



**MANJU MUNDRA & CO. COMPANY
SECRETARIES**

**122, Brijeshwari Extension,
Behind Kalyan Marbles, Near World
Cup Square, Indore-452016**

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September 24, 2025

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

Scrip Code: 543442

Sub: Application for “In-principle approval” for issuance of 6,10,000 warrants at Rs. 327.80 convertible into equity shares of the company to be issued on preferential basis by Brand Concepts Limited to Mr. Prateek Maheshwari (Managing Director & Member of Promoter Group) under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

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

- a) None of the proposed allottee has sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, the proposed allottee belongs to the promoter group and he has not sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) ~~(Name of the allottee(s)) does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment-~~ **NA**
- c) The pre-preferential shareholding of the proposed allottee has been locked in accordance with Regulation 167 (6) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from September 16, 2025 (Relevant Date) till date of lock-in i.e. 20-09-2025 in CDSL and 24-09-2025 in NSDL. The details of allottee pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details**		Pledged with	Pledge end date
			From	To		

Prateek Maheshwari	1206690000243641	1134154	16/09/2025	02/03/2026	NA	NA
Prateek Maheshwari	IN30429553406236	242000	16/09/2025	03/03/2026	NA	NA

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

(**) The Company has created the Lock-in of entire pre-preferential allotment shareholding of the Proposed Allottee. Further, the Proposed Allottee has confirmed that he has not sold any equity shares of the company during the 90 trading days period prior to the relevant date till the date of Board Meeting and have also undertaken not to sell any equity shares of the Company till the lock-in is created.

- d) None of the proposed allottee belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 23, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirements as mentioned in the AoA of the company.

It is further confirmed that the Articles of Association of the Company do not provide for any particular method of determination of floor price.

- ~~g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. _____ is more than 5% of the post issue fully diluted share capital of the issuer.~~

OR

The total allotment to the allottee or allottee acting in concert in the present preferential issue or in the same financial year i.e., 6,10,000 equity shares is 4.68% of the post issue fully diluted share capital (i.e. 13031877 equity shares), which is less than 5% of the post issue fully diluted share capital of the issuer.

For Manju Mundra & Co.

Place : Indore
Date : 24-09-2025

CS Manju Mundra
Proprietor
FCS- 4431, CP- 3454
Peer Review No. 1667/2022
UDIN- F004431G001330351