BRAND CONCEPTS LIMITED
CIN – L51909MH2007PLC174702
140/2/2 Ring Road Squire Musakhedi, INDORE 452 001 (M.P) INDIA
Phone: 91-731-422300, Fax- 4221222/444

Date: 07th September 2020

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

Script Code: BCONCEPTS

Subject: Intimation of Annual General Meeting

This is to inform you that 13th Annual General Meeting will be held on Tuesday, September 29th 2020, at 10:30 A.M. through Video Conferencing (VC)/Other Audio-Visual Means ('OAVM).

Please note that the Register of Members and Share Transfer Books of Company will be closed for the period 22/09/2020 to 29/09/2020 for the purpose of 13th Annual General Meeting

Kindly take the note of the same and acknowledge the receipt.

Yours sincerely,
For Brand Concepts Limited

Swati Gupta
Company Secretary & Compliance Officer

NOTICE OF THE 13TH ANNUAL GENERAL MEETING

Notice is hereby given that the **13thAnnual General Meeting** of the Shareholders of Brand Concepts Limited will be held on Tuesday, **29th day of September, 2019 at 10:30 A.M.** through Video Conferencing (VC)/Other Audio-Visual Means ('OAVM) to transact the following business:

ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mrs. Annapurna Maheshwari (DIN-00038346), who retires by rotation, and being eligible, offers herself for reappointment.

SPECIAL BUSINESS

3. **Approval of remuneration of Mr. Prateek Maheshwari, Managing Director.**

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 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the Board "), the consent of the Members of the Company be and is hereby accorded for maximum remuneration payable as the salary and perquisites (hereinafter referred to as "remuneration") to Mr. Prateek Maheshwari (DIN 00039340) Managing Director of the Company as set out in the explanatory statement attached hereto with effect from 9th December, 2020 for the remaining period of his present appointment with other terms and conditions remaining unchanged as per the existing resolution and with the power to the Board of Directors to alter and modify the same within the overall limit, as per the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT in the event of there being no profit or inadequacy of profit for any financial year, the remuneration payable to Mr. Prateek Maheshwari (DIN: 00039340) as set out in the explanatory statement or remuneration as may be approved by the Board of

Directors of the company from time to time shall be paid as minimum remuneration for that year.

RESOLVED FURTHER THAT Mr. Prateek Maheshwari (DIN: 00039340) shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors or the relevant committee of the Board of the Company be and are hereby authorized to vary and/or modify the terms and conditions of re-appointment including remuneration within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution."

4. Approval of remuneration of Mr. Abhinav Kumar, Executive Director & CFO.

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 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the Board"), the consent of the Members of the Company be and is hereby accorded for maximum remuneration payable as the salary and perquisites (hereinafter referred to as "remuneration") to Mr. Abhinav Kumar (DIN: 06687880) Whole-Time Director & CFO of the Company as set out in the explanatory statement attached hereto with effect from 9th December, 2020 for the remaining period of his present appointment with other terms and conditions remaining unchanged as per the existing resolution and with the power to the Board of Directors to alter and modify the same within the overall limit, as per the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT in the event of there being no profit or inadequacy of profit for any financial year, the remuneration payable to Mr. Abhinav Kumar (DIN: 06687880) as set out in the explanatory statement or remuneration as may be approved by the Board of Directors of the company from time to time shall be paid as minimum remuneration for that year.

RESOLVED FURTHER THAT Mr. Abhinav Kumar (DIN: 06687880) shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors or the relevant committee of the Board of the Company be and are hereby authorized to vary and/or modify the terms and conditions of re-appointment including remuneration within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution."

5. Approval for Employee Stock Option Plan titled as ESOP – 2020

To consider and if thought fit to pass, with or without modification, the following resolution as special resolution-

"RESOLVED THAT pursuant to the provision of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), pursuant to provisions of Memorandum and Article of Association of the Company, SEBI & Stock Exchange Regulation, if any , provision applicable if any of LODR, subject to approval and consent of all other appropriate statutory and regulatory authorities, the consent of the Members of the Company be and is hereby accorded to introduce and implement BCL – Employee Stock Option Plan 2020 ("ESOP 2020") and to create, grant, offer, issue and allot, at any time, to the present and/ or future permanent employees of the company working in India and or directors (including whole-time directors but excluding non-executive independent director) of the Company and any other individuals/ entities as allowed under applicable rules, regulations, guidelines and laws and on such terms

and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of ESOP 2020.

