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## COMPANY INFORMATION

**BOARD OF DIRECTORS:**

Mr. Prateek Maheshwari	:	Managing Director
Mr. Abhinav Kumar	:	CFO & Whole Time Director
Ms. Annapurna Maheshwari	:	Non Executive Director
Mr. Narender Tulsidas Kabra	:	Independent Director
Mr. Kushagra Praveen Toshniwal	:	Independent Director
Mr. Manish Saksena	:	Non Executive Director

**CHIEF FINANCIAL OFFICER**

Mr. Abhinav Kumar

**COMPANY SECRETARY**

Ms. Swati Gupta

**STATUTORY AUDITORS**

Maheshwari & Gupta  
Chartered Accountant  
312-314, Manas Bhawan Extn.  
11/2, R.N.T. Marg,  
Indore - 452001 (M.P.)

**SECRETARIAL AUDITOR**

M/S. Manju Mundra & Co.  
Company Secretaries  
302, Soni Mansion Building,  
12-B Ratlam Kothi,  
Indore - 452010 (M.P.)

**INTERNAL AUDITOR**

M/s. B Mantri & Co.  
Chartered Accountant Firm,  
208-209, The Horizon, Nath Mandir Road,  
11/5, South Tukoganj, Indore - 01

**BANKERS**

YES BANK  
STATE BANK OF INDIA  
ICICI BANK  
AXIS BANK

**REGISTERED OFFICE**

Lotus Star, Plot No. D-5,  
Road No.20 Marol, MIDC,  
Andheri East Mumbai - 400093 (MH)

**CORPORATE OFFICE**

140/2/2, Musakhedi Square,  
Ring Road,  
Indore - 452010 (MP)

**REGISTRAR & SHARE TRANSFER AGENT**

BigShare Services Private Limited  
Bharat Tin Works Building, 1st Floor,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai -400059

NOTICE OF THE 13<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **13th Annual 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](http://www.brandconcepts.in)**

**Email: [swati.gupta@brandconcepts.in](mailto: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 dispensed 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](http://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](mailto:mmanjucs@gmail.com) with copies marked to the Company at [swati.gupta@brandconcepts.in](mailto:swati.gupta@brandconcepts.in) and to Central Depository Securities Limited (CDSL at [helpdesk.voting@cdslindia.com](mailto:helpdesk.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](http://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](http://www.nseindia.com) and the AGM Notice is also available on the website of CDSL i.e. [www.evotingindia.com](http://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](mailto: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](mailto:swati.gupta@brandconcepts.in).
  - (b) Alternatively, member may send an e-mail request to [evotingindia@cdsl.com](mailto: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](mailto: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 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](http://www.brandconcepts.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. [www.nseindia.com](http://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 i.e. [www.evotingindia.com](http://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](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form and Physical Form</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 which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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 as mentioned in instruction (v).</li> </ul>

- (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 DEPOSITORY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- 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**.
- 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 AGM THROUGH VC/OAVM ARE AS UNDER:**

- Shareholder will be provided with a facility to attend the 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.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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 at least 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 ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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 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 AGM. However, they will not be eligible to vote at the 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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:swati.gupta@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.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 into 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 to 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
<b>Revenue</b>		
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	-	135.87
(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 to 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, <b>but does not include-</b> 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	12/09/2013 & Reappointed as
Educational Qualification	Qualified Graduate in Bachelor of Home Science from DAVV University Indore.	Managing Director on 09/12/2017 MBA from SP Jain Institute, Mumbai	Whole Time Director on 09/12/2017 MBA in Communication Management, Symbiosis 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 present role in the Company's day to day management.	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 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	No	Board of Directors	No
Companies on which he is a director*			
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**

**Registered Office**

Lotus Star, Plot No. D-5, Road No. 20,  
Marol MIDC, Andheri East,  
Mumbai - 400093 (MH)

**CIN: L51909MH2007PLC174702**

**Website: [www.brandconcepts.in](http://www.brandconcepts.in)**

**Email: [swati.gupta@brandconcepts.in](mailto:swati.gupta@brandconcepts.in)**

**Swati Gupta**  
**Company Secretary**  
**(ACS: 33016)**

## BOARD'S REPORT

To  
**The Members**  
**Brand Concepts Limited**  
**CIN- L51909MH2007PLC174702**  
**Indore**

The Directors hereby presents their 13th Director's Report on the business and operation of the Company together with the audited Financial Statements for the financial year ended 31st March 2020

### 1. Financial Result:

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

		In Rs.	
Particulars For the year ended	2019-20	2018-19	
<b>Net Sales/Income from:-</b>			
1. Business Operation	7128.36	8180.58	
2. Other Income	19.30	15.51	
<b>Profit after Depreciation and Interest</b>	<b>(139.40)</b>	<b>377.62</b>	
Less: Current income Tax	-	129.37	
Less: Previous year adjustment of Income Tax	-	6.48	
Less: Deferred Tax	(28.57)	(25.05)	
<b>Net Profit After Tax</b>	<b>(110.83)</b>	<b>266.80</b>	
Dividend (Including Interim if any and Final)	-	-	
Earnings Per Share (Basic)	(1.05)	2.52	
Earnings Per Share (Diluted)	(1.05)	2.52	

The total revenue of the company for the financial year 2019-20 has posted gross income of Rs. 71.28 crores as compared to Rs. 81.80 crores in the corresponding previous year, registering a drop of approx. 12.86% as compared to previous corresponding year. As a result, your company has posted net loss of Rs. 1.11 crores as compared to Rs. 2.52 crores net profit in the corresponding previous year.

### 2. State of Company's Affairs and Prospects:

The Covid 19 situation has gripped the whole world including India. The impact started from December onwards from China which initially disturbed the supply chain and then onwards shutting down of the economy in India from March onwards. COVID-19 has certainly brought many challenges and uncertainties to the business. However, company is making all the efforts to revive back by reducing cost, shifting dependency from International Market to domestic market for sourcing, working on adding other product category. The Company has planned several corrective measures viz. increasing volumes; improve productivity and ensuring overall operational efficiency.

### 3. Material Changes affecting the Financial Position of the Company

There are no material changes and commitments affecting the financial position of the company occurred after the end of the financial year till the date of this report.

### 4. Changes in Nature of Business

There are no material changes in the nature of business during the year.

### 5. Impact of COVID-19 Pandemic

The COVID-19 situation affected the business transactions of the Company. The Company's office remains closed during the lock down period and also thereafter till date taking note of gravity of the pandemic and for the safety and health of the employees. For few days the employees has worked from home and after the office remains open, the Company is taking utmost care of its staff like sanitization, social distancing, mandatory mask wearing, thermal check at the entry, proper hygiene and other health related protocols considering announcements by the Government and in consultation with the doctors.

Since the business of the company is primarily in the area of travelling luggage which is most affected area due to COVID-19. Q1 of 2020 being lockdown months, the revenues, margins and profitability for the operations of the Company are likely to be adversely impacted. As the business situation is very dynamic, the management of the Company is closely monitoring it and will take appropriate steps from time to time. Barring unforeseen circumstances at presently, the Company estimates some improvement in the business operations for the Company from Q3 of the current financial year, once the normalcy is established with improvement in the general sentiments.

