



BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484

4th Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City,
Bicholi Mardana, Indore, Madhya Pradesh, India - 452016

Phone: 91-731-4223000, Fax- 4221222/444

Email: info@brandconcepts.in

Date: 24-09-2025

To,
National Stock Exchange of India Limited
Listing & Compliance Department
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
East, Mumbai - 400051

To,
BSE Limited
Listing & Compliance Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001 Bandra

Symbol: [BCONCEPTS]

Scrip Code: 543442

Sub: Notice of Extra-Ordinary General Meeting.

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith the Notice convening Extra-Ordinary General Meeting (EGM) of the shareholders of the Company, to be held on **Thursday 16th October, 2025 at 11:30 A.M.** through Video Conferencing or Other Audio Visual Means (VC/OAVM), seeking approval of the Members in respect of the resolution set out in the EGM Notice.

In compliance with Section 108 of the Companies Act, 2013 ('Act') and other applicable provisions of the Act, read with the applicable Rules, Listing Regulations, the provisions of relevant MCA Circulars and other law(s) as applicable, the Company is providing e-voting facility to the shareholders, whose names appear in the Register of Members / List of Beneficial Owners as on **Thursday, 09th October, 2025 ("Cut-Off Date")**, to cast their votes electronically on the resolution as set forth in the EGM Notice, using remote e-voting system as well as evoting at the EGM through electronic voting system. The Company has engaged the services of Central Depository Services (India) Limited for this purpose.

Further, in accordance with the provisions of the relevant MCA Circulars, the Company has sent the EGM Notice along with Explanatory Statement by electronic mail only to all its shareholders who have registered their email addresses with the Company or depository/depository participants.

The facility of e-voting will be available for the following period:

Commencement of Remote e-voting	From 09.00 A.M. (IST) Monday, 13 th October, 2025
End of Remote e-voting	Up to 5.00 P.M. (IST) Wednesday, 15 th October, 2025



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The Notice will also be hosted on the website of the Company at www.brandconcepts.in

You are requested to kindly take the same on record.

Thanking you,
Yours faithfully,

For, **Brand Concepts Limited**

Swati Gupta
Company Secretary & Compliance Officer
M No. A33016

Encl.: as above



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an **Extra-Ordinary General Meeting** of the members of **Brand Concepts Limited** will be held on **Thursday 16th day of October, 2025 at 11:30 A.M.** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) [deemed venue: 04th Floor, UNO Business Park, Bypass Road, Opp. Sahara City Bicholi Mardana Indore, Madhya Pradesh - 452016] to transact the following business:

ITEM No. 1:

ISSUANCE OF 6,10,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO MEMBERS OF PROMOTER / PROMOTER GROUP OF THE COMPANY ON PREFERENTIAL BASIS.

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 applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited [BSE] and National Stock Exchange of India Limited [NSE] where the equity shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, if any, as may be required from the Government of India, SEBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to , create, issue, offer and allot, on a preferential basis, 6,10,000 (Six Lakh Ten Thousand)

Fully Convertible Warrants (“Warrants”) each convertible into 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each (“the Equity Shares”), to members of Promoter Group/promoter, in one or more tranches, at an issue price of Rs. 327.80/- each (“Warrant Issue Price”), which is the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 19,99,58,000 (Rupees Nineteen Crore Ninety-Nine Lakh Fifty-Eight Thousand Only) for cash, on the terms and conditions as detailed hereinbelow to the following persons of the Promoter / Promoter Group (“Proposed Allottees”):

Sr. No.	Name of the Proposed Allottees/ Investors	Category	Number of Convertible Warrants to be allotted
1.	Prateek Maheshwari	Member of Promoter Group	6,10,000