"**RESOLVED FURTHER THAT** all the directors and the Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds or matters to be done in regard including power to execute documents or action as may be considered necessary to give effect to the above said resolution. "

Dated: 05th September, 2020
Place: Indore

By order of the Board of Directors

Swati Gupta
Company Secretary
(ACS: 33016

Registered Office
Lotus Star, Plot No. D-5, Road No. 20,
Marol MIDC, Andheri East,
Mumbai – 400093 (MH)
CIN: L51909MH2007PLC174702
Website: www.brandconcepts.in
Email: swati.gupta@brandconcepts.in

NOTES:

Important dates for members

ANNUAL GENERAL MEETING: Annual General Meeting will be held on Tuesday, 29th September, 2020 at 10.30 a.m. through Video Conferencing (VC)/Other Audio-Visual Means ('OAVM) to transact the following business.

CUT OFF DATE: Cut Off Date will be 22nd September, 2020 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 9.00 a.m. on 26th Sep. 2020 to 5.00 p.m. on 28th September, 2020, both days inclusive. Remote e-Voting will be blocked after 5.00 p.m. on 28th September, 2020.

BOOK CLOSURE will be from Tuesday, 22nd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive).

1. In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed, the Government of India; Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 22/2020 dated June 15, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website www.brandconcepts.in.The deemed venue for the AGM shall be the Registered Office of the Company.

2. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional/Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e- voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address mmanjucs@gmail.com with copies marked to the Company at swati.gupta@brandconcepts.in and to Central Depository Securities Limited (CDSL at helpdeak.voting@cdslindia.com).

4. 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 Companies Act, 2013.

5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to all the Members on their respective email addresses as registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.brandconcepts.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of CDSL i.e. www.evotingindia.com.

7. The shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants/ the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices/ documents/ Annual Reports electronically.

8. Those shareholders who want to change their registered e-mail address are requested to get their new e-mail addresses submitted, by following the procedure given below:

(a) Please register the new email address in respect of electronic holdings with the depository through the concerned depository participants or provide DPID-CLID (16 digit DPID + CLIO or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to swati.gupta@brandconcepts.in. In case shares are held in physical mode, please provide 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 the RTA or to company at swati.gupta@brandconcepts.in.

(b) Alternatively, member may send an e-mail request to evotingindia@cdsl.com for obtaining User ID and Password by proving the details mentioned in Point (a)

9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at swati.gupta@brandconcepts.in on or before September 25, 2020 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

10. Members are requested to notify any change of address to their depository participants in respect of shares held in dematerialized form, and to Registrar and Share Transfer Agent of the Company - M/s. Bigshare Services Private Limited, Bharat tin Works Building, 1st floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059 Ph: 022-62638202 in respect of shares in physical form, under their signatures and quoting respective folio number.

11. To prevent fraudulent transactions, members are advised to exercise due

diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

12. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agents by members holding shares in physical form. Members holding shares in electronic form may obtain nomination form from their respective Depository Participants.

13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

14. As per the provision Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of directors eligible for re-appointment at the 13th Annual General Meeting are given separately in the notice.

15. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: swati.gupta@brandconcepts.in.

16. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

INSTRUCTIONS FOR E- VOTING BY SHAREHOLDERS.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 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 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Members can join the AGM 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 AGM through VC/OAVM will be made available to all members including 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.

3. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM will be uploaded on the website of the Company at www.brandconcepts.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on 26th September 2020 to 28th September 2020 and timing will be 9 am onwards to 5 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22/09/2020 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) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using

your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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. • 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 as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant Brand Concepts Limited on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting".** The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. 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.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the EGM/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 EGM/AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; mmanjucs@gmail.com (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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013) –

Item No. 3

Mr. Prateek Maheshwari (DIN 00039340) was appointed as Managing Director of the Company for a period of 5 years effective 9th December, 2017, not liable to retire by rotation and the said appointment and remuneration was approved by the Members of the Company in their Extra-ordinary General Meeting held on 9th December, 2017. The Company has entered in to an Agreement on 9th December, 2017 with Mr. Prateek Maheshwari (DIN 00039340) which specify the terms and conditions of appointment and

remuneration of him as Managing Director of the Company. However, the remuneration to be paid in case of inadequacy of profits in terms of Schedule V Part II section II shall be for a period not exceeding three years from the date of his appointment so this approval is proposed.

Considering to the contributions made by Mr. Prateek Maheshwari (DIN 00039340) which made the Company to grow and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on 5th September, 2020 has considered the further approval in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Prateek Maheshwari (DIN 00039340) Managing Director of the Company as set out hereunder with effect from 9th December, 2020, subject to the approval of the Shareholders. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated 9th December, 2017 and agreed as per the agreement between the Company and Mr. Prateek Maheshwari (DIN 00039340) shall remain unchanged.

