BRAND CONCEPTS LIMITED

CIN – L51909MH2007PLC174702
140/2/2 Ring Road Square Musakhedi, INDORE 452 001 (M.P) INDIA
Phone: 91-731-422300, Fax- 4221222/444
Email: info@brandconcepts.in

Date: 19/04/2023

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

Symbol: **[BCONCEPTS]**

To,
BSE Limited
Listing & Compliance Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400051

Scrip Code: 543442

Sub: Intimation of Notice of Postal Ballot under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Pursuant to Reg 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, please find enclosed the Postal Ballot Notice dated 19th April 2023, along with explanatory statement thereof seeking approval of the members of the Company for the following

1. **Increase in Remuneration of Mr. Abhinav Kumar (DIN: 06687880) as Whole Time Director & Chief Financial Officer.**

Further find below the schedule of the events for Postal Ballot

S.No.	Activity	Date
1	Cut-off Date for sending Postal Ballot Notice to members	14.04.2023
2	E Voting Start Date	21.04.2023
3	E Voting End Date	20.05.2023

The said Postal Ballot notice will also be made available on the website of the Company www.brandconcepts.in

Kindly take the above information on record.
Thanking You
Yours faithfully
For Brand Concepts Limited

Swati Gupta
Digitally signed by Swati Gupta
Date: 2023.04.19 17:19:17 +05'30'

Swati Gupta
Company Secretary & Compliance Officer
Mem No: A33016

BRAND CONCEPTS LIMITED
Regd. Office: Lotus Star, Plot No. D-5, Road No. 20, Marol MIDC,
Andheri East Mumbai – 400093 (MH)
CIN: L51909MH2007PLC174702
E-mail: swati.gupta@brandconcepts.in; **Website:** www.brandconcepts.in

NOTICE OF POSTAL BALLOT

[pursuant to Section 108 and section 110 of the Companies Act, 2013 read with Rule20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members of the
Brand Concepts Limited
Mumbai

Notice is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")** read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India **("SS-2"),** as amended and in accordance with the circulars prescribed by the Ministry of Corporate Affairs **("MCA")** for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 and General circular No. 11/2022 dated 28-12-2022 **("MCA Circulars"),** for seeking approval of the Members of Brand Concepts Limited **("the Company")** to transact the businesses as set out hereunder by passing special Resolutions by way of Postal Ballot only through remote voting by electronic means **("remote e-voting").**

Pursuant to Section 102 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice **("Notice")** for your consideration and forms part of this Notice.

On account of the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its members' who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Further, as per the MCA circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The instructions for remote e-voting are appended to this Notice.

As per the rules read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English National Daily Newspaper circulating widely (in English Language) and one Regional daily Newspaper circulating in Mumbai (in Vernacular language, i.e. Marathi).

The Company has appointed Ms. Manju Mundra (COP-3454), Proprietor of Manju Mundra & Co., Practicing Company Secretary, Indore to act as Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-Voting facility only, provided by the Company, not later than 5:00 PM (IST) till Saturday, 20th May, 2023. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Scrutinizer will submit her report to the Chairman or any other person authorized by her after completion of the scrutiny of Postal Ballots and e-voting on or before 5.00 p.m. on or before Monday, 22nd May, 2023. The said results will be intimated to National Stock Exchange of India Limited ("NSE") and BSE Limited, where the Company's Shares are listed, and displayed on the website of the Company i.e. website: www.brandconcepts.in.

The Notice is available on the website of the Company i.e. www.brandconcepts.in, the National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com, where the shares of the Company are listed and on the CDSL website at www.evotingindia.com.

