

# BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484

4<sup>th</sup> 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](mailto:info@brandconcepts.in)

**Date: 06-09-2025**

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: Outcome of Board meeting held today i.e. on September 06, 2025, in terms of Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

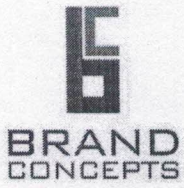
Dear Sir/Madam,

In reference to captioned subject, we would like to inform you that, Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Board of Directors of the Company at its meeting held on today i.e. Saturday, September 06, 2025, at the registered office of the company, has inter-alia:

1. Decided to call **18<sup>th</sup> Annual General Meeting (AGM)** of the Members of the Company on **Tuesday, September 30, 2025 at 11:30 AM (IST)** through Video Conferencing (VC) or Other Audio-Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI and approved the Draft Notice of 18<sup>th</sup> Annual General Meeting of the Company.
2. Approved the appointment of **M/s. Manju Mundra & Co.**, Practicing Company Secretaries (FRN: S2017503600) as Secretarial Auditor for Secretarial Audit of the Company for five consecutive financial years from F.Y. 2025- 2026 to F.Y. 2029-2030 subject to approval of members at the ensuring 18<sup>th</sup> Annual General Meeting.

The meeting of Board of Directors of the Company commenced at 4:00 P.M. (IST) and concluded at 04:10 P.M.

This information will also be hosted on the website of the Company at [www.brandconcepts.in](http://www.brandconcepts.in)



## BRAND CONCEPTS LIMITED

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You are requested to kindly take the same on record.

Thanking you,  
Yours faithfully,

For, **Brand Concepts Limited**

A handwritten signature in blue ink, appearing to read 'Swati Gupta', is written over a circular purple stamp. The stamp contains the text 'BRAND CONCEPTS LIMITED' around the perimeter and a stylized 'B' and 'C' logo in the center.

**Swati Gupta**  
**Company Secretary & Compliance Officer**  
**M No. A33016**

**Encl: - Notice of Annual General Meeting**



# BRAND CONCEPTS LIMITED

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

Email: [info@brandconcepts.in](mailto:info@brandconcepts.in)

**Date: 06-09-2025**

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  
Symbol: [BCONCEPTS]

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

**Scrip Code: 543442**

**Sub: Announcement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Appointment of Secretarial Auditor**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we hereby inform you that in accordance with the recommendations of the Audit Committee, the Board of Directors of the Company, in their Meeting held on today, i.e. on Saturday, September 06, 2025, has approved the appointment of **M/s. Manju Mundra & Co.**, Practicing Company Secretaries (FRN: S2017503600) as Secretarial Auditor of the company, for conducting Secretarial Audit for a term of Five consecutive year Commencing from 2025-26 till 2029-30 subject to approval of the members at the ensuing 18<sup>th</sup> Annual General Meeting.

***The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated July 13, 2023, SEBI no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD PoD- 2/CIR/P/2024/185 dated December 31, 2024 is enclosed as Annexure A.***

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**



# BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484

4<sup>th</sup> Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City,  
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Email: [info@brandconcepts.in](mailto:info@brandconcepts.in)

**Disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in terms of SEBI Circular no. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023, SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/CIR/P/2024/185 dated December 31, 2024**

## Appointment of Secretarial Auditor:

Sr. No.	Details of the event that need to be provided	Information of Such events
1.	Name of the Secretarial Auditor	<b>M/s. Manju Mundra &amp; Co.</b> (Firm Registration Number: - S2017503600, Peer Review No.: - 1667/2022
2.	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	Amendment to the SEBI (LODR) pursuant to Regulation 24A vide its Notification dated 12th December, 2024 Appointment as Secretarial Auditors of the Company
3.	Date of appointment/cessation & term of appointment	September 06, 2025  For conducting Secretarial Audit for period of five (5) consecutive years commencing from F.Y. 2025-26 till F.Y. 2029-30, subject to approval of the Members at the ensuing AGM.
4.	Brief Profile;	Reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws, Securities law including Corporate Governance, Corporate restructuring, Capital markets, NBFC & RBI, etc.
5.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

# Notice of Annual General Meeting

**Registered Office:** - 04th Floor, UNO Business Park, Bypass Road, Opp. Sahara City,  
Bicholi Mardana Indore, Madhya Pradesh – 452016

**CIN:** - L51909MP2007PLC066484; **Phone:** 91-731-4223000

**Website:** - [www.brandconcepts.in](http://www.brandconcepts.in) **Email:** - [info@brandconcepts.in](mailto:info@brandconcepts.in)

**NOTICE** is hereby given that the Eighteenth (18th) **Annual General Meeting** ("AGM") of the members of Brand Concepts Limited ("the Company"), will be held on **Tuesday, 30th September, 2025 at 11:30 A.M.** (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

## ORDINARY BUSINESS:

**1. To consider and adopt, the following resolutions as Ordinary Resolutions:**

- (a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with reports of Board of Directors and Auditors thereon; &
- (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with reports of Board of Directors and Auditors thereon.

