

December 11, 2023

Listing Department
BSE Limited
 Pheroze Jeejeebhoy Towers
 Dalal Street
 Mumbai – 400 001

Scrip Code: 543442

Listing Department
The National Stock Exchange of India Limited
 Exchange Plaza, Bandra Kurla Complex
 Bandra (East)
 Mumbai – 400 051

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

Dear Sir/Madam,

In reference to our application submitted with regards to Scheme of Arrangement under Regulation 37, we hereby submit the No Objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/ debenture trustees

Details of borrowings

Lending Scheduled Commercial Bank/Financial Institution	Amt in Cr.
HDFC Bank	12.00
Axis Bank	28.48
Total	40.48

We hope you will find the above in order.

Thanking you,

Yours faithfully,

For Brand Concepts Limited


Swati Gupta
Company Secretary & Compliance Officer

Place: Indore

Hdfc Bank Limited
BANK HOUSE
Scheme No 94
Sector B Behind
Bombay Hospital
Ring Road
Indore 452010

To,
The Board of Directors,
Brand Concepts Limited
140/2/2, Musakhedi Square,
Ring Road, Indore – 452001

Sub: No Objection Certificate (NOC)

**Ref: Scheme of Amalgamation of IFF Overseas Private Limited (Transferor Company)
with Brand Concepts Limited (Transferee Company) and their respective
Shareholders and Creditors**

Dear Sir,

This letter is in reference to the Scheme of Amalgamation as mentioned above provided to us to obtain NOC as required under Para A (2) (k) of Part I of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable rules/regulations/circulars.

Hdfc Bank Limitd , the lending commercial bank, being Secured Creditor as on date of Rs 12,00,00,000 (Twelve Crore Only) aggregating to 29.64 % in value of total bank exposure of Rs 40,48,00,000 (Fourty Crore Fourty Eighty Lacs Only) of Transfree Company (Brand Concept Limited) extend the consent and confirm that the Bank does not have any objection in the said Scheme of Amalgamation and the Company can proceed further with this Scheme.

For HDFC BANK LTD

Signature:
Name: Vikash Patel
Designation: Relationship Manager
Date: 30/11/2023



To,
The Board of Directors,
Brand Concepts Limited
140/2/2, Musakhedi Square,
Ring Road, Indore – 452001

Sub: No Objection Certificate (NOC)

**Ref: Scheme of Amalgamation of IFF Overseas Private Limited (Transferor Company)
with Brand Concepts Limited (Transferee Company) and their respective
Shareholders and Creditors**

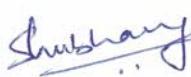
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Axis Bank Limited (Bank), the lending commercial bank, being Secured Creditor as on date of Rs. 28,48,00,000.00 (Rupees Twenty Eight Crore Forty Eight Lacs only) aggregating to 70.35% in value of total banking exposuré Rs. 40,48,00,000.00 (Rupees Forty Crore Forty Eight Crore Only) of Transfree company (Brand Concepts Limited) extend the consent and confirm that the Bank does not have any objection in the said Scheme of Amalgamation and the Company can proceed further with this Scheme.

The above consent is subject to the condition that your Liabilities and dues towards the Bank shall not in any way be affected by the above said amalgamation and that all the terms and conditions of the credit facilities shall remain unchanged.

For Axis Bank Limited



Signature:
Name: Shubhang Mishra
Designation: Senior Manager, (EC-376831)
Date: 06.12.2023