“RESOLVED FURTHER THAT the ‘Relevant Date’, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is **16th September, 2025** (i.e. being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. **16th October, 2025** and the floor/conversion price for the conversion of Warrants into Equity Shares on the aforesaid Relevant Date pursuant to Regulation 164(1) of the SEBI ICDR Regulations is Rs. 327.80/- (Rupees Three Hundred Twenty-Seven and Eighty Paise Only).”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the aforesaid issue of Warrants and the Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The conversion of Warrants into Equity Shares of Rs. 10/- each, (at a premium of Rs. 317.80/- per share) is to be done, in one or more tranches at any time within 18 (eighteen) months from the date of allotment of Warrants in terms of the provisions of the SEBI ICDR Regulations.

b) In accordance with the provisions of Chapter V of SEBI ICDR Regulations, the Proposed Allottees shall, pay an amount equivalent to 25% (Twenty-Five Per Cent) of the Warrant Issue Price, to the Company on or before allotment after receiving in principle approval from the stock exchange where the shares of the company are listed and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid-up Equity Shares of the Company, against each such Warrant held by the Warrant Holder;

c) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares at the time of allotment.

d) Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;

e) Warrants, being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under the Lock-in provisions of the SEBI ICDR Regulations.

f) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

g) The Warrants as may be offered, issued, and allotted in accordance with the terms of this resolution and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants, shall be in **dematerialised form** only.

h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottees into a separate bank account of the Company being opened/maintained for the Issue.

i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.

j) Upon exercise of the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 (fifteen) days from the date of such exercise by the allottee of such warrants.

k) The Warrants, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

l) The resulting Equity Shares will be listed and traded on the Stock Exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

m) The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

n) The Equity Shares to be allotted on exercise of warrants shall only be made in **dematerialized form** and rank Pari-Passu in all respects with the existing Equity Shares of the Company from the date of allotment thereof.”

“RESOLVED FURTHER THAT in the event the Company makes any issue of shares pursuant to the exercise of stock options granted under the Employee Stock Option Scheme 2020 (ESOP) or any other employee benefit scheme prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the



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Company increases as a consequence of such issue and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.”

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment of warrant would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Securities and Exchange Board of India (SEBI) and/ or such other Regulator/authority concerned may impose at the time of their approval as agreed by the Board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to do or cause to be done all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to this preferential offer, issue, allotment, listing and to finalize and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee constituted by Board of the Company as it may consider appropriate in order to give effect to this resolution.”



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RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

Place: - Indore

Date: - 23.09.2025

**By Order of the Board of Directors
For Brand Concepts Limited**

Registered office:

04th Floor, UNO Business Park,
Bypass Road, Opp. Sahara City,
Bicholi Mardana Indore MP- 452016

Sd/-

Swati Gupta

Company Secretary & Compliance Officer

M. No. ACS 33016

NOTES:

1. Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 09/2024 dated 19 September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25 September 2023, 10/2022 dated 28 December 2022, 02/2022 Dated 05 May 2022, No. 20/2020 dated 05 May 2020, 14/2020 dated 08 April, 2020, No. 17/2020 dated 13 April, 2020 (collectively referred to as “MCA Circulars”), has permitted Companies to hold their Extra Ordinary General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM). In compliance with the applicable provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, this Extra Ordinary General Meeting (EGM) is being held through VC / OAVM.

2. The Company will conduct the EGM through VC/ OAVM from its Registered Office i.e., 04th Floor, UNO Business Park, Bypass Road, Opp. Sahara City, Bicholi Mardana Indore, MP- 452016 which shall be deemed to be venue of the meeting. Since the EGM is being held through VC / OAVM, the route map is not annexed hereto.

3. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 1 as Special Business as it is in the interest of the Company.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since, this EGM is being held through VC/ OAVM in terms of the MCA Circulars, the requirement of sending proxy forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of the Listing Regulations, has been dispensed with. Therefore, pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by MCA, the facility to appoint proxy by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Pursuant to the provisions of Section 108 of the Act and other applicable provisions, 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 (Listing Regulations) (as amended), and the MCA Circulars, the Company is providing e-voting facility i.e., remote e-voting and voting at the meeting, to its Members in respect of the business to be transacted at the 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 agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting facility at the EGM will be provided by CDSL.