SPECIAL BUSINESS:

RESOLUTION 1:

Increase in Remuneration of Mr. Abhinav Kumar (DIN: 06687880) as Whole Time Director & Chief Financial Officer.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for increasing the remuneration of Mr. Abhinav Kumar (DIN: 06687880) Whole Time Director & Chief Financial Officer of the Company (who was re-appointed for a period of 5 years w.e.f December 09, 2022) during the period of his present tenure effective from April 1, 2023 for a period of 3 years.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the tenure of Mr. Abhinav Kumar as the Whole Time Director & Chief Financial Officer of the Company, shall be paid the remuneration as set out in the Explanatory Statement referred to above as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

Dated: 19th April, 2023
Place: Indore

By order of the Board of Directors
For Brand Concepts Limited

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:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out the material facts relating to the proposed resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice ("Notice").

2. On account of the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its members' who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Further, as per the MCA circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

3. This Notice is being sent electronically (via e-mail) to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, April 14th, 2023 ("Cutoff Date") and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA), Big Share Services Private limited, having address at Office No. S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400 093 India. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date which will only be considered to avail the facility of remote E-voting.

4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company's (RTA/ Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.

5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at swati.gupta@brandconcepts.in.

6. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facility to its Members. The detailed procedure with respect to e-voting is mentioned hereunder.

7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company shall serve notice through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or the RTA. Members who have not registered their email addresses can now register the same by sending scanned copy(ies) of duly signed request letter to RTA at the email ID: info@bigshareonline.com Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.

   Those Members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA to enable servicing of notices / documents / Annual Reports electronically to their email address.

8. Dispatch of the Notice shall be deemed to be completed on the day on which CDSL sends out the communication for the postal ballot process by e-mail to the members of the Company.

9. The remote e-voting shall **commence on Friday, 21st April, 2023 at 9.00 A.M. (IST) and end on Saturday, 20th May, 2023 at 5.00 P.M. (IST).** During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

10. The Board of Directors in its meeting held on 19th April, 2023 had appointed Ms. Manju Mundra (CP No. 3454), Proprietor of Manju Mundra & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. Ms. Manju Mundra has given her consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority.

11. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and submit her report to the Chairman or any other person authorised by Board who shall countersign the same and declare the result of the voting forthwith, after scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before Monday, 22nd May, 2023. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.brandconcepts.in** and on the website of CDSL **www.evotingindia.com** immediately after the result is declared by the Chairman or any other person authorized by the Board, and the same shall be communicated to the National Stock Exchange of India

Limited ("NSE"), & Bombay Stock Exchange (BSE) where the shares of the Company are listed.

13. The vote in this Postal Ballot cannot be exercised through proxy.

CDSL e-Voting System – For Remote e-voting or postal ballot

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on **Friday 21st April, 2023 at 9.00 A.M. (IST) and end on Saturday, 20th May, 2023 at 5.00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, April 14th, 2023** 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.

(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 **CDSL**	1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(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.

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 Folio 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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 sent by Company/RTA or contact Company/RTA.
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.

(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) **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 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; swati.gupta@brandconcepts.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 **Company/RTA email id**.

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 or contact at 022- 23058738 and 022-23058542/43.

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 or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1), ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS "THE ACT"), THE RULES MADE THEREUNDER, AS APPLICABLE, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (HEREINAFTER REFERRED TO AS "LISTING REGULATIONS") AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Item 1

Mr. Abhinav Kumar (DIN 06687880) was re-appointed as Whole-Time Director & CFO of the Company for a period of 5 years effective 9th December, 2022 and the said appointment was last approved by the Members of the Company by way of Special Resolution via Postal Ballot completed on 11th February 2023 and last remuneration was approved on in its meeting held on 05th September 2020. 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 11th February, 2023 and agreed as per the agreement between the Company and Mr. Abhinav Kumar (DIN 06687880) shall remain unchanged.

It is proposed to seek member's approval by way of special resolution for the remuneration payable to Mr. Abhinav Kumar as Whole Time Director & CFO.