**2. Re- appointment of Mrs. Annapurna Maheshwari (DIN:00038346) Non- Executive Director, liable to retire by rotation.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, **Mrs. Annapurna Maheshwari (DIN: 00038346)**, Non-Executive Director liable to retire by rotation, and being eligible offers herself for reappointment, be and is hereby re-appointed as a director of the Company.

## SPECIAL BUSINESS:

**3. To appoint M/s. Manju Mundra & Co., Practicing Company Secretaries as Secretarial Auditors of the company and fix their remuneration.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), upon recommendation of the Audit Committee and Board of directors of the Company, the consent of the shareholders of the Company be and is hereby accorded to appoint M/s. Manju Mundra & Co., Practicing Company Secretaries, Indore, Proprietor and peer reviewed (Certificate of practice No. 3454 and peer review certificate No. 1667/2022), as Secretarial Auditors of the Company for five consecutive years to hold the office from the conclusion of the ensuing 18th Annual General Meeting ('AGM') of financial year 2024-25 till the conclusion of 23rd AGM of the Company to be held in the Year 2030, at a remuneration to be fixed as may be mutually agreed between the Secretarial Auditors and the Board of Directors of the Company.

**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

**4. Approval of increase in the borrowing limit of the company under section 180(1)(c) of Companies Act, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** in supersession of the earlier special resolution passed on 30th September, 2019 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members be and is hereby accorded to empower the Board of Directors (which includes any committee of the Board including Borrowing Committee) of the Company to borrow from time to time as they may think fit, any sum or sums of money up to **Rs. 150,00,00,000 (Indian Rupees One Hundred & Fifty Crores Only)** whether

in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company's assets and/or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve.

**RESOLVED FURTHER THAT** consent of the Members be and is hereby accorded to delegate the power to the Borrowing Committee ("BC") of the Board to use / modify / amend / reduce/enhance the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

**RESOLVED FURTHER THAT** the Board of Director of the Company be and is hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**5. Approval for payment of remuneration to Mrs. Annapurna Maheshwari (DIN:00038346) Non-Executive Non-Independent Director of the Company.**

The Members are hereby informed that Mrs. Annapurna Maheshwari was receiving remuneration for holding office or place of profit in IFF Overseas Private Limited prior to its merger with Brand Concepts Limited. Consequent to the merger and in continuation of the said arrangement, the Board of Directors proposes to regularise and approve the payment of remuneration under Brand Concepts Limited, in compliance with applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 197 & 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory amendment, modification or re-enactment thereof for the time being in force), the rules, regulations, directions, and notifications issued/ framed thereunder and **Schedule V** thereto, read with the Articles of Association of the Company and Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory

modification(s) and/or re-enactment thereof for the time being in force), pursuant to the approval of the Board on the basis of recommendation of Nomination & Remuneration Committee, the consent of the members of the Company be and is hereby accorded for payment of remuneration to **Mrs. Annapurna Maheshwari (DIN: 00038346)**, Non-Executive Directors in case of no profits / inadequate profits in accordance with the provisions of Schedule V of the Act, a sum of **Rs. 2,50,000/-** (Rupees Two Lakhs Fifty Thousand only) per month as permitted under the applicable provisions, as mentioned herein below, for a period of 3 years commencing from **financial year 2025-2026** and to be approved yearly from shareholders as it will be in excess of fifty percent of the total compensation payable to all the Non-Executive Directors of the Company for said Financial Year and that the compensation shall be payable in such manner as the Board and/or a Committee thereof, may determine from time to time."

**RESOLVED FURTHER THAT** the amount of total remuneration to be paid to **Mrs. Annapurna Maheshwari (DIN: 00038346)**, Non -Executive Director as above shall be exclusive of following:

- 1) Re-imbursement of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.

