from December 09th 2022 to December 08th 2027, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice for Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the term of his appointment) with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed to between the Board of Directors and Mr. Abhinav Kumar.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

Dated: 09th January, 2023
Place: Indore

By order of the Board of Directors
For Brand Concepts Limited

Swati Gupta
Company Secretary
(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:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts relating to the proposed resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. On account of the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its members’ who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Further, as per the MCA circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.
3. This Notice is being sent electronically (via e-mail) to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, January 06, 2023 (“Cutoff Date”) and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent (RTA), Big Share Services Private limited, having address at Bharat Tin Works Buildings, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059, India. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date which will only be considered to avail the facility of remote E-voting.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may

not have received this Notice due to non-registration of their e-mail IDs with the Company's (RTA/ Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.

5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at swati.gupta@brandconcepts.in.
6. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facility to its Members. The detailed procedure with respect to e-voting is mentioned hereunder.
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company shall serve notice through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or the RTA. Members who have not registered their email addresses can now register the same by sending scanned copy(ies) of duly signed request letter to RTA at the [email ID: info@bigshareonline.com](mailto:info@bigshareonline.com) Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.

Those Members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA to enable servicing of notices / documents / Annual Reports electronically to their email address.

8. Dispatch of the Notice shall be deemed to be completed on the day on which CDSL sends out the communication for the postal ballot process by e-mail to the members of the Company.
9. The remote e-voting shall **commence on Thursday, 12th January, 2023 at 9.00 A.M. (IST) and end on Monday, 11th February, 2023 at 5.00 P.M. (IST)**. During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
10. The Board of Directors in its meeting held on 09th January, 2023 had appointed Ms. Manju Mundra (CP No. 3454), Proprietor of Manju Mundra & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in

a fair and transparent manner. Ms. Manju Mundra has given her consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority.

11. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and submit her report to the Chairman or any other person authorised by Board who shall countersign the same and declare the result of the voting forthwith, after scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before Monday, 13th February, 2023. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.brandconcepts.in and on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by the Board, and the same shall be communicated to the National Stock Exchange of India Limited ("NSE"), & Bombay Stock Exchange (BSE) where the shares of the Company are listed.
13. The vote in this Postal Ballot cannot be exercised through proxy.

CDSL e-Voting System – For Remote e-voting or postal ballot

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **Thursday 12th January, 2023 at 9.00 A.M. (IST) and end on Saturday, 11th February, 2023 at 5.00 P.M. (IST)**. 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 **Friday, January 06, 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.

- (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 and joining virtual meetings **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	<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. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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

	<p>www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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>
<p>Individual Shareholders holding securities in demat mode with NSDL</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 re-directed 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</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</p>

securities in demat mode) login through their Depository Participants	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.
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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. 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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

(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) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1), ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS "THE ACT"), THE RULES MADE THEREUNDER, AS APPLICABLE, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (HEREINAFTER REFERRED TO AS "LISTING REGULATIONS") AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Item 1

The Board of Directors, at its meeting held on December 08th, 2017 had appointed Mr. Prateek Maheshwari (DIN:00039340) as Managing Director of the Company for a period of five years with effect from 09th December 2017 to 08th December 2022.

Subsequently, at the Shareholder Meeting of the Company held on 09th December 2017, the members had approved the appointment and terms of remuneration of Mr. Prateek Maheshwari as Managing Director of the Company.

The Board, in its meeting held on 09th January 2023, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Prateek Maheshwari as the Managing Director of the company for a further period of five years with effect from December 09th 2022 to December 08th 2027, subject to the approval of the members.

Brief Profile of Mr. Prateek Maheshwari is as follows:

Mr. Prateek Maheshwari has been associated with the company from last 15 years and has contributed a great value in the growth and success of the company with his rich experience in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as Managing Director.

It is therefore proposed to seek Members approval for the re-appointment of and remuneration payable to Mr. Prateek Maheshwari as a Managing Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad Particulars of the terms of the re-appointment of and remuneration payable to Mr. Prateek Maheshwari are as under:

A. Tenure of Appointment

The appointment as Managing Director is for a period of five years with effect from December 09th 2022.