6. The Board of Directors has at its meeting held on 23rd September, 2025 appointed M/s. Manju Mundra & Co; Practising Company Secretaries, having Certificate of Practice No. 3454, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, after conclusion

of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or person authorized by him in writing, who shall countersign the same and declare the result of the voting therewith. The results of e-voting shall be declared within 2 (two) working days from the conclusion of the EGM as specified under the Act and Listing Regulations and the resolution will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes cast in favour of the Resolution. The results of e-voting along with the consolidated Scrutinizer's Report will be placed on the Company's website at www.brandconcepts.in and on the website of CDSL at www.evotingindia.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

7. The quorum for the EGM, as provided in Section 103 of the Act, is thirty members (including a duly authorized representative of a body corporate) and the members present in the meeting through VC/OAVM shall be counted for the purpose of quorum.

8. The Members can join the EGM 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 through VC/OAVM will be made available for 1000 members on first come first served basis.

9. The Notice is being sent to all the members of the Company, whose names appear in the Register of Members as on Benpos date i.e. **Friday 19th September, 2025**

10. In compliance with MCA Circulars, the Company is sending this Notice only in electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on the close of business hours of **Friday, 19th September, 2025** ('Cut-Off Date') and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants (in case of electronic shareholding).

11. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail addresses. Members who have not registered their e-mail addresses are requested to register the same:

- (i) For shares held in electronic form: with the Depository Participant(s);
- (ii) For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 and other forms, if any pursuant to SEBI Master Circular No. SEBI/HO/ MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023.

Members may note that this EGM Notice is also available on the Company's website at www.brandconcepts.in, and on the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of CDSL www.evotingindia.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process as specified in this Notice.

12. All documents referred to in the EGM Notice will be available for inspection electronically. Members seeking to inspect such documents can send an e-mail to swati.gupta@brandconcepts.in mentioning his / her / its folio number / DP ID and Client ID.

13. Members whose names appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Thursday, 09th October, 2025** will be considered for the purpose of evoting for EGM.

14. Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. **Thursday, 09th October, 2025** may obtain electronic copy of Notice of EGM by sending a request to the Company or Company's Registrar and Share Transfer Agent (RTA) i.e. Bigshare services private limited at investor@bigshareonline.com.

15. The Remote E-voting period shall commence on **Monday, 13th October, 2025 (9.00 A.M. IST) and end on Wednesday, 15th October, 2025 (5.00 P.M. IST)**. The remote e-voting module shall be disabled for voting after 5:00 P.M. on Wednesday, 15th October, 2025 and no remote e-voting will be allowed thereafter.

16. Only those shareholders, who will be present at the EGM through VC/ OAVM facility and who have not cast their vote by remote e-voting prior to the EGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the EGM.

17. Any person, holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at www.evotingindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

18. In case of Individual Shareholders holding securities in demat mode and who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode".

19. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM.

20. Shareholders are requested to carefully read the instructions for e-voting forming part of this Notice.

21. The Instructions for Members for remote e-voting and joining general meeting are as under:

i. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder, the MCA Circulars and Listing Regulations, the Company has provided e-voting facility, for its members to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its members.

ii. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e- Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their votes without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also providing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile numbers and e-mail IDs with their DPs to access e-Voting facility.

iv. **Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on cut-off date i.e., Thursday, 09th October, 2025 (“Cut-off date”).** Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e- voting. A person who is not a member as on the Cut-off date should treat this Extra-Ordinary General Meeting Notice for information purposes only.

v. **The remote e-voting period commences from 9:00 a.m. (IST) on Monday, 13th October, 2025 (9.00 A.M. IST) and end on Wednesday, 15th October, 2025 (5.00 P.M. IST).** The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

vi. Members who wish to attend this EGM are requested to follow the steps enumerated under (II) for login to the CDSL e-voting website. After login, click on the ‘VC / OAVM’ link appearing under ‘Join Meeting’ against the Electronic Voting Event Number (‘EVEN’) of Brand Concepts Limited. The facility for the Members to join this EGM will be available from 15 minutes before the time scheduled for the meeting and may close not earlier than 15 minutes after the commencement of the meeting. Members are requested to login to the CDSL e-voting website using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.