**6. Dividend:**

Your directors did not recommend any dividend for the financial year 2019-20 as there are no profits. Since there was no unpaid/unclaimed Dividend on the books till date, the provisions of Section 125 of the Companies Act, 2013 do not apply to your company.

**7. Transfer to Reserves**

The Company has not transferred any amount to the general reserve during the year under review.

**8. Change in Share Capital of the Company**

There is no change in the share capital of the Company during the year under review.

**9. Subsidiary, Associate and joint Venture Companies:**

The Company has no subsidiary, associate or joint venture company.

**10. Deposits:**

The Company has not accepted any fixed deposit from the public during the financial year ended 31st March, 2020. Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January, 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies (ROC) requisite returns in Form DPT -3 for outstanding receipt of money/loan by the Company, which is not considered as deposits. The Company is complying with the relevant provisions.

**11. Loans, Guarantees and Investment**

The company has not extended inter corporate loans to any companies and has also not made investments.

**12. Listing of Equity Shares**

The shares of the Company are listed at National Stock Exchange, SME Emerge Platform and the Company has established connectivity with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**13. Conservation of Energy, Technology and Foreign Exchange Earnings and outgo**

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts of Companies) Rules, 2014 are set out below.

**(A) Conservation of Energy:**

The Company is engaged in trading activities so conservation of energy is not applicable to it.

**(B) Technology absorption, Adaption and Innovation**

The Company has not imported any technology from Abroad. Innovation is a constant process and the Company has been engaged in improving the product design, material cost, productivity etc. as part of this process.

**(C) Foreign exchange Earnings and Outgo:**

The details of total foreign earnings and outgo are as follows.

Earnings in Foreign Currency	-	Nil
Expenses in Foreign Currency	-	
Value of Imports on C.I.F Value :	Rs. 10, 71, 14,261/-	
Travelling Expenses :	Rs. 15, 39,774/-	
Royalty in foreign Currency :	Rs. 4,75,767/-	

**14. Directors' responsibility statement:**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating efficiently;
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating almost effectively.

**15. Directors and key managerial personnel**

The Board of Directors of Company is a balanced one with an optimum mix of Executive and Non-Executive Directors. They show active participation at the board and committee meetings, which enhances the transparency and adds value to their decision making. The Board takes the strategic decisions, frames the policy guidelines and extends wholehearted support to business heads and associates.

As on 31st March, 2020, the Board of Company consists of Six (6) Directors. Mrs. Annapurna Maheshwari is liable to retire by rotation and being eligible offers herself for reappointment. The composition and category of Directors as well as of KMPs are as follow:

Sr. No.	Name of Director	Designation	DIN/PAN
1	Mr. Prateek Maheshwari	Managing Director	00039340
2	Mr. Abhinav Kumar	Executive Director & CFO	06687880
3	Mrs. Annapurna Maheshwari	Non-Executive Director	00038346
4	Mr. Narendra Tulsidas Kabra	Independent Director w.e.f. 9-12-17	06851212
5	Mr. Kushagra P Toshniwal	Independent Director w.e.f. 15-12-17	07117429
6	Mr. Manish Saxena	Non-Executive Director w.e.f. 22-03-18	08014657
7	Ms. Swati Gupta	Company Secretary	-

The Directors on the Board have submitted notice of interest under section 184(1) i.e. in MBP 1, intimation u/s 164(2) i.e. in Form DIR 8 and declaration as to compliance with the code of conduct of the Company.

**16. Annual Evaluation and Board's Performance**

In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the performance evaluation of the Independent Directors was carried out during the year.

The performance of the Board was evaluated after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole was evaluated.

**17. Familiarization Program for Independent Directors**

Your Company has in place a Familiarization Program for independent Directors to provide insights into the Company's Business to enable them contribute significantly to its success. The Senior Management made presentations to familiarize the Independent Directors with the strategy operations and functions of the Company. The details of the familiarization program of the independent directors are available on the website of the Company [www.brandconcepts.in](http://www.brandconcepts.in).

**18. Declaration from Independent Directors**

All the Independent Directors have given their declarations stating that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 read with rules made thereunder and in the opinion of the Board, the Independent Directors meet the said criteria. All independent Directors registered themselves in the Data Bank of Independent Directors maintained by IICA and is proposed to be qualify the proficiency test within the stipulated period.

During the year under review the Independent Directors duly met pursuant to the provisions as specified in Schedule IV of the Companies Act, 2013 and the quorum was present throughout the meeting.

**19. Number of meetings of the board**

The Directors of the Company met at regular intervals with the gap between two meetings not exceeding 120 days to take a view of the Company's policies and strategies apart from the Board Matters. During the year under review, the Board of Directors met 4 (Four) times on the following dates-



Sr. No.	Date of meeting	Board Strength	No. of directors present
1	20/05/2019	6	5
2	28/08/2019	6	4
3	14/11/2019	6	3
4	05/02/2020	6	6

## 20. Board Committees and their meetings

Your Company has in place the Committee(s) as mandated under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are currently four committees of the Board, namely:

### a) Audit Committee

The Audit Committee was properly reconstituted as per the provisions of Section 177 of the companies Act, 2013 during the year as Mr. Narendra Kabra was appointed as Chairman of the Committee w.e.f. 9-8-2018. The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the Cost auditors, the performance of internal auditors and the Company's risk management policies. The Chairman of the Audit Committee could not able to attend the meeting and he was represented by Mr. Abhinav Kumar in the Annual General Meeting 2019. The Minutes of the Audit Committee Meetings were noted at the Board Meetings.

The Audit Committee met 4 (Four) times during the year on 20-05-2019, 28-8-2019, 14-11-2019 and 05-2-2020 under review on the following dates and the attendance records of the members of the committee are as follows-

Name of Director	Status	Category	Meetings held	Meetings attended
Mr. Narender Tulsidas Kabra	Chairman	Non-Executive & Independent Director	4	4
Mr. Kushagra P Toshniwal	Member	Non-Executive & Independent Director	4	2
Mr. Abhinav Kumar	Member	Whole-time Director	4	4

### b) Nomination & Remuneration Committee

The Board of Directors duly constituted Nomination & Remuneration Committee in compliance with the provisions of Section 178 of the companies Act, 2013. The Board has framed Nomination and Remuneration policy, which is generally in line with the existing industry practice and applicable laws. The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors based on their performance and defined assessment criteria. The powers, role and terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under section 178 of the Companies Act, 2013.

During the year meeting of the Nomination & Remuneration Committee was held on 05-02-2020 and the attendance records of the members of the committee are as follows:-

Name of Director	Status	Category	Meetings held	Meetings attended
Ms. Annapurna Maheshwari	Chairman	Non-Executive Director	1	1
Mr. Kushagra Praveen Toshniwal	Member	Non-Executive & Independent Director	1	1
Mr. Narender Tulsidas Kabra	Member	Non-Executive & Independent Director	1	1

The policy of the Nomination & Remuneration Committee has been placed on the website of the Company at [www.brandconcepts.in](http://www.brandconcepts.in) and the salient features of that has been disclosed as Annexure "I" to this report.