Brief Profile

Further details of Mr. Abhinav Kumar are as under:

Name	Abhinav Kumar
Date of Birth and age	15/01/1981 (42 years)
Date of appointment	12/09/2013 & Reappointed as Whole Time

	Director on 09/12/2017 and thereafter further reappointed on 09/12/2022 for a period of five years.
Qualifications	MBA in Communication Management, Symbosis Pune.
Expertise in specific functional areas	He is post graduate from Symbiosis, Pune. He has started his career with Advertising. After that he moved on to head the marketing activities of Tommy Hilfiger India during his tenure with the Murjani Group. He was not only instrumental in launching 10 different categories under Tommy Hilfiger brand, but was also the part of the core team which brought in the other brands Calvin Klien, FCUK, Jimmy Choo, Gucci, Botega Venetta in India under the Murjani stable. He is taking care of overall business and market development of our Company.
Terms and Conditions of appointment and proposed remuneration to be paid	As per resolution passed for appointment on 11-02-2023 apart from remuneration which is proposed to Rs. 120 lacs per annum as minimum remuneration.
Remuneration last drawn	Rs. 84 lacs per annum.
Number of Board meetings attended during the year (Financial Year 2022-23)	9 (Nine)
Directorships held in other companies	2
Memberships / Chairmanships of committees of other companies	2
Number of Equity Shares held in the Company	763000

The terms and conditions are set out herein below:

1. **TENURE OF APPOINTMENT**:

The appointment of Abhinav Kumar as Whole Time Director & CFO is for a period of 5 years with effect from 09th December 2022.

2. DUTIES AND RESPONSIBILITIES:

Mr. Abhinav Kumar the 'Whole Time Director & CFO' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

3. REMUNERATION:

(a) Total remuneration

The remuneration payable to Mr. Abhinav Kumar shall be 5% (five percent) of the net profits of the Company calculated in accordance with the provisions of the Section 198 of the Companies Act, 2013. The same shall be payable in two components: (i) basic salary, which shall also be the minimum remuneration payable to Mr. Abhinav Kumar; and (ii) balance as incentive upon completion of the financial year and ascertainment of the net profits for such year.

(b) Basic Salary

Basic Salary of ₹ 1000000 per month with effect from 01st April 2023. The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

(c) Benefits, Perquisites & Allowances.

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) Incentive
At the completion of the financial year, the Company shall ascertain the net profits for such financial year and the same reduced by the basic salary shall be paid as incentive to Mr. Abhinav Kumar if fall within the calculation of 5% of the net profits.

(e) Stock Options
In addition to the total remuneration above, Mr. Abhinav Kumar shall also be granted upto 240000 stock options at an exercise price of Rs. 25 during the financial year 2023-24. The vesting of such options shall be in accordance with the terms, as may be approved by the Nomination and Remuneration Committee.

(f) Minimum Remuneration
Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole Time Director & CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances, subject to such further approvals as may be required, if any.

(g) Other terms of appointment
The CFO & WTD shall enter into an Agreement containing, inter alia, the following terms:

(i) The CFO & WTD shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
(ii) The terms and conditions of the appointment of the CFO & WTD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the CFO & WTD, subject to such approvals as may be required.
(iii) The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
(iv) The employment of the CFO & WTD may be terminated by the Company without notice or payment in lieu of notice:
    - if the CFO & WTD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
    - in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the CFO & WTD of any of the stipulations contained in the Agreement.
(v) Upon the termination by whatever means of the CFO & WTD's employment:

- the CFO & WTD shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and unless the Board of Directors of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company.
- the CFO & WTD shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies

(vi) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the CFO & WTD, unless specifically provided otherwise.

(vii) If at any time, the CFO & WTD ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the CFO & WTD and employee of the Company. In case of termination for any reason whatsoever, the CFO & WTD will cease to be the Director and employee of the Company. Notwithstanding the above, the Board, may at its absolute discretion decide to continue him as a Director or an employee of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, the terms of remuneration of the CFO & WTD as specified above are now being placed before the Members for their approval by way of a Special Resolution. The Board commends the Resolution for approval by the Members.

Except Mr. Abhinav Kumar, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolutions set out in the Notice.

Dated: 19th April, 2023
Place: Indore

By order of the Board of Directors
For Brand Concepts Limited

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