It may be noted that the remuneration payable to Mr. Prateek Maheshwari (DIN 00039340), Managing Director will not be increased or decreased and remained same as approved by the members vide their resolution dated 9th December, 2017.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Prateek Maheshwari (DIN 00039340), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in this resolution according to Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time. However, looking to the covid-19 situation the Managing Director willingly waived off a part of his salary and will continue to draw less salary as per the growth situation of the company as detailed by him.

Remuneration:

a) Basic Salary: Rs 2,76,666 per month
b) Other Perquisite: 4,14,997 per month

The annual increments which will be effective from 1st April each year, as may be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and according to the performance of the Company.

c) Benefits, Perquisites and Allowances: included in overall remuneration

(i) Leave Travel Allowance: Reimbursement once in a year as per the Rules of the Company.
(ii) Medical Allowance (for self & family): As per the Rules of the Company.
(iii) Gratuity payment: Computed at half a month's salary for each completed year of service.
(iv) Free mobile phone and telephone facility at residence.
(v) Free use of car for official and personal use.
(vi) House Rent Allowance: As per the Rules of the Company and the government.

d) No sitting fees is payable to Managing Director.

Statement of Information relevant to Mr. Prateek Maheshwari as required under Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

1. **Nature of Industry**

   Trading Company of travel gears and accessories

2. **Date or expected date of commencement of commercial production**

   The company was incorporated on 4th October, 2007 and commenced its activities immediately.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

   Not applicable

4. **Financial performance based on given indicators**

Particulars	**(Rs. In Lacs)**	
	31.03.2020	**31.03.2019**
Revenue		
1. Revenue from operations	7128.36	8180.58
2. Other Income	19.30	15.51
Profit before Tax	(139.40)	377.62
Less: (i) Current Tax	-	129.37
(ii) Deferred Tax	(28.57)	(25.05)
Profit for the period from continuing Operations	(110.83)	266.80
Profit/(Loss) from Discontinued Operations	-	-
Profit/(Loss) for The Period	(110.83)	266.80
Other comprehensive Income	-	-
Item that will not be reclassified to profit and loss	-	-
Item that will be reclassified to profit and loss	-	-
-	-	-
Dividend (Including Interim if any and Final)	-	-
Earnings Per Share (Basic)	(1.05)	2.52
Earnings Per Share (Diluted)	(1.05)	2.52

5. **Foreign investments or collaborations, if any**

Not Applicable

II. INFORMATION ABOUT MR. PRATEEK MAHESHWARI

Mr. Prateek Maheshwari aged 38 years is associated with the Company since 1st April, 2010 and reappointed as the Managing Director of the company for a period of five years w.e.f 9th December, 2017. He as Managing Director has been looking after the overall affairs and operations of the Company. The Company has made enormous progress under the stewardship of Mr. Prateek Maheshwari. His vision is to take the Company to be amongst the best in the global markets.

In the financial year 2019-20 Mr. Prateek Maheshwari (DIN-00039340) was paid remuneration of Rs. 83 Lakhs as Managing Director. Details of proposed remuneration for remaining period have been disclosed above. There are no recognitions or awards.

Taking into consideration the size of the company, profile of Mr. Prateek Maheshwari, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

Besides the remuneration being received, he does not have any pecuniary relationship with the company

III. OTHER INFORMATION:

1. **Reasons for loss or inadequate profits**

Due to sudden outburst of COVID-19 pandemic worldwide which had hampered the supplies from China from December Onwards and then Lockdown in India from March month onwards has made lose sale for entire last Quarter which substantially reduced the turnover of the Company.

2. **Steps taken or proposed to be taken for improvement.**

During the year under review, the Company has taken various effective cost control measures which would result in better performance in the ensuing years.

3. **Expected increase in productivity and profits in measurable terms.**

Barring unforeseen circumstances, the Company's operation should give normal returns in the coming financial year as compared to last Financial Year.

IV. Disclosures:

The disclosures mentioned under this section are not applicable to the Company, however remuneration of directors are being disclosed in the Board's report.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Prateek Maheshwari (DIN 00039340) is now being submitted to the Members for their approval by way of Special Resolution and recommended for approval.