### c) Stakeholders' Relationship Committee

The Board of Directors duly constituted Stakeholders' Relationship Committee in compliance with the provisions of Section 178 of the companies Act, 2013. The Composition of the committees is given below and meeting of the Stakeholders' Relationship Committee was held on 05-02-2020 and the attendance records of the members of the committee are as follows:-

Name of Director	Status	Category	Meetings held	Meetings attended
Ms. Annapurna Maheshwari	Chairperson	Non- Executive Director	1	1
Mr. Abhinav Kumar	Member	Whole Time Director	1	1

Name and Designation of Compliance Officer: Ms. Swati Gupta, Company Secretary Status of the Investors/Shareholders Complaints:

- (i) No. of complaints received during the year : Nil
- (ii) No. of complaints resolved during the year : Nil
- (iii) No. of complaints pending at the end of the year : Nil

The Company has authorised to implement transfer, transmission and Demat of shares to the Share transfer Agent and to resolve the related problems.

## 21. Transactions with related parties

As specified under the provisions of section 188 of the Companies Act, 2013, the contracts and arrangement entered into with related parties were in ordinary course of business and on arm's length basis. All related party transactions are placed before the Audit Committee and approved through the Omnibus mode in accordance with the provisions of the Companies Act, 2013 and Listing Regulations for its approval. The Board has taken on record all transaction with related parties. Suitable disclosures as required are provided in AS 18 which forms part of the notes to financial statement. The policy on Related Party Transactions is uploaded on the Company's website [www.brandconcepts.in](http://www.brandconcepts.in). Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in "Annexure-II" in Form AOC-2 and the same forms part of this report.

## 22. Extract of annual return

Ministry of Corporate Affairs (MCA) vide notification dated 28/08/2020 has notified that the Extract of Annual Return (in Form MGT 9) is not required to be enclosed with the Board Report, the Company is only required to disclose the web link in the Board Report where the annual return referred to in sub-section (3) of section 92 is placed for the Financial Year ended 31st March, 2020 & onwards. Accordingly, the web link for the company is [www.brandconcepts.in](http://www.brandconcepts.in) for the annual return specified. However, the extract of Annual Return in MGT 9 is also enclosed for reference as Annexure III.

## 23. Managerial Remuneration and particulars of employees

The Company has no employees, who is in receipt of remuneration of Rs. 8,50,000/- per month or Rs. 1,02,00,000/- per annum and hence the Company is not required to give any information under Sub-rule 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 statement containing the names and other particulars of top ten employees in terms of remuneration drawn by them is enclosed as "Annexure-IV" to this report.

Disclosure under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as "Annexure-V" to this report.

## 24. Management Discussion and Analysis Report

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V (B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations) is disclosed separately in the Annual Report as "Annexure VI"

## 25. Corporate Governance

Since the Company's Securities are listed on Emerge SME Platform of NSE, by virtue of Regulation 15 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 the compliance with the corporate governance provisions as specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C,D and E of Schedule V are not applicable to the Company. Hence Corporate Governance does not form part of this Board's Report. Though, your Company has been practicing the principles of good corporate governance as it is committed to maintain the highest standards of Corporate Governance.

## 26. Secretarial Standards

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

## 27. Auditors and their Report

### i. Statutory Auditors

M/s Maheshwari & Gupta, Chartered Accountants, Indore (ICAI Firm Registration No. 006179C) are the statutory auditors of the Company for the year ended 31st March, 2020, who was appointed in the AGM held in the year 2018 for a term of 5 years that is upto AGM to be held in the year 2023. The ratification of appointment of statutory auditor is not required as per the first proviso of Section 139 (1) by the Companies (Amendment) Act, 2017 effective from 7th May, 2018 accordingly the ratification of appointment of Statutory auditor is not proposed.

### ii. Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013 read with Rules thereof, the Board of Directors had appointed Ms. Manju Mundra, Company Secretary, as Secretarial Auditors of the Company for the Financial Year 2019-20. The Secretarial Audit Report for FY 2019-20 is annexed herewith as Annexure "VII".

**iii. Cost Auditors**

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit or maintenance of cost records are not applicable to the Company.

**iv. Internal Auditors**

The Company has M/s B Mantri & Co, Chartered Accountant Firm (Registration No: 013559C) as Internal Auditors to conduct internal audit of the function and activities of the Company for the year 2019-20. The Audit Committee of the Board of Directors in consultation with the Internal Auditors, formulate the scope, functioning, periodicity and methodology for conducting the internal audit.

**28. Statutory Auditor's report and secretarial audit report**

The Statutory Auditors report for the financial year ended 31st March, 2020 does not contain any qualification, reservation or adverse remark. The observations made by secretarial auditors are being taken care by the management.

The auditor's report is self-explanatory and there are qualifications in their report made by the Statutory Auditors that Company has not maintained proper records showing full particulars including quantitative details and situation of fixed assets. No fraud u/s 143(12) was reported by the auditor.

**29. Internal Control System and their Adequacy**

As per Section 134(5)(e) of the Companies Act 2013, the Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal control system is commensurate with its size and scale of operations. Roles and responsibilities are clearly defined and assigned. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information. Internal checks from time to time ensure that responsibilities are executed effectively. The observations and good practices suggested are thoroughly reviewed by the Management and appropriately implemented for strengthening the controls of various business processes.

**30. Risk management and analysis**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to Key business objectives which came into the path due to COVID-19 pandemic. The Company's internal control system has reviewed its expense and overall working capital cycle of the company to overcome the complexity and the challenges of the COVID-19 which company has faced due to COVID-19 situation. Major risks identified by the Board and systematically steps taken to mitigate on a continuous basis.

**31. Material Orders of Court, Tribunal etc.**

As required under section 134(q) of the Companies Act, 2013 there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**32. Provisions of Sexual Harassment of women**

The provisions/requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder are being followed by the Company and the company is providing the proper environment of working to all employees and has proper internal control Mechanism for prevention, prohibition and redressal of sexual harassment at workplace. The Company has complied with the provisions of constitution of Internal Complaints Committee under the Act. There were no cases/complaints filed under this Act during the year.

**33. Corporate Social Responsibility**

As per the provisions of section and 135 of the Companies Act, 2013 Corporate Social Responsibility (CSR) is not applicable to the Company during the year under review so there are no disclosures required under section 134 (3)(o) of the Companies Act, 2013.

**34. Other Disclosures**

- a) The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions are in line with the provisions of the section 177(9) of the Companies Act, 2013 read with regulation 22 of the Listing Regulations.
- b) The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company.

- c) The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the requirements of the SEB I(Prohibition of Insider Trading) Regulation, 2015 as revised, with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code. The Insider Trading Policy of the Company covering code of practices and procedure for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on the website of the Company at [www.brandconcepts.in](http://www.brandconcepts.in).

### 35. Cautionary Note:

Certain statements in the "Management Discussion and Analysis" section may be forward looking and are stated as required by the applicable laws and regulations. Many factors may affect the actual results, which could be different from what the directors envisage in terms of future performance and outlook. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of the forward-looking statements, which may undergo changes in future on the basis of subsequent developments, information or events.