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

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 **9:00 a.m. (IST) on Monday, 13th October, 2025 (9.00 A.M. IST) and end on Wednesday, 15th October, 2025 (5.00 P.M. IST)**. During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date **Thursday, 09th October, 2025** 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 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.

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 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 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & 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 cdsl 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.

	<p>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</p> <p>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>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. 1800 22 55 33

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
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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: www.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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 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 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 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 EGM but have queries may send their queries in advance **7 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 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.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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/DEPOSITORYES.

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 <https://www.brandconcepts.in/>.
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 EGM & 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, and additional information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2)**ITEM No. 1**

The Board of Directors at its meeting held on **Tuesday, 23rd September, 2025**, subject to approval of shareholders of the Company and such other approvals as may be required, has considered and approved the proposal to issue and allot 6,10,000 (Six Lakh and Ten Thousand) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder(s) to subscribe to 1 (one) Equity Share of Face Value of Rs. 10/- each per Warrant, to the below mentioned Proposed Allottee belonging to “Promoter Group Category” on preferential basis at an issue price of Rs. 327.80/- which has been determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 19,99,58,000/- (Rupees Nineteen Crore Ninety-Nine Lakh Fifty-Eight Thousand Only) for cash:

S No.	Name of the Proposed Allottees/ Investors	Category	Number of Convertible Warrants to be allotted
1.	Prateek Maheshwari	Member of Promoter Group	6,10,000

The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of the Companies Act, 2013. The investors/proposed allottees named hereinabove have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the ICDR Regulations.

Pursuant to the applicable provisions of Sections 23(1)(b), 42 and 62 of the Companies Act, 2013 (‘Act’) and Rules framed thereunder, and in accordance with the provisions of Chapter V “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI ICDR Regulations’), the Preferential issue of Warrants requires approval of the Members by way of a Special Resolution.

The proceeds of the Preferential Issue will be utilized for growth and expansion initiatives of the Company inter alia including planned investment and expansion of manufacturing Facilities, support working capital requirements and Investments in building and acquiring new brands. The Board therefore recommends this Item No. 1 for the approval of the Shareholders as set out in the Notice by way of passing a ‘Special Resolution’. The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI ICDR Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213- 47 dated December 13, 2022, as amended, with respect to the additional disclosures for objects of the issue and are set forth below:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price: At its meeting on **Tuesday, 23rd September 2025**, the Board of Directors, subject to Members' approval and regulatory consents, if any, as may be applicable, approved the preferential issuance and allotment of up to 6,10,000 convertible warrants, each warrant convertible into one Equity Share at an issue price of Rs. 327.80/- per warrant, for an aggregate consideration of up to Rs. 19,99,58,000 (Rupees Nineteen Crore Ninety-Nine Lakh Fifty-Eight Thousand Only Only) to the Promoter Group Category, payable in cash.

2. Basis on which the price has been arrived at and justification for the price (referred to warrant price/ exercise price or otherwise which means price to be paid by Investor for exercising warrant including premium, if any): The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of Part IV of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Equity Shares/ Warrants in preferential issue has to be calculated as follows:

The price of the Equity Shares to be allotted pursuant to Preferential Issue shall not be less than higher of the following:

- i. the 90 (ninety) trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- ii. the 10 (ten) trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Warrants may be issued computes to Rs. 327.80/- each. Determination of price as per the Articles of Association of the Company is not applicable, since the Articles of Association of the Company are silent on the determination of a Floor Price/ Minimum Price of the shares issued on preferential basis. In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottee at Rs. 327.80/- (Rupees Three Hundred & Twenty-Seven and Eighty Paise Only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations. Each Warrant upon conversion shall entitle the Warrant

Holders to one equity share of Rs. 10/- each fully paid up at a price of Rs 327.80/- per share which includes premium of Rs 317.80 /- per share.