Mr. Prateek Maheshwari and Mrs. Annapurna Maheshwari and their relatives are interested in the said resolution, to the extent of their shareholding in the company. None of the other directors or key managerial person or relatives of directors and KMP are concerned or interested in the said resolution, whether financially or otherwise.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 4

Mr. Abhinav Kumar (DIN 06687880) was appointed as Whole-Time Director of the Company for a period of 5 years effective 9th December, 2017 and the said appointment and remuneration was last approved by the Members of the Company in their Extra-Ordinary General Meeting held on 9th December, 2017 and revised in Annual General Meeting held on 21st September, 2018. The Company has entered in to an Agreement on 9th December, 2017 with Mr. Abhinav Kumar (DIN 06687880) which specify the other terms and conditions of appointment and remuneration of him as Executive Director & CFO of the Company. However, the remuneration to be paid in case of inadequacy of profits in terms of Schedule V Part II section II shall be for a period not exceeding three years from the date of his appointment so this approval is proposed.

Considering to the contributions made by Mr. Abhinav Kumar (DIN 06687880) which made the Company to grow and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on 5th September, 2020 has considered the further approval in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr Abhinav Kumar (DIN 06687880) Whole-Time Director & CFO of the Company as set out hereunder with effect from 9th December, 2020, subject to the approval of the Shareholders. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated 21st September, 2018 and agreed as per the agreement between the Company and Mr. Abhinav Kumar (DIN 06687880) shall remain unchanged.

It may be noted that the remuneration payable to Mr. Abhinav Kumar (DIN 06687880), Executive Director & CFO will not be increased or decreased and remained same as approved by the members vide their resolution dated 21st September, 2018.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Abhinav Kumar (DIN 06687880), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in this resolution

according to Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time. However, looking to the covid-19 situation the Managing Director willingly waived off a part of his salary and will continue to draw less salary as per the growth situation of the company as detailed by him.

Remuneration:

a) Basic Salary: Rs 2,80,000 per month
b) Other Perquisite: 4,20,000 per month

The annual increments which will be effective from 1st April each year, as may be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and according to the performance of the Company.

c) Benefits, Perquisites and Allowances: included in overall remuneration

i) Leave Travel Allowance: Reimbursement once in a year as per the Rules of the Company.
ii) Medical Allowance (for self & family): As per the Rules of the Company.
iii) Gratuity payment: Computed at half a month's salary for each completed year of service.
iv) Free mobile phone and telephone facility at residence.
v) Free use of car for official and personal use.
vi) House Rent Allowance: As per the Rules of the Company and the government.

d) No sitting fees is payable to Managing Director.

Statement of Information relevant to Mr. Abhinav Kumar (DIN 06687880) as required under Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION- as specified in item no. 3 above

II. INFORMATION ABOUT MR. ABHINAV KUMAR

Mr. Abhinav Kumar is the CFO and Executive Director of the company for a period of five years w.e.f 9th December, 2017. He as Executive Director has been looking after the overall affairs and operations of the Company. The Company has made enormous progress under the stewardship of Mr. Abhinav Kumar. His vision is to take the Company to be amongst the best in the global markets.

In the financial year 2019-20 Mr. Abhinav Kumar (DIN 06687880) was paid remuneration of Rs. 84 Lakhs as Executive Director & CFO. Details of proposed remuneration for remaining period have been disclosed above. There are no recognitions or awards.

Taking into consideration the size of the company, profile of Mr. Abhinav Kumar (DIN 06687880) responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

Besides the remuneration being received, he does not have any pecuniary relationship with the company

III. OTHER INFORMATION: as specified in item no. 3 above

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Abhinav Kumar (DIN 06687880) is now being submitted to the Members for their approval by way of Special Resolution and recommended for approval.

Except Mr. Abhinav Kumar none of the directors or key managerial person or their relatives are concerned or interested in the said resolution, whether financially or otherwise.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 5

As the members are aware that the company firmly believes that the success of the company objective is largely is determined by the quality of the work force and their commitment to achieve company's objective. It is organised that not only good employment opportunities, but also additional motivating mechanism are needed to incentivise employees and aligning there interest with the interest of the company.

The belief and in order to fulfill the commitment made to new senior/ middle level hiring undertaken/ to be taken by the company and further considering the fact that only around 211656 stock options are available for grant in ESOP-2020, with an objective to attract, retain, motivate and incentivise the employees, the Board of Directors of the Company at their meeting held on 05th September 2020 approved introduction of new Employee Stock Option Plan titled as ESOP-2020, largely in line with the existing employees stock option plans of the Company, to create and grant the stock option not exceeding 211656 stock options, each convertible into 1(One) Equity share of the company having face value of INR Rs. 10(Ten) each.