#### Annexures forming part of Board's report

The Annexures referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report:

Annexure	Particulars
I	Policy on Director's appointment & Remuneration
II	Related Party Transactions in AOC 2
III	Extract of Annual Return in MGT 9
IV	Particulars of top ten Employees
V	Managerial Remuneration as per Rule 5
VI	Management Discussion and Analysis Report
VII	Secretarial Audit Report

### 36. Human Resources and Industrial Relations:

Your Company has been able to operate efficiently because of developing culture of professionalism, integrity, dedication, commitments and continuous improvement shown by its employees in all functions and areas of business. Our basic objective is to ensure that a robust talent pipeline and a high-performance culture, centered on accountability is in place. We feel this is critical to enable us retain our competitive edge.

### 37. Appreciation:

Your Board of Directors would like to place on record their sincere appreciation for the wholehearted support and contributions made by all the employees of the Company as well as customers, suppliers, consultants, bankers and other authorities.

The Directors also thank the Central and Government India and concerned Government Departments/Agencies for their co-operation. The directors appreciate and value the contributions made by every member of the company.

For and on behalf of the Board of  
Brand Concepts Limited

Place: Indore

Dated: 05-09-2020

Prateek Maheshwari  
Managing Director  
DIN- 00039340

Abhinav Kumar  
Whole-Time Director  
DIN-06687880



**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**Definitions:**

**"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income tax Act, 1961;

**"Key Managerial Personnel" means:**

- Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- Chief Financial Officer;
- Company Secretary; and
- Such other officer as may be prescribed.

**"Senior Managerial Personnel"** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, including all functional heads and factory heads.

**Objective:**

The objective of the policy is to guide the Board, in relation to appointment, re-appointment and removal of Directors, Key Managerial Personnel and Senior Management, to evaluate the performance of the directors, remuneration payable to the Directors, Key Managerial Personnel and Senior Management, so to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage and to guide succession plan for the Board and to regularly review the plan.

**Role of the Committee:**

Considering the size of the Company, the role of the NRC will be the following:

- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To consider and determine the Remuneration Policy based on the performance and also bearing in mind, that remuneration is reasonable, and sufficient to attract, retain and motivate the members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- To evaluate / recommend to the Board the appointment/re-appointment and removal of Directors (based on diversity, composition etc.) and Senior Management including their remuneration while keeping in mind that any such process does not distort functional hierarchy.
- Overseeing succession planning for replacing Key Executives.
- To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To consider any other matters as may be requested by the Board.

**Broad Policy:**

1. All the recommendation should adhere to applicable statutory provisions.
2. The Committee should give uncompromising high weightage to moral /social/financial integrity of any existing/proposed directors/employees.
3. The Committee shall decide its own way of working to interface the Organization.
4. The Committee shall communicate all its decisions / recommendations by way of minutes of 'Nomination and Remuneration Committee' which shall be considered by the Board of Directors for implementation or otherwise as consider necessary.

**Review:**

- The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- The Nomination and Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required where there is any statutory change necessitating the change in the Policy.

**For and on behalf of the Board of  
Brand Concepts Limited**

Place: Indore  
Dated: 05-09-2020

**Prateek Maheshwari**  
Managing Director  
DIN- 00039340

**Abhinav Kumar**  
Whole-Time Director  
DIN-06687880

**Annexure II to Board's Report  
Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

Brand Concepts Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2019-20.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

**a) Name(s) of the related party and nature of relationship:**

IFF Overseas Private Limited- Related group Company

**b) Nature of contracts / arrangements / transactions:**

Purchase of Goods/services and rent paid

**c) Duration of the contracts / arrangements / transactions:**

Ongoing

**d) Salient terms of the contracts or arrangements or transactions including the value, if any: The order contains the basic details like delivery terms, payment terms, pricing and other terms. The value of transactions is approximately 2.23 Cr. during the year.**

**e) Date(s) of approval by the Board, if any: in previous years and noted currently**

**f) Amount paid as advance, if any: NIL as on 31-03-2020.**

**For and on behalf of the Board of  
Brand Concepts Limited**

**Place: Indore**

**Dated: 05-09-2020**

**Prateek Maheshwari  
Managing Director  
DIN- 00039340**

**Abhinav Kumar  
Whole-Time Director  
DIN-06687880**

**ANNEXURE III**  
**BRAND CONCEPTS LIMITED**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2020**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L51909MH2007PLC174702
2	Registration Date	04/10/2007
3	Name of the Company	Brand Concepts Limited
4	Category/Sub-category of the Company	Limited by shares
5	Address of the Registered office & contact details	"New Address w.e.f 30th July 2020: Lotus Star, Plot No. D- 5, Road No. 20, Marol MIDC, Andheri East Mumbai - 400093 (MH) Old Address: Kanakia Wall Street, 4th Floor, A Wing Chakala, Andheri - Kurla Road, Andheri East, Mumbai - 400093, Maharashtra"
6	Whether listed company	SME Listed
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading of Travel Gear & Small Leather Goods, Handbags & Accessory	477	100.00%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S.No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	"% of sharesheld"	"Applicable Section"
1	NIL				

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3425000	0	3425000	32.36%	3425000	0	3425000	32.36%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	588,000	0	588,000	5.56%	588,000	0	588,000	5.56%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>4,013,000</b>	<b>0</b>	<b>4,013,000</b>	<b>37.92%</b>	<b>4,013,000</b>	<b>0</b>	<b>4013000</b>	<b>37.92%</b>	<b>0.00%</b>
A.1. Promoters Group									
a) Individual/ HUF	2,252,000	0	2,252,000	21.28%	2,252,000	0	2,252,000	21.28%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	-	0.00%	0.00%
<b>Sub Total (A.1)</b>	<b>2,252,000</b>	<b>0</b>	<b>2,252,000</b>	<b>21.28%</b>	<b>2,252,000</b>	<b>0</b>	<b>2252000</b>	<b>21.28%</b>	<b>0.00%</b>

<b>(2) Foreign</b>									
a) NRI Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>6,265,000</b>	<b>-</b>	<b>6,265,000</b>	<b>59.20%</b>	<b>6,265,000</b>	<b>-</b>	<b>6,265,000</b>	<b>59.20%</b>	<b>0.00%</b>

<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(1):-	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.	522913	0	522913	4.94%	507200	0	507200	4.79%	-0.15%
i) Indian	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1179533	-	1,179,533	11.15%	971374	-	971,374	9.17%	-1.98%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2230140	291,660	2,521,800	23.82%	2393440	291,660	2,685,100	25.37%	1.55%
c) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Non Resident Indians	15,000	0	15,000	0.14%	9,400	0	9,400	0.09%	-0.05%
Overseas Corporate Bodies	0	0	0	0.00%	0	0	0	0.00%	0.00%
		0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Nationals		0	0	0.00%	0	0	0	0.00%	0.00%
Clearing Members	78,554	0	78,554	0.74%	144,726	0	144,726	1.37%	0.63%
Trusts	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Bodies - D R	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(2):-	0	0	0	0.00%	0	0	0	0.00%	0.00%
Total Public (B)	4,026,140	291,660	4,317,800	40.79%	4,026,140	291,660	4,317,800	40.79%	0.00%
<b>C. Shares held by</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>	
<b>Custodian for</b>									
<b>GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>10,291,140</b>	<b>291,660</b>	<b>10,582,800</b>	<b>100%</b>	<b>10,291,140</b>	<b>291,660</b>	<b>10,582,800</b>	<b>100%</b>	<b>0.00%</b>