**RESOLVED FURTHER THAT** Mr. Abhinav Kumar (DIN-06687880), Whole Time Director & CFO and /or Ms. Swati Gupta, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to concerned Registrar of Companies.

**6. Approval for payment of Professional Fees to Mr. Manish Saxena, Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

The Chairman informed the Members that the Board of Directors, at its meeting held on 01st August, 2025, had approved the proposal for payment of professional fees to Mr. Manish Saxena, Non-Executive Independent Director, in addition to the sitting fees, and placed the same for approval of the Members.

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the Members of the Company be and is hereby

accorded for payment of professional fees of ₹ 1,50,000 (Rupees One Lakh Fifty Thousand Rupees Only) per month (exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the professional services, in addition to the sitting fees payable for attending meetings of the Board and its Committees.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to finalize the terms and conditions, vary, alter, modify or revise the remuneration payable, and do all such acts, deeds, matters and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution.”

**7. Re-pricing of the Employee Stock Options granted to the group of employees of the Company under Employee Stock Option Plan 2020'**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the enabling provisions of Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as considered necessary, and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by the Central Government, Ministry of Corporate Affairs, Securities and Exchange Board of India or any other regulatory authorities from time to time in connection with the Employee Stock Options (including any statutory

modifications or amendments thereto or re-enactments thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors (Board) of the Company, approval of Shareholders be and is hereby accorded to re-price Employee Stock Options (“ESOPs”) which were granted under Employees Stock Option Plan 2020’ (“ESOP Plan 2020”) to the employees of the Company as on 14th August, 2024 from an exercise price of Rs. 569/- per option to the revised exercise price of Rs.276/- per option (closing price on the National Stock Exchange of India Limited, on August 28, 2025 and as approved by the Board, as mentioned hereunder:

**RESOLVED FURTHER THAT** Mr. Prateek Maheshwari, DIN: 00039340 (Managing Director), Mr. Abhinav Kumar , DIN: 06687880 (Whole Time Director & CFO) and/or Ms. Swati Gupta (Company Secretary & Compliance Officer) be and are hereby severally authorized on behalf of the Company to intimate the Stock Exchanges, where the Equity Shares of the Company are listed or any other regulatory authorities, as considered necessary; to settle any questions, difficulties and doubts that may arise in this regard, and to do all such acts, deeds, things and matters and sign, execute and deliver such deeds, documents, letters and papers as considered necessary and expedient to give effect to the foregoing resolution.”

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

**Swati Gupta**

Date: 06th September, 2025 Company Secretary & Compliance Officer  
Place: Indore Membership No. A33016

Date of Grant	Prior to Repricing		Repricing
	Granted No. of Options Granted	Exercise Price per Option (₹)	Revised Exercise Price per Option after Re-pricing (₹)
14-Aug-24	1,08,000	569/-	276/-

**Registered Office:**

04th Floor, UNO Business Park  
Bypass Road, Opp. Sahara City Bicholi Mardana  
Indore, Madhya Pradesh – 452016  
**CIN: L51909MP2007PLC066484**

### Important dates for members

**ANNUAL GENERAL MEETING:** Annual General Meeting will be held on **Tuesday, 30th September, 2025 at 11:30 a.m.** through Video Conferencing (VC)/Other Audio-Visual Means ('OAVM) to transact the following business.

**CUT OFF DATE:** Cut Off Date will be Tuesday 23rd September, 2025 to determine the Members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-Voting and also by voting at the meeting venue.

**REMOTE ELECTRONIC VOTING PERIOD** will be from **09:00 a.m. on Saturday, 27th September, 2025 to 05:00 p.m. on Monday, 29th September, 2025** both days inclusive. Remote e-Voting will be blocked after 5.00 p.m. on Monday, 29th September, 2025.

**BOOK CLOSURE** will be from **Tuesday, 23rd day of September, 2025 to Tuesday, 30th day of September, 2025** (both days inclusive).