3. Amount which the Company intends to raise by way of such securities: The Company proposes to raise up to Rs. 19,99,58,000 (Rupees Nineteen Crore Ninety-Nine Lakh Fifty-Eight Thousand Only) by way of a preferential issue of 6,10,000 warrants, each warrant convertible into one Equity Share of Rs. 10/- face value each at a premium of Rs. 317.80/- per share with the entire consideration to be paid by the Allottees in cash.
4. Relevant Date: In terms of the provisions of Chapter V Part II of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottee is **16th September, 2025** (i.e. being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. Thursday, 16th October, 2025,) and the conversion price for the conversion of Warrants into Equity Shares is the said Relevant date i.e. **Tuesday, 16th September, 2025**
5. **Object of the Preferential Issue:** The proceeds of the Preferential Issue will be utilized for growth and expansion initiatives of the Company inter alia including planned investment and expansion of manufacturing Facilities, support working capital requirements and Investments in building and acquiring new brands.

The company shall utilize 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 proceeds of the issue towards investment and other fund requirement in new brands and other general corporate purpose. The funds will be kept as Deposits/Investments with banks or in liquid / debt Mutual Funds schemes till the issue proceeds are fully utilized.
6. **Monitoring of Utilization of Funds:** Since the proceeds from the Issue will result in funds aggregating an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores), the Company is not required to appoint a SEBI registered external credit rating agency as a Monitoring Agency in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations.
7. **Material terms of raising such securities:** The same has been disclosed in the concerned shareholders' resolution at the Item No.1 of and in the explanatory statement to this Notice.
8. **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 proposed allotment shall be made for consideration in Cash only.
9. **Class or classes of persons to whom the allotment is proposed to be made:** The proposed preferential allotment of Warrants shall be made to the Promoter Group Category only.

10.Intent of the Promoters, Directors or Key Management Personnel (KMPs) or Senior Management Personnel (SMPs) of the issuer to subscribe to the offer: The allotment of the proposed Warrants shall be made to the proposed Allottee namely, Mr. Prateek Maheshwari only.

11. 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)	
	Category	No. of Equity Shares	%	No. of Equity Shares	%
A	Promoter/ Promoter Group Holding's				
	Individual	6,504,100	52.36	7,114,100	54.59
	Sub Total Promoter/ Promoter Group (A)	6,504,100	52.36	7,114,100	54.59
B	Non-Promoters Holding				
	Mutual Funds	0	0.00	0	0.00
	Alternate Investment Funds	29,801	0.24	29,801	0.23
	Foreign Portfolio Investors/ Foreign Institutional Investors	47	0.00	47.00	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	500	0.00	500	0.00
	Indian Public	5357392	43.13	5357392	41.11
	Non-Resident Indians (NRIs)	97382	0.78	97382	0.75
	Bodies Corporate	322613	2.60	322613	2.48
	Trusts	0	0.00	0	0.00
	Firm	0	0.00	0	0.00
	Hindu Undivided Families	108804	0.88	108804	0.83
	Clearing Members	1238	0.01	1238	0.01
	Sub Total (B)	59,17,777	47.64	59,17,777	45.41
	Grand Total (A+ B)	12,421,877	100.00	13,031,877	100.00

12. Proposed time limit within which the allotment shall be completed: In terms of the provisions of SEBI ICDR Regulations, the Company shall complete the preferential allotment of said Warrants within a time period of 15 (fifteen) days from the date of passing of the “Special Resolution” by the Shareholders at their Extra Ordinary General Meeting to be held on **Thursday 16th October, 2025**.

Provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange(s) is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission, as the case may be.

13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: During the period from 1st April, 2025 till the date of this Notice, the Company has not made any Preferential Issue of any securities.