## (ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Pradeep Maheshwari	2,525,000	23.86		2,525,000	23.86		0.00%
2	Mr. Pradeep Maheshwari, Karta, Pradeep Maheshwari, HUF	900,000	8.5		900,000	8.5		0.00%
3	IFF Overseas Pvt. Ltd	588,000	5.56		588,000	5.56		0.00%
	<b>Total</b>	<b>4,013,000</b>	<b>37.92</b>	<b>0</b>	<b>4,013,000</b>	<b>37.92</b>		<b>0.00%</b>

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
<b>1</b>	<b>Mr. Pradeep Maheshwari, Karta, Pradeep Maheshwari, HUF</b>						
	At the beginning of the year	01-04-19		900,000	8.50	900,000	8.50%
	Changes during the year	-					-
	At the end of the year	31-03-20		900,000	8.50	900,000	8.50%
<b>2</b>	<b>Mr. Pradeep Maheshwari</b>						
	At the beginning of the year	01-04-19		2,525,000	23.86	2,525,000	23.86%
	Changes during the year-			-			-
	At the end of the year	31-03-20		2,525,000	23.86	2,525,000	23.86%
<b>3</b>	<b>IFF Overseas Pvt. Ltd</b>						
	At the beginning of the year	01-04-19		588,000	5.56	588,000	5.56%
	Changes during the year			-			-
	At the end of the year	31-03-20		588,000	5.56	588,000	5.56%

## (iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
<b>1</b>	<b>Mukul Agarwal</b>						
	At the beginning of the year	01/04/2019		426,000	4.02%	429,000	4.02%
	Changes during the year						
	At the end of the year	31/03/2020		426,000	4.02%	426,000	4.02%
<b>2</b>	<b>Gita Kirti Ambani</b>						
	At the beginning of the year	01/04/2019		414,000	3.91%	414,000	3.91%
	Changes during the year						
	At the end of the year	31/03/2020		414,000	3.91%	414,000	3.91%

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
3	Tanam Investment Services Private Limited						
	At the beginning of the year	01/04/2019		291,700	2.76%	291,700	2.76%
	Changes during the year						
	At the end of the year	31/03/2020		291,700	2.76%	291,700	2.76%
4	Laxmi Chandrakant Shah						
	At the beginning of the year	01/04/2019		291,700	2.76%	291,700	2.76%
	Changes during the year						
	At the end of the year	31/03/2020		291,700	2.76%	291,700	2.76%
5	Prashant Chandrakant Shah						
	At the beginning of the year	01/04/2019		194,440	1.84%	194,440	1.84%
	Changes during the year						
	At the end of the year	31/03/2020		194,440	1.84%	194,440	1.84%
6	Sakshi Rathi Maheswari						
	At the beginning of the year	01/04/2019		152,000	1.44%	152,000	1.44%
	Changes during the year						
	At the end of the year	31/03/2020		152,000	1.44%	152,000	1.44%
7	Manoj Agarwal						
	At the beginning of the year	01/04/2019		204,000	1.93%	204,000	1.93%
	Changes during the year			(66,000)			-66000
	At the end of the year	31/03/2020		138,000	1.30%	138,000	1.30%
8	Harayana Refractaories Pvt Ltd						
	At the beginning of the year	01/04/2019		36,000	0.34%	36,000	0.34%
	Changes during the year			99,000		99,000	
	At the end of the year	31/03/2020		135,000	1.27%	135,000	1.27%
9	Orbis Financial Corporation Ltd.						
	At the beginning of the year	01/04/2019		-			-
	Changes during the year			60,000		60,000	
	At the end of the year	31/03/2020		60,000	0.57%	60,000	0.57%
10	Subhodh Damodar Shinkar						
	At the beginning of the year	01/04/2019		54,000	0.51%	54,000	0.51%
	Changes during the year						
	At the end of the year	31/03/2020		54,000	0.51%	60,000	0.51%

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Mr. Prateek Maheshwari						
	At the beginning of the year	01/04/2019		1050000	9.92%	1050000	9.92%
	Changes during the year- Rights issue						-
	At the end of the year	31/03/2020		1050000	9.92%	1050000	9.92%
2	Abhinav Kumar						
	At the beginning of the year	01/04/2019		700000	6.61%	700000	6.61%
	Changes during the year						-
	At the end of the year	31/03/2020		700000	6.61%	700000	6.61%
3	Annapurna Maheshwari						
	At the beginning of the year	01/04/2019		1,050,000	9.92%	1,050,000	9.92%
	Changes during the year- Rights issue						
	At the end of the year	31/03/2020		1,050,000	9.92%	1,050,000	9.92%
4	Swati Gupta						
	At the beginning of the year	01/04/2019		0	0.00%	0	0.00%
	Changes during the year					-	
	At the end of the year	31/03/2020		0	0.00%	0	0.00

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	154,792,699.00	79,774,805	-	234,567,504.00
ii) Interest due but not paid	-		-	-
iii) Interest accrued but not due	0	-	-	-
<b>Total (i+ii+iii)</b>	<b>154,792,699.00</b>	<b>79,774,805.00</b>	<b>-</b>	<b>234,567,504.00</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	3,912,003.00	20,247,448.00	-	24,159,451.00
* Reduction	3,581,997.00	17,196,910.00	-	20,778,907.00
Net Change	7,494,000.00	37,444,358.00	-	44,938,358.00
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	155,122,705	82,825,343	-	237,948,048.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>155,122,705.00</b>	<b>82,825,343.00</b>	<b>-</b>	<b>237,948,048.00</b>
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>154,792,699.00</b>	<b>79,774,805.00</b>	<b>-</b>	<b>234,567,504.00</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration Name Designation	Name of MD/WTD/ Manager		Total Amount
		Prateek Maheshwari MD	Abhinav Kumar WTD	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,300,000.00	8,400,000.00	16,700,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			-
	- others, specify			-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>8,300,000.00</b>	<b>8,400,000.00</b>	<b>16,700,000.00</b>
	<b>Ceiling as per the Act</b>			

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/)
1	Independent Directors	-	-	-	
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify		-	-	-
	Total (1)			-	-
2	Other Non-Executive Directors			-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify -Salary				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act				

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration Name Designation	Name of MD/WTD/ Manager			Total Amount (Rs/Lac)
		Swati Gupta Company Secretary	Shri Abhinav Kumar Chief financial officer		
1	Gross salary				
	(a) Salary as per provisions contained in	589,920.00	-	-	589,920.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 section 17(1) of the Income-tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>589,920.00</b>	<b>-</b>	<b>-</b>	<b>589,920.00</b>



## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

For and on behalf of the Board of  
Brand Concepts Limited

Place: Indore

Dated: 05.09.2020

Prateek Maheshwari  
Managing Director  
DIN- 00039340

Abhinav Kumar  
Whole-Time Director  
DIN-06687880

## ANNEXURE IV

Information as per Section 197 of the Companies Act, 2013 read with the rule 5 (2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the financial year ended 31st March, 2020.

