



**MANJU MUNDRA & CO.**  
**COMPANY SECRETARIES**  
122, Brijeshwari Extension,  
Behind Kalyan Marbles, Near World  
Cup Square, Indore-452016  
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## **COMPLIANCE CERTIFICATE**

**(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)**

To,

The Board of Directors,

**BRAND CONCEPTS LIMITED**

CIN: L51909MP2007PLC066484

**RO:** 4<sup>th</sup> Floor, UNO Business Park, Indore Bypass Road,  
Opposite Sahara City, Bicholi Mardana, Indore,  
Madhya Pradesh, India - 452016

Dear Sir,

I, Manju Mundra, proprietor of Manju Mundra & Co, Practicing Company Secretary have been appointed by **Brand Concepts Limited** (hereinafter referred to as 'Company'), having CIN L51909MP2007PLC066484 and having its Registered Office at 4<sup>th</sup> Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City, Bicholi Mardana, Indore, Madhya Pradesh, India – 452016 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed to issue of 6,10,000/- (Six lacs Ten Thousand only) warrants convertible into equivalent equity share of the Company ("Equity Warrants") to promoter Group category at price of Rs.327.80/- (Rupees Three Hundred Twenty Seventeen and Paise Eighty Only) each (including the warrant subscription price and the warrant exercise price) equity warrant (including premium of Rs. 317.80/- (Three Hundred Seventeen and Paise Eighty Only) per equity warrant, each warrant convertible into 1 (one) equity shares of face value of Rs. 10/- each (Rupees Ten each) ("the Equity shares") aggregating to 19,99,58,000/- (Rupees Nineteen Crores Ninety-Nine Lakhs Fifty-Eight Thousand only), for cash consideration on a preferential basis ("preferential issue"). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 23rd September, 2025.

In terms of the aforesaid SEBI Regulations and Companies Act, 2013, the Company is

issuing a Notice of Extraordinary General Meeting dated **23<sup>rd</sup> September, 2025** along with explanatory statement (“the Notice”) to the members of the Company for the EGM to be held on **16<sup>th</sup> October, 2025**.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that following documents and have concluded that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue:

- A. Memorandum of Association and Articles of Association of the Company;
- B. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;
- C. Resolutions passed at the meeting of the Board of Directors;
- D. List of proposed allottee;
- E. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was 16<sup>th</sup> September, 2025;
- F. The statutory registers of the Company and List of shareholders issued by RTA:
  - a. to note that the equity shares are fully paid up.
  - b. all equity shares held by the proposed allottee in the Company are in dematerialized form.
- G. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottee during the 90 trading days preceding the relevant date; (**Not applicable**)
- H. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date; (**Not applicable**)
- I. Permanent Account Numbers of the proposed allottee;
- J. Draft notice of General Meeting and Explanatory Statement:
  - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and regulation 163(1) of the Regulations.
  - b. to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment.
  - c. to verify the lock-in period as required under Regulation 167 of the Regulations;

- d. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- K. Valuation report by Independent Registered valuer Registered with IBBI Mr. Hemang H. Shah (Reg No.- IBBI/RV/03/2020/12854)
- L. Computation of the minimum price of the warrant to be allotted in preferential issue is in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 327.80/- (Rupees Three Hundred Twenty-Seven and Eighty paise only) as per report of independent Registered valuer. The Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 327.80/- (Rupees Three Hundred Twenty-Seven and Eighty paise only) which is above the Minimum Price as determined in compliance with the requirements of the Regulations.
- M. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group have not failed to exercise any warrants of the Company which were previously subscribed by them;
- N. The pricing of Warrants is as per Regulation 164 and 166A of the Regulations and after taking into consideration the value determined by the Independent Registered Valuer.
- O. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board there under.
- P. With respect to Regulation 159 of SEBI Regulations, I have verified that the Company has obtained requisite undertaking from proposed allottee belonging to Promoter Group to ensure that he has not sold any equity shares of the Company during the 90 trading days preceding the relevant date i.e. Friday, 16<sup>th</sup> September, 2025 ("Relevant Date") determined in accordance with SEBI Regulations.
- Q. Obtained confirmation from the Company that all equity shares allotted by way of preferential issue have been made fully paid up at the time of the allotment.
- R. The Equity Shares of the Company are frequently traded shares.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of notice and explanatory statement, determination of relevant date and minimum price of warrants and making estimates that are reasonable in the circumstances.

### **Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I am not expressing any opinion on the price computed / calculated and/or the price at which the warrants are being issued by the Company.
4. I conducted my examination in accordance with the Guidance Manual on Quality of Audit & Attestation Services ("the Guidance Note") issued by the Institute of Company Secretaries of India ("the ICSI"). The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by the ICSI.
5. The Articles of Association of the Company do not provide for any particular method of determination of floor price.
6. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

### **Certification:**

Based on our examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of the ICDR Regulations stated above.

**For Manju Mundra & Co.**

**Place : Indore**

**Date : 23-09-2025**

**CS Manju Mundra  
Proprietor  
FCS- 4431, CP- 3454  
Peer Review No. 1667/2022  
UDIN- F004431G001316764**