The broad features of ESOP -2020 are:

Particular	BCL Limitation
(a) Total number of stock options to be granted;	211656 Equity Shares (2% of Paid up share Capital)
(b)Identification of classes of employees entitled to participate in the employee stock option scheme;	1) A Permanent Employee of the Company who has been working in India or outside India; or 2) A Director of the Company, whether a Whole-Time Director or not but excluding an Independent Director, if any; or 3) An employee as defined in clause (a) or (b) of a subsidiary company, in India or outside India, if any, **but does not include-** **i)** An employee who is promoter or a person belonging to the promoter group; or ii) A director who, either himself, or through his relative, or through any body corporate, directly or indirectly, holds more than 10 percent of the shares of the Company.
(c) Appraisal process for determining the eligibility of employees to the employee stock option scheme;	To decide, Power vested with Remuneration Committee as per ESOP -2020.
(d)Requirements of vesting and period of vesting;	Minimum Vesting Period of one year from the grant of option.
e) Maximum period within which the options shall be vested	To decide, Power vested with Remuneration Committee as per ESOP -2020.
f) Exercise period and process of exercise;	Exercise Period 3 months after completion of vesting period
(g) Lock-in period, if any;	1(One)yr
(h) Maximum number of options to be granted per employee and in aggregate;	To decide, Power vested with Remuneration Committee as per ESOP -2020.
(i) Conditions under which option vested in employees may lapse;	During Resignation/surrender/termination/if not exercise within time limit prescribed in accordance with ESOP 2020
(J) Price at which Employee Can Exercise	To be Decided by Remuneration Committee but not less than face value
(k) Implementation and administration of ESOP 2020	Power Vested to Remuneration Committee in accordance with ESOP - 2020.

Members are requested to note that the Company shall confirm to the Accounting Policies as applicable to the Company, from time to time.

Members are requested to note that it is proposed to seek the approval of the Members of the Company in terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture)Rules, 2014 for the introduction and implementation of the ESOP 2020 the draft of which is made available for the inspection by the Members at the corporate office of the Company during normal business hours on all working days (i.e. except Saturday(s), Sunday(s) and Public Holiday(s) upto the date of Annual General Meeting.

The Board recommends, the resolution(s) set out at Item No. 5 of this AGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meeting, the brief profile of Directors eligible for re-appointment vide item no. 2 is as follows

Nature of information	**Item No. 2 of notice**	**Item No. 3 of notice**	**Item No. 4 of notice**
Name	Annapurna Maheshwari	Prateek Maheshwari	Abhinav Kumar
Date of birth	31/10/1955	12/11/1981	15/01/1981
Date of Appointment	15/01/2015	01/04/2010 & Reappointed as Managing Director on 09/12/2017	12/09/2013 & Reappointed as Whole Time Director on 09/12/2017
Educational Qualification	Qualified Graduate in Bachelor of Home Science from DAVV University Indore.	MBA from SP Jain Institute, Mumbai	MBA in Communication Management, Symbosis Pune
Expertise in functional areas	She is having vast experience of 33 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.	Having worked in the US for over 6 years in the Travel Gear Industry, he possess vast experience in the field of Brand Licensing and Fashion Gear manufacturing. He is looking after policy matters, organizational development and overall administration of our company. His role in the company as Managing Director is most suitable considering his	He started his career with Advertising after that he moved on to head the marketing activities of Tommy Hilfiger with Murjani Group. He was not only instrumental in launching 10 difference categories under Tommy Hilfiger Brand but also a part of the core team which brought in the other brands. He is taking care of

		present role in the Company's day to day management.	overall business and market development of the Company.
Details of shares held in the Company	9.92%	9.92%	6.61%
List of Companies in which outside directorship held	1) Industrial Filters & Fabrics Pvt Ltd. 2) IFF Overseas Pvt Ltd.	1) Industrial Filters & Fabrics Pvt Ltd. 2) IFF Overseas Pvt Ltd.	NIL
Member/Chairman of Committees of other Companies on which he is a director*	No	Board of Directors	No
Relationship with any Director(s) of the Company	Mother of Mr. Prateek Maheshwari (Managing Director)	Son of Mrs. Annapurna Maheshwari (NED)	No
Number of board meeting attended during the year	**2**	**4**	**4**
Terms and condition of appointment / re-appointment	Liable to retire by rotation	As per resolution	As per resolution
Remuneration to be paid	NIL	Rs. 83 Lacs per annum	Rs. 84 Lacs per annum
Last drawn remuneration	NIL	Rs. 83 Lacs per annum	Rs. 84 Lacs per annum
Relationship	There are no inter-se relationship between other board members apart from mentioned above.	There are no inter-se relationship between other board members apart from mentioned above.	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.

Dated: 05th September, 2020
Place: Indore

By order of the Board of Directors

Swati Gupta
Company Secretary
(ACS: 33016)

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