**Top 10 employees in terms of remuneration drawn during the Financial Year 2019-20**

S.No	Name of employee	designation of employee	Remuneration received Rs. (In Lacs)	Qualification	Experience in years	Date of commencement of employment	Age	Previous employment
1	PRATEEK MAHESHWARI	MANAGING DIRECTOR	8299992	POST GRADUATE	17	01/04/2010	39	
2	ABHINAV KUMAR	CFO & WHOLE TIME DIRECTOR	8400000	POST GRADUATE	16	15/10/2007	40	MURJANI GROUP (TOMMY HILFINGER)
3	NABENDU CHAKRABORTY	PRESIDENT - SALES & OPERATION	5150000	MASTER OF BUSINESS ADMINISTRATION IN MARKETING	25	08/05/2019	48	FUTURE LIFESTYLE FASHION LIMITED
4	RAJESH YADAV	BUSINESS HEAD- MODERN TRADE	3000000	POST GRADUATE DIPLOMA	15	5/18/2015	41	CONTINENTAL JCB
5	PRATEEK DIXIT	HEAD - E COMMERCE	1980600	POST GRADUATE DIPLOMA	8	9/4/2017	35	SELF BUSINESS (STANDARD FARM)
6	RAJAT SAXENA	HEAD BUYING-SOURCING	1884552	BACHLEOR IN FASHION MERCHANDISING & RETAIL MANAGEMENT	8.7	03/09/2019	29	CLARKS FUTURE FOOTWEAR PVT LTD
7	MANISH PRIYADARSHI	HEAD - DESIGN & DEVELOPMENT	1800000	GRADUATE IN INDUSTRIAL DESIGN	16	26/08/2013	37	RELIANCE GEMS & JEWELS LTD
8	RIKI MUDOI	SR. MANAGER BUYING & SOURCING	1721664	DIPLOMA IN ACCESSORY DESIGN & BSC.	14	12/12/2016	39	RABIA LEATHER IND PVT. LTD
9	DEEPAK KUMAR	HEAD-BUSINESS DEVELOPMENT RETAIL	1609728	MASTER OF BUSINESS ADMINISTRATION	16	10/07/2018	40	GROWTHWAYS TRADING PVT LTD
10	SANJEEV HOLKAR	HEAD - LOGISTICS & WAREHOUSE	1536000	POST GRADUATE IN SUPPLY CHAIN & OPERATION MANAGEMENT	20	04/02/2019	46	TRUE VALUE RETAILING

## Notes:

1. Remuneration shown above includes gross salary, annual reward, company's contribution to provident fund.
2. There were no employees are covered under Rule 5(3)(viii) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year.
3. The nature of employment in all cases is contractual.
4. As per Rule 5(3)(ix) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no one falls under the definition of relatives.

**For and on behalf of the Board of  
Brand Concepts Limited**

Place: Indore

Dated: 05.09.2019

**Prateek Maheshwari**  
Managing Director  
DIN- 00039340

**Abhinav Kumar**  
Whole-Time Director  
DIN-06687880

## ANNEXURE V

Statement pursuant to Section 197(12) of the Companies Act 2013 and rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Requirements of Rule 5(1)	Details
i. the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Mr. Prateek Maheshwari - 51.04 Mr. Abhinav Kumar - 51.65
	The median remuneration of the employees of the Company was Rs. 1.63 Lakhs.
i. the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the year;	Directors and KMP Mr. Prateek Maheshwari - 0 Mr. Abhinav Kumar - 0 Ms. Swati Gupta (CS) - 0
ii The percentage increase in the median remuneration of employees in the financial year	During the financial year, the percentage increase in the median remuneration of employee is 5.22%
iii. The number of permanent employees on the rolls of Company	There were 471 employees as on 31st March, 2020.
iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:	The average annual increase in salary/wages of the employees was approx. 5% (other than managerial personnel), whereas remuneration to managerial personnel is also nil.
v. Affirmation that the remuneration is as per the Remuneration Policy of the Company remuneration policy of the company	Yes

Figures have been rounded of wherever necessary

## ANNEXURE VI

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### **INDUSTRY STRUCTURE AND DEVELOPMENTS:**

At the end of the year the COVID-19 pandemic resulted tremendous drop in the market growth because of the drop of overall economy as well as slow growth in the travel sector. As of now it is difficult to predict the control in near future and timing and the nature of the bounce back in consumer demand.

During the year the major support is from the Ecommerce business channel which continues to grow at a very healthy pace and contributed towards the growth by increasing the digital penetration and increasing the shopper maturity in this crucial situation from offline to online help and support. COVID-19 has certainly brought many challenges and uncertainties to the business. However, company is making all the efforts to revive back by reducing cost, shifting dependency from International Market to domestic market for sourcing, working on adding other product category.

#### **OPPORTUNITIES AND THREATS:**

The COVID-19 is spreading throughout the world, including India which affected the business substantially from mid of March, 2020 by overall reducing the consumer demand across industries, but its impact is expected to more severe and long lasting in travel related industries. Our business is largely dependent on the retail sector including Malls, showrooms which are badly affected in current scenario. There are less hopes of revival of turnover with the current category of product. So we will definitely try to come up with the launch of new category of product.

The impact started from December onwards from China which initially disturbed the supply chain and then onwards shutting down of the economy in India from March onwards. COVID-19 has certainly brought many challenges and uncertainties to the business. However, company is making all the efforts to revive back by reducing cost, shifting dependency from International Market to domestic market for sourcing, working on adding other product category.

#### **SEGMENTWISE OR PRODUCTWISE PERFORMANCE AND DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The total revenue of the company for the financial year 2019-20 has posted gross income of Rs. 71.28 crores as compared to Rs. 81.80 crores in the corresponding previous year, registering a drop of approx. 12.86% as compared to previous corresponding year. As a result, your company has posted net loss of Rs. 1.11 crores as compared to Rs. 2.52 crores net profit in the corresponding previous year.

#### **OUTLOOKS AND RISKS**

Under a common goal, together we all look forward to capture both current and future market opportunities. We always seek opportunities to expand our product portfolio with relevant brands and categories. From Backpacks to Travel Gear, Belts & Wallets, Women Handbags & Women Wallets & Clutches and adding more which are more essential in the consumer demand.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to Key business objectives which came into the path due to COVID-19 pandemic. The Company's internal control system has reviewed its expense and overall working capital cycle of the company to overcome the complexity and the challenges of the COVID-19 which company has faced due to COVID-19 situation. Major risks identified by the Board and systematically steps taken to mitigate on a continuous basis.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal control system is commensurate with its size and scale of operations. Roles and responsibilities are clearly defined and assigned. Standard operating procedures are in place and have been designed to provide a reasonable assurance. Internal checks from time to time ensure that responsibilities are executed effectively. The observations and good practices suggested are thoroughly reviewed by the Management and appropriately implemented for strengthening the controls of various business processes.