14. Lock-in Period: The entire pre-preferential allotment shareholding, of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations. The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI ICDR Regulations.

15. Payment of Consideration: In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty-five percent) of the total consideration for the Warrants will be payable on the date of preferential allotment of the Warrants. The balance up to 75% (seventy-five percent) of the issue price shall be, at the option of the Allottee(s), payable by the Proposed Allottees at the time of allotment of the Equity Shares pursuant to conversion of the Warrants into Equity Shares.

Warrant will be converted at the option of the allottee, into 1 (one) equity share of Face Value of Rs. 10 each at a price of Rs. 327.80 per share (including premium of Rs 317.80 per share), determined in accordance with the SEBI ICDR Regulations, at any time within 18 (eighteen) months from the date of allotment of Warrants. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, the unexercised Warrants shall lapse and the consideration paid upon each of the said Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

16. 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.

viii. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

ix. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;

x. No person belonging to the promoters / promoter group has previously subscribed to and paid for any warrants of the Company during the last one year;

xi. The Company is in compliance with the conditions for continuous listing;

xii The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

17. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, if any nor the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

18. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S No.	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Non-Promoter	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Non-Promoter)
1.	Prateek Maheshwari	Member of Promoter Group	Member of Promoter Group

19. Practicing Company Secretary's Certificate: The certificate from Mrs. Manju Mundra, Practicing Company Secretary (Membership No: F4431 & COP:3454), certifying that the preferential issue of Shares is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations and the said certificate shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be made available for inspection by the Shareholders at the Company's website at: [Cert-Reg-1632-ICDR-Brand-23-9-25.pdf](#)

20. Dues toward SEBI, Stock Exchange(s) or Depositories: There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories as on date.

21. Change in control, if any, upon preferential issue: Consequent to the proposed preferential issue of Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company.

22. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: The entire Issue proceeds of up to Rs. 19,99,58,000 (Rupees Nineteen Crore Ninety-Nine Lakh Fifty-Eight Thousand Only) being raised from the Promoter Group who is also director of the Company.

23. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue under Regulation 163(1)(f) of the SEBI ICDR Regulations 2018

Sr. No.	Proposed Allottees	Ultimate Beneficial Owner	Pre Preferential Issue		No. of Convertible Warrants proposed to be allotted	*Post Preferential Issue (Assuming conversion of 6,10,000 Convertible Warrants into Equity Shares under present Preferential Issue)	
	Category Promoters		No of shares held	% of share holding		No of shares held	% of share holding
1	Prateek Maheshwari	Prateek Maheshwari	13,76,154	11.08%	6,10,000	19,86,154	15.24%



BRAND CONCEPTS LIMITED

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Phone: 91-731-4223000, Fax- 4221222/444

Email: info@brandconcepts.in

Note: The post issue shareholding pattern in the above table has been prepared with pre-issue shareholding as on **16/09/2025**, on the basis that the Proposed Allottee would have subscribed to all the Warrants and been allotted all the Equity Shares of Rs. 10/- each upon conversion of Warrants.

In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

24. Listing:

The Company will make an application to BSE and NSE at which the existing equity shares are presently listed, for listing of the equity shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

25. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution: Mr. Prateek Maheshwari, member of Promoter Group who intend to subscribe to the Warrants under this Preferential Issue are concerned or interested in the resolution, financially or otherwise, as set out at Item No. 1.

Save and except the above, none of the Directors, Key Managerial Personnel and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 of the Notice.

The Board accordingly recommends the **Special Resolution** as set out in Item no. 1 of this Notice for your approval.

Place: - Indore
Date:- 23.09.2025

By Order of the Board of Directors
For Brand Concepts Limited

Registered office:
04th Floor, UNO Business Park,
Bypass Road, Opp. Sahara City,
Bicholi Mardana Indore MP- 452016

Sd/-
Swati Gupta
Company Secretary & Compliance Officer
M. No. ACS 33016