

BRAND CONCEPTS LIMITED

CIN - L51909MP2007PLC066484

140/2/2, Musakhedi Square, Ring Road, Indore 452001 (M.P) INDIA

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

Email: info@brandconcepts.in

Date: 23rd November 2023

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai - 400051

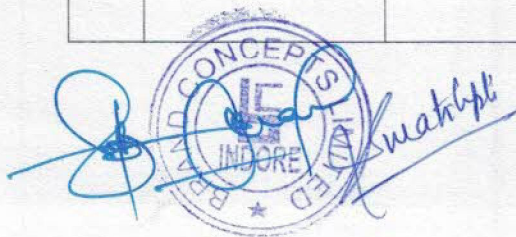
Scrip Code: 543442

Symbol: BCONCEPTS

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation (Scheme) of IFF Overseas Private Limited ("Transferor Company") with Brand Concepts Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments or amendments thereof) and rules made thereunder

It is hereby certified that the draft scheme of amalgamation of IFF Overseas Private Limited ("Transferor Company") with Brand Concepts Limited ("Transferee Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 on schemes of arrangement involving listed companies ("SEBI Circular"), including the following:

Sr. No.	Reference	Particulars	Status
1.	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied with
2.	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied with
Requirements of SEBI Circular			
1.	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied; Company is submitting all documents to BSE Complied with





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2.	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied to the extent applicable and noted for compliance for future provisions if applicable. Complied with
3.	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied with
4.	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied with
5.	Para (I)(A)(10)	The conditions specified in Para(I)(A)(10) for approval of public shareholders through e-voting, in relation to the Scheme	The Company undertakes to comply with the provisions of SEBI Circular including that the Scheme will be acted upon only if votes cast by the public shareholders in favor of the Scheme are more than the number of votes cast against it

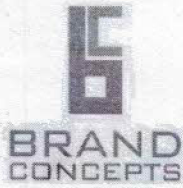
For Brand Concepts Limited



Swati Gupta
Company Secretary & Compliance Officer



Prateek Maheshwari
Managing Director



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Certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation of IFF Overseas Private Limited ("Transferor Company") with Brand Concepts Limited ("Transferee Company") is in compliance with all the Accounting Standards applicable to a listed entity.

Thanking you,

Yours faithfully,

For Brand Concepts Limited



Abhinav Kumar
Chief Financial Officer



Prateek Maheshwari
Managing Director

Date: 23rd November 2023