#### **Financial Performances and Key Ratios**

Sr. No	Particular	Ratio for F.Y	
		2019-20	2018-19
1	<b>Debtor Turnover Ratio</b> <b>Formula:</b> Debtor Turnover Ratio = Net Credit Sales/Average Account Receivable <b>Definition:</b> The Debtors Turnover Ratio also called as Receivable Turnover Ratio shows how quickly the credit sales are converted into the cash. This ratio measures the efficiency of a firm in managing and collecting the credit issued to the customers.	1.62 Times	1.95 Times



Sr. No	Particular	Ratio for F.Y	
		2019-20	2018-19
2	<b>Inventory Turnover Ratio</b> <b>Formula:</b> Inventory Turnover Ratio = Sales/Inventory <b>Definition:</b> The Inventory Turnover Ratio measures how many times a company has sold and replaced inventory during a given period. A company can then divide the days in the period by the inventory turnover formula to calculate the days it takes to sell the inventory on hand.	1.68 Times	2.32 Times
3	<b>Interest Coverage Ratio</b> <b>Formula:</b> Interest Coverage Ratio = Interest Expense/EBIT <b>Definition:</b> The Interest Coverage Ratio measures how many times a company can cover its current interest payment with its available earnings. The ratio is calculated by dividing a company's earnings before interest and taxes (EBIT) by the company's interest expenses for the same period.	0.63 Times	2.25 Times
4	<b>Current Ratio</b> <b>Formula:</b> Current Ratio = Current Assets/Current Liability <b>Definition:</b> The Current Ratio is a liquidity ratio that measures whether a firm has enough resources to meet its short- term obligations. It compares a firm's current assets to its current liabilities, and it expressed as follows. The current ratio is an indication of a firm's liquidity.	1.50 Times	1.51 Times
5	<b>Debt Equity Ratio</b> <b>Formula:</b> Debt Equity Ratio = Debt/Total Equity <b>Definition:</b> The Debt-to-equity Ratio is a financial ratio indicating the relative proportion of shareholder equity and debt used to finance the company's assets. Closely related to leveraging, the ratio is also known as risk, gearing or leverage.	0.95 Times	0.90 Times
6	<b>Operating Profit Margin Ratio</b> <b>Formula:</b> Operating Profit Margin Ratio = Operating Income/Total Revenue *Operating Income Excluding exceptional item. <b>Definition:</b> In business, Operating Margin - also known as operating income margin, operating profit margin, EBIT Margin and return on sales - is the ratio of Operating Income to net sales, usually presented in percent. Net profit measure the profitability of ventures after accounting for all costs.	6.22 %	10.18%
7	<b>Net Profit Margin Ratio</b> <b>Formula:</b> Net Profit Margin Ratio = Net Profit/ Sales <b>Definition:</b> The Net Profit percentage is the ratio of after tax profit to net sales. It reveals the remaining profit after all cost of production, administration and financing have been deducted from sales and income tax recognised.	-1.55%	3.26%

## HUMAN RESOURCE AND INDUSTRIAL RELATIONS

Human resource has played a very important role in the growth of Brand Concepts. Managing a team of 10 people and managing a full team of more than 400 plus people at different locations needs a lot of efforts. We believe that our employees are key contributors to our success. Retail industry sees a high employee turnover. We have been fortunate enough to have people who have been committed to the organization at all times even this crucial situation of COVID-19. Our Company also looks for specific skill-sets, interests and background that would be an asset for its kind of business. Our team has a good mix of the experienced and young people, which gives us the dual advantage of stability and growth. Our people are our strength that derives success. Our basic objective is to ensure that a robust talent pipeline and a high-performance culture, centered on accountability is in place. We feel this is critical to enable us retain our competitive edge

## CAUTIONARY STATEMENT

Statement made in this report in describing the Company's Objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Many factors may affect the actual results, which could be different from what the directors envisage in terms of future performance and outlook. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factors such as litigation and industrial relations.

The Company assumes no responsibility to publically amend, modify or revise any forward-looking statements, on the basis of subsequent developments, information or events.

For and on behalf of the Board of  
Brand Concepts Limited

Place: Indore  
Dated: 05.09.2020

Prateek Maheshwari  
Managing Director  
DIN- 00039340

Abhinav Kumar  
Whole-Time Director  
DIN-06687880

ANNEXURE-VII  
Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Brand Concepts Limited**  
Lotus Star, Plot No. D- 5,  
Road No. 20, Marol MIDC, Andheri East  
Mumbai - 400093 - Maharashtra

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Brand Concepts Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year commencing from 1st April, 2019 and ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (not applicable to the company).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable during the audit period**);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable during the audit period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable during the audit period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable during the audit period**) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable during the audit period**).
- (vi) The management of the Company has informed that there is no Industry specific law applicable to the Company as the Company is a trading entity.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India as amended from time to time.
- (ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to SME Listed Company.

We further report that the compliance by the Company of applicable financial laws has not been reviewed in this audit since the same have

been subject to review by the statutory financial auditor and other designated professionals. The Company has a proper system of compliance of these laws.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**OBSERVATIONS:**

As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I report that-

- a) Under the provisions of the Companies Act and the rules and regulations made thereunder and also under FEMA rules, the Company has filed eforms with the Registrar of Companies/ FEMA authorities within time except few forms which were delayed due to procedural delay or few forms not filed as required.
- b) The Company is in the process of maintaining structured digital database and other records as required under Insider Trading Regulations.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, having 1/3rd of the total number of directors as Independent directors, as per the provisions of section 149 (4) of the Companies Act, 2013, as LODR provisions of Reg. 17 regarding this was not applicable to the Company during 2018-19 being SME listed Company.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions were carried through unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committees of the Board, as the case may be. There is no dissenting view of members to capture and record as part of the minutes.

We further report that based on the review of compliance mechanism established by the Company and on the basis of the Compliance Certificates issued and taken on record by the Board of Directors at their meetings, and explanation and representation made by the Company and its Officers, we are of the opinion that the management has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances having a bearing on the company's affairs and have no other Major issues like

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

**For Manju Mundra & Co.**

**Place : Indore**

**Date : 05th September, 2020**

**CS Manju Mundra**  
**Proprietor**

**FCS No.- 4431**

**C P No.- 3454**

**UDIN : F004431B000668512**

**Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.**

**ANNEXURE “A”**

To,  
The Members,  
**Brand Concepts Limited**  
Lotus Star, Plot No. D- 5,  
Road No. 20, Marol MIDC, Andheri East  
Mumbai - 400093 - Maharashtra

**Our report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Manju Mundra & Co.**

**Place : Indore**  
**Date : 05th September, 2020**

**CS Manju Mundra**  
**Proprietor**  
**FCS No.- 4431**  
**C P No.- 3454**  
**UDIN : F004431B000668512**



## Independent Auditor's Opinion

To the Members of

**BRAND CONCEPTS LIMITED****Report on the Audit of Financial Statements****Opinion**

We have audited the accompanying financial statements of BRAND CONCEPTS LIMITED which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss, and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and its Profit, and its cash flows for the year ended on that date.