- 1 In view of General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 20/2021 21/2021, 02/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022, 25th September, 2023 respectively read with Circular No. 09/2024 dated 19th September 2024 ("Collectively referred as MCA Circulars"), issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/ CFD/CMD2/CIR/P/2023/5 dated 5th January, 2023, Circular No. SEBI/HO/DDHS/P/ CIR/2023/0164 dated 6th October, 2023 read with Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 ("Collectively referred as SEBI Circulars") issued by the Securities and Exchange Board of India (SEBI), wherein the relaxation of holding AGM through VC has been extended till 30th September, 2025 (MCA Circulars and SEBI Circulars are hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the 18th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 18th AGM shall be the Registered Office of the Company. Since the AGM will be held through VC/OAVM Facility, the Route Map, proxy form and attendance slip are not annexed to this Notice
2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") and Listing Regulations read with the MCA Circulars and SEBI Circulars, the 18th Annual General Meeting ("AGM"/"Meeting") of the Company is being conducted through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.
3. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since, this AGM is being held through VC/OAVM hence, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not available for the AGM and hence, the proxy form and attendance slip are not annexed hereto. However, the Institutional/ Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since, the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is also not annexed hereto.
4. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility to attend the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first-come-first-served basis.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from **23rd day of September, 2025 to 30th day of September, 2025** (both days inclusive) for the purpose of AGM and determining the name of members eligible for dividend on equity shares, if declared, at the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM through VC/OAVM upon log-in to CDSL e-Voting system. All the above documents will also be available electronically for inspection up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [swati.gupta@brandconcepts.in](mailto:swati.gupta@brandconcepts.in).

8. Non-resident Indian shareholders are requested to inform Share Transfer Agent, immediately of:
- the change in the residential status on return to India for permanent settlement; and
  - the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
9. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
10. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only by e-mail to the members whose e-mail address are registered with the Company/ Depositories. The Notice and Annual Report 2024-25 has been uploaded on the website of the Company at [www.brandconcepts.in](http://www.brandconcepts.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The same is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). However, hard copy of the Annual Report will be sent to members on request. Members, who wish to update or register their e-mail address, in case of demat holding, may please contact their Depository Participant (DP) and register their e-mail address, as per the process advised by their DP and in case of physical holding, may send a request to Big Share Services Private Limited, the Share Transfer Agent of the Company at [info@bigshareonline.com](mailto:info@bigshareonline.com).
11. Members seeking any information or clarification regarding the financial statements or any matter to be placed at the AGM are requested to write to the Company, on or before **23rd September, 2025** through e-mail on [swati.gupta@brandconcepts.in](mailto:swati.gupta@brandconcepts.in).
12. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from NSDL and CDSL and equity shares of the Company may be held in dematerialised form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE977Y01011. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent of the Company.
13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and in compliance with MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. In addition, the facility of voting through e-voting system shall also be made available during the AGM for members of the Company participating in the AGM through VC/OAVM and who have not cast their vote by remote e-voting. 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 e-voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM in case of a member participating in the AGM through VC/ OAVM will be provided by CDSL.
14. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
15. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and will also be displayed on the Company's website, [www.brandconcepts.in](http://www.brandconcepts.in).
16. Information pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking re-appointment at the AGM is furnished in Annexure, which is annexed to the Notice and forms part of the Notice. The Director has furnished the requisite consent/ declaration for his re-appointment.

#### **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. on Saturday, 27th September, 2025 and ends on Monday, 29th September, 2025 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2025 (record date) 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 all 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**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](http://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 vFolio 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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>● 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.</li> </ul>
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"> <li>● 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.</li> </ul>

- (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](http://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](mailto: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: <https://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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM.
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 atleast **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 AGM 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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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/DEPOSITORIES.

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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33

## Explanatory Statement

Pursuant to section 102 of the Companies Act 2013, in respect of item no 3,4,5 6 & 7 forming part of the notice

### ITEM NO.3:-TO APPOINT M/S. MANJU MUNDRA & CO., PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS AND TO FIX THEIR REMUNERATION

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors in their meetings held on 06th September, 2025 have approved and recommended the appointment of M/s. Manju Mundra & Co., Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2017503600 as Secretarial Auditors of the Company for a term of up to 5(Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 23rd AGM of the Company to be held in the Year 2030 at a proposed fee of 1,50,000/- plus applicable taxes and other out-of-pocket expenses for conducting the secretarial audit for the Financial Year 2025-26 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee. The fees for services in the nature of certifications and other professional services rendered in line with Regulation 24A(1B) of SEBI LODR Regulations will be in addition to the secretarial audit fee as above and will be decided by the Board in line with the recommendations of the Audit Committee in consultation with the secretarial auditor.