B. Remuneration

- a) Salary Rs 691666 PM with effect from December 09, 2022 and
- b) Perquisites and Allowances:

- i) The Company's contribution to provident fund, superannuation, gratuity payable, retirement benefits and leave encashment as per the rules of the company, shall be in addition to the basic salary mentioned under (a) above, and as per the limits prescribed under the applicable laws of the country.
- ii) The Managing Director shall be entitled to perquisites which includes, HRA, Transport, Medical Allowance, Special Allowance, company car with chauffeur, leave travel concession for self and family including dependents and other benefits/allowances in accordance with the rules of the company from time to time, for the aforesaid benefits.

c) Reimbursement of Expenses:

The Managing Director shall be reimbursed at actuals for all the expenses incurred by him for travelling boarding and lodging including for his spouse and attendants during business trips conducted on behalf of the company. The reimbursement of expenses will not be included in the calculation of remuneration or perquisites of the Managing Director.

d) Bonus:

The Managing Director shall be paid Performance Linked Bonus in each financial year, based on the performance parameters as may determined by the Board of Directors or any of its Committees. The bonuses shall not be considered as part of perquisites under (b) above.

e) Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the tenure of the Managing Director, the company will pay the Remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company.

f) Commission on Profits:

The Managing Director may be paid during financial year commission on profits for that year at a rate as may be determined by the Board of Directors or its committees. Such commission on profits shall be included in the calculation for the aggregate remuneration payable to the Managing Director and the Whole Time Director in a financial year by way of salary, perquisites and allowances, incentives/bonus/performance linked bonus, remuneration based on the net profits, etc. which shall not exceed in the aggregate as defined under section 198 of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof.

Mr. Prateek Maheshwari holds 1101000 Equity shares of the face value of Rs. 10/- each in the company, which amount to 10.40% of the total equity shares of the company.

Except **Prateek Maheshwari** and his relatives, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this notice.

Item 2

The Board of Directors, at its meeting held on December 08th, 2017 had appointed Mr. Abhinav Kumar (DIN:06687880) as CFO & Executive Director of the Company for a period of five years with effect from 09th December 2017 to 08th December 2022.

Subsequently, at the Shareholder Meeting of the Company held on 09th December 2017, the members had approved the appointment and terms of remuneration of Mr. Abhinav Kumar as CFO & Executive Director of the Company.

The Board, in its meeting held on 09th January 2023, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Abhinav Kumar as the CFO & Executive Director of the company for a further period of five years with effect from December 09th 2022 to December 08th 2027, subject to the approval of the members.

Brief Profile of Mr. Abhinav Kumar is as follows:

Mr. Abhinav Kumar has been associated with the company from last 15 years and has contributed a great value in the growth and success of the company with his rich experience in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as CFO & Executive Director.

It is therefore proposed to seek Members approval for the re-appointment of and remuneration payable to Mr. Abhinav Kumar as a CFO & Executive Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad Particulars of the terms of the re-appointment of and remuneration payable to Mr. Abhinav Kumar are as under:

- g) Salary Rs 700000 PM and
- h) Perquisites and Allowances:
- i) The Company's contribution to provident fund, superannuation, gratuity payable, retirement benefits and leave encashment as per the rules of the company, shall be in addition to the basic salary mentioned under (a) above, and as per the limits prescribed under the applicable laws of the country.

- iii) The Whole Time Director shall be entitled to perquisites, which includes, HRA, Transport, Medical Allowance, Special Allowance, company car with chauffeur, leave travel concession for self and family including dependents and other benefits/allowances in accordance with the rules of the company from time to time, for the aforesaid benefits.

- j) Reimbursement of Expenses:

The Whole Time Director shall be reimbursed at actuals for all the expenses incurred by him for travelling boarding and lodging including for his spouse and attendants during business trips conducted on behalf of the company. The reimbursement of expenses will not be included in the calculation of remuneration or perquisites of the Managing Director.

- k) Bonus/Employees Stock Options:

The Whole Time Director & CFO shall be paid Performance Linked Bonus in each financial year, based on the performance parameters as may determined by the Board of Directors or any of its Committees. The bonuses shall not be considered as part of perquisites under (b) above.

The Whole Time Director & CFO may be granted employee stock options from time to time, which shall not be considered as a part of the perquisites under (b) above.

- l) Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, during the tenure of the Whole Time Director, the company will pay the Remuneration to the Whole Time Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company.

- m) Commission on Profits:

The Whole Time Director may be paid during financial year commission on profits for that year at a rate as may be determined by the Board of Directors or its committees. Such commission on profits shall be included in the calculation for the aggregate remuneration payable to the Managing Director and the Whole Time Director in a financial year by way of salary, perquisites and allowances, incentives/bonus/performance linked bonus, remuneration based on the net profits, etc. which shall not exceed in the aggregate as defined under section 198 of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof.

Mr. Abhinav Kumar holds 763000 Equity shares of the face value of Rs. 10/- each in the company, which amount to 7.21% of the total equity shares of the company.

Except Mr. **Abhinav Kumar** and his relatives, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this notice.

Dated: 09th January, 2023
Place: Indore

By order of the Board of Directors
For Brand Concepts Limited

Swati Gupta
Company Secretary
(ACS: 33016)

Registered Office

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