M/s. Manju Mundra & Co., fulfil the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and pursuant to Regulation 24A(1A) of SEBI LODR Regulations. It is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws, Securities law including Corporate Governance, Corporate restructuring, Capital markets, NBFC & RBI, etc.

M/s. Manju Mundra & Co. (Firm Registration Number: S2017503600 is a Firm of Company Secretaries having practical experience spanning over 25 years. The Firm holds a valid Peer Review Certificate no. 1667/2022. M/s Manju Mundra & Co. have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company. The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

### ITEM NO.4: - TO APPROVE INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 ("ACT")

After the merger of the group company IFF Overseas Private Limited, by the order of NCLT, Indore Bench order dated 09-05-2025, the Company will expand its manufacturing facilities in the travel gears, bags and ancillary items.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money so borrowed up to **Rs. 150,00,00,000 (Indian Rupees One Hundred & Fifty Crores Only)**. Under the provisions of section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid-up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of **Rs. 150,00,00,000 (Indian Rupees One Hundred & Fifty Crores Only)**. Under the provisions of section 180(1)(c) of the Companies Act, 2013, the borrowing powers beyond the prescribed limit can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid-up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of **Rs. 150,00,00,000 (Rupees One Hundred & Fifty Crores Only)**. The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1)(c) of the Act.

#### ITEM NO.5: - TO APPROVE PAYMENT OF REMUNERATION TO MRS. ANNAPURNA MAHESHWARI (DIN:) NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

Mrs. Annapurna Maheshwari was receiving remuneration for holding an office or place of profit in **IFF Overseas Private Limited** prior to its merger with **Brand Concepts Limited**. Consequent to the said merger, and in continuation of the existing arrangement, the Board of Directors now proposes to regularise and approve the payment of remuneration to Mrs. Annapurna Maheshwari under **Brand Concepts Limited**, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, has approved the payment of monthly remuneration of ₹2,50,000 to Mrs. Annapurna Maheshwari, Non-Executive, Non-Independent Director of the Company, with effect from 01st April, 2025.

Further, Regulation 17(6)(ca) of the SEBI LODR Regulations mandates that in the case of a Non-Executive Director who is a promoter or a member of the promoter group, the approval of the shareholders by way of a Special Resolution is required if the annual remuneration payable exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors of the Company.

The terms of remuneration of Mrs. Annapurna Maheshwari have been reviewed and approved by the Nomination & Remuneration Committee and the Board, after considering her qualifications, experience, and the valuable contribution expected from her towards the growth and governance of the Company. The remuneration proposed is in line with industry standards for similar roles and is considered commensurate with the duties and responsibilities assigned to her. The Board believes that her continued association with the Company will be beneficial and in the best interest of the shareholders.

In compliance with the requirements of Rule 15(3), the name of the related party is Mrs. Annapurna Maheshwari, the name of the Director/KMP who is related is Mr. Prateek Maheshwari [Managing Director], the nature of relationship is [Mother of Mr. Prateek Maheshwari], and the nature, material terms, and monetary value of the arrangement involve the payment of monthly remuneration of ₹2,50,000 for a period of 3 years. No other information, other than what has been stated herein, is considered relevant or important for the members to take a decision on the proposed resolution.

#### ITEM NO.6: APPROVAL OF PAYMENT OF PROFESSIONAL FEES TO MR. MANISH SAKSENA (DIN: ) NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Members are informed that Mr. Manish Saxena, Non-Executive Independent Director of the Company, has been associated with the Company and possesses rich expertise and industry experience which has immensely benefitted the Company's strategic and operational initiatives.

In order to avail his professional expertise more effectively, the Board of Directors, at its meeting held on 01st August, 2025, has approved the proposal for engagement of Mr. Saxena as Mentor to the Company with effect from 01st June, 2025 and thereof payment of Professional fees of ₹ 1,50,000 (One Lakh Fifty Thousand Rupees Only) per month (exclusive of applicable taxes and reimbursement of out-of-pocket expenses), in addition to the sitting fees payable to him for attending meetings of the Board and its Committees.

Since payment of Professional fees to a Non-Executive Independent Director, apart from sitting fees, falls within the scope of related party transactions under Section 188 of the Companies Act, 2013 and also requires approval under Regulation 17(6) of SEBI Listing Regulations, the same is being placed before the Members for approval.

#### ITEM NO.7: RE-PRICING OF THE EMPLOYEES STOCK OPTION GRANTED TO THE EMPLOYEES OF THE COMPANY UNDER EMPLOYEES STOCK OPTION PLAN 2020' .

The Company has adopted Employee Stock Option Plans named as Employees Stock Option Plan 2020' ("ESOP Plan 2020") in order to attract, retain and reward employees of the company.

The Nomination and Remuneration Committee (NRC) has been authorised to administer the ESOP Plans and below is the summary of ESOPs granted by NRC as on 14th August, 2024 to the group of employees and details of repricing of the same:

Date of Grant	Prior to Repricing		Repricing
	Granted No. of Options Granted	Exercise Price per Option (₹)	Revised Exercise Price per Option after Re-pricing (₹)
14-Aug-24	1,08,000	569/-	276/-

However, due to fall in the market price of shares of the Company (i.e. exercise price of ESOPs exceeding the current market price), the ESOPs, as granted above, have become unattractive. Therefore, based on current market price, the Board has decided to re-price the ESOPs granted during the financial years 2024-25

The Nomination and Remuneration Committee and the Board of Directors through Circular resolution dated 29th August, 2025 have approved the repricing of the ESOPs granted during the financial years 2024-25 under ESOP Plan 2020 and the revised exercise price of the ESOPs, as granted above, shall be Rs. 276/- per ESOP being the closing market price of shares of the Company on National Stock of India Limited.

Further, the Board hereby confirms the following:

- The proposed repricing is in the best interests of employees of the Company.
- The ESOPs which are proposed to be re-priced are not exercised by the employees.

- The proposed re-pricing of ESOPs is in accordance with applicable provisions of the Companies Act, 2013 and the rules made thereunder, SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and other applicable laws for the time being force.

Based on the recommendations of Nomination and Remuneration Committee and the foregoing disclosures, the Board has recommended the Re-pricing of the ESOPs granted during the financial years 2024-25 under ESOP Plan 2020, to the Shareholders of the Company for their approval by way of Special Resolutions for the Special Business Item Numbers 7 as set out in the Notice.

The Board recommends the resolution set out at Item No. 3,4,5 , 6 & 7 for approval of the Members as an Special Resolution.

Except for **Mrs. Annapurna Maheshwari** (Item No.5) **Mr. Prateek Maheshwari** (Item No.5) & **Mr. Manish Saxena** (Item No.6) none of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution. The Board of Directors recommends the passing of this resolution as a Special Resolution by the members.

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

**Swati Gupta**

Company Secretary & Compliance Officer  
Membership No. A33016

Date: 06th September, 2025  
Place: Indore

**Registered Office:**

04th Floor, UNO Business Park  
Bypass Road, Opp. Sahara City Bicholi Mardana  
Indore, Madhya Pradesh – 452016  
**CIN:** L51909MP2007PLC066484

**“ANNEXURE -I”****Details of Directors seeking appointment/ re-appointment at the AGM**

(Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India.)

Name of Director	Mrs. Annapurna Maheshwari
Date of birth & Age	31/10/1955 (69 years)
Date of first appointment on Board	15/01/2015
Educational Qualification	Qualified Graduate in Bachelor of Home Science from DAVV University Indore.
Expertise in functional areas	She is having vast experience of 38 years in Group Companies. Joined on the Board of Directors of IFF Group in 1994 (Group companies) with her core strengths being Designing and Production.
Details of shares held in the Company	9.36%
List of Companies in which outside directorship held	1) Industrial Filters & Fabrics Pvt Ltd. 2) IFF Overseas Private Limited
Member/Chairman of Committees of other Companies on which he is a director*	No
Relationship with any Director(s) of the Company	Mother of Mr. Prateek Maheshwari (Managing Director)
Number of board meeting attended during the year	1
Terms and condition of appointment / re-appointment	Liable to retire by rotation
Remuneration to be paid	2.5 Lakhs
Last drawn remuneration	NIL
Relationship	There are no inter-se relationship between other board members apart from mentioned above.

\* Includes membership/ Chairmanship in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

\*Mrs. Annapurna Maheshwari was receiving remuneration for holding office or place of profit in IFF Overseas Private Limited prior to its merger with Brand Concepts Limited. Consequent to the merger and in continuation of the said arrangement, the Board of Directors proposes to regularise and approve the payment of remuneration under Brand Concepts Limited, in compliance with applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

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

**Swati Gupta**

Company Secretary & Compliance Officer  
Membership No. A33016

Date: 06th September, 2025  
Place: Indore

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