**Basis of Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone financial statements.

Key Audit Matters	How our audit addressed the Key Audit Matters
<p><u>Rebates, discounts and schemes</u></p> <p>The Company sells its products through various channels like modern trade, distributors, retailers, institutions etc., and entered in to different types of agreements with them. Policies related to rebates, discounts and sales returns are applicable as per terms of agreement with such channels individually.</p> <p>The rebates/discounts are linked to sales, which are given to the customers pursuant to schemes offered by the Company. There are large variety and complexity of terms with different customers and with regard to various products and schemes offered by the Company.</p> <p>Company's customers offer discounts, schemes and rebates to the end customers from time to time at the behest of the Company as per understanding and approval by the Company.</p> <p>Our audit focused on this area because verification of claims by the customers pursuant to such schemes, rebates and discounts in terms of contracts / agreements or approvals given by the Company have a bearing on correct recognition of revenue.</p> <p>The matter has been determined to be a key audit matter in view of the involvement of significant complexity of the transactions.</p>	<p><u>Our procedures included the following Points:</u></p> <ul style="list-style-type: none"> <li>• Obtained an understanding from the management with regard to controls relating to recording of rebates, discounts, sales returns and tested the operating effectiveness of such controls.</li> <li>• Tested the approvals in context of rebates, discounts and schemes to source data</li> <li>• Tested credit notes issued to customers and payments/ credit made to them during the year and subsequent to the year-end along with the terms of the related schemes.</li> <li>• Based on the above procedures, we did not identify any significant variation in respect of rebates, discounts and schemes.</li> </ul>

We have determined that there are no other key audit matters to communicate in our report.

**Information Other than the Financial Statements and Auditor's Report Thereupon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report 2019-20, but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of standalone financial statements, our responsibility is to read the other information and in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standard specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act, for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditors' Responsibility for the Audit of Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Orders"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B;
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, remuneration paid/provided by the Company to its director during the year is in accordance with the provision of section 197 of the Act, and
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company does not have any pending litigations which would impact its financial position.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund.

For **MAHESHWARI & GUPTA**  
Chartered Accountants  
FRN- 006179C

**CA. SUNIL MAHESHWARI**  
Partner (M. No. 403346)  
Place: INDORE  
Date: 30/07/2020  
UDIN : 20403346AAAET9986

**ANNEXURE A TO THE AUDITORS' REPORT**

Referred to in paragraph 1 of our report of even date

1.
  - a. The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - b. We are informed that fixed assets have been physically verified by the management during the year except those which have been placed at third party's premises, and no discrepancy has been noticed on such verification. In our opinion, frequency of verification is reasonable having regard to the size of the company and the nature of its assets.
  - c. There is no immovable asset held by the company requiring possession of title deed.
2. We are informed that the inventories have been physically verified by the management during the year frequency of which is reasonable. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. Discrepancies noticed on physical verification were not material and the same have been properly dealt with in books of accounts.
3. As per information provided to us, the company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability partnership or other parties covered in the register maintained under Section 189 of the Companies Act 2013 hence provisions of clauses 3(iii)(a) to (c) of the Order are not applicable.
4. There is no loan, investment, guarantee and security given by the company, hence provisions of section 185 & 186 of the companies act 2013 are not applicable.
5. According to the information and explanations given to us, the company has not accepted any deposits from the public during the year within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed there under.
6. As informed to us, the company is not required to maintain cost records as specified by the Central Government U/s 148(1) of the Act.
7.
  - a. According to the information and explanations given to us and the records examined by us, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, customs duty, cess and other material statutory dues applicable to it and there were no arrears of such statutory dues as on 31st March, 2020 for a period of more than six months from the date they became payable.
  - b. According to the information given, the particulars of dues with appropriate authorities on account of dispute are stated as below:

Name of Statute	Nature of Dues	Amount	Period	Forum
Sales Tax Act, M.P.	Central Sales Tax	775033	2009-2010	Tribunal Appeal, Commercial Tax
Sales Tax Act, M.P.	Central Sales Tax	1245863	2010-2011	Tribunal Appeal, Commercial Tax
Sales Tax Act, M.P.	Central Sales Tax	978760	2011-12	Tribunal Appeal, Commercial Tax
Sales Tax Act, M.P.	Central Sales Tax	1835536	2012-2013	Tribunal Appeal, Commercial Tax
Sales Tax Act, M.P.	Central Sales Tax	1790320	2015-2016	Assessing Authority
Sales Tax Act, MS.	Central Sales Tax	827228	2009-10	Appellate Authority
Sales Tax Act, M.P.	Central Sales Tax	1365063	2016-17	Appellate Authority
Sales Tax Act, Karnataka.	Central Sales Tax	7873503	2015-16	Assessing Authority
Sales Tax Act, Delhi.	Central Sales Tax	3286136	2015-16	Assessing Authority

8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank.
9. According to information and explanations given to us and based on the records of the company, examined by us, Company has not raised money by way of initial public offer during the year.

10. During the course of our examination of the books and records of the company as carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud by the company or on the company, by its officers or employees, nor have we been informed of any such instance noticed or reported by the management.
11. According to information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule 5 to the Companies Act, 2013.
12. The Company is not a nidhi Company.
13. According to information and explanations given to us, transactions with related parties are in compliance with section 177 and 188 of the companies Act 2013, wherever applicable, and details have been disclosed in the financial statement as required by the applicable accounting standard.
14. According to the information and explanations given to us, and as per the records of the company examined by us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence Clause 3 (xiv) is not applicable.
15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them.
16. As informed to us, Company is not required to be registered under section 45-IA of the Reserve Bank of India, 1934.

For **MAHESHWARI & GUPTA**  
Chartered Accountants  
FRN-006179C

**CA. SUNIL MAHESHWARI**  
Partner (M. No. 403346)  
Place: INDORE  
Date: 30/07/2020  
UDIN : 20403346AAAET9986



**ANNEXURE B to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial control over financial reporting of BRAND CONCEPTS LIMITED (hereinafter referred to as 'the Company') as at 31st March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Control**

The Respective Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MAHESHWARI & GUPTA**

Chartered Accountants

FRN- 006179C

**CA. SUNIL MAHESHWARI**

Partner (M. No. 403346)

Place: INDORE

Date: 30/07/2020

UDIN : 20403346AAAET9986

## Brand Concepts Limited (L51909MH2007PLC174702)

## Balance Sheet as at 31 March 2020

Particulars	Notes	As at 31st March, 2020 Rs.	As at 31st March, 2019 Rs.
<b>EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	3	105,828,000	105,828,000
(b) Reserve and Surplus	4	144,492,786	155,575,769
<b>(2) Non-current liabilities</b>			
(a) Long-term borrowings	5	58,723,347	40,662,274
(b) Long-term provisions	6	6,919,711	5,408,990
(c) Other long term Liabilities	7	6,036,000	2,751,000
<b>(3) Current liabilities</b>			
(a) Short-term borrowings	8	161,055,324	167,143,321
(b) Trade payables	9		
(i) Total Outstanding Dues of micro enterprises and small enterprises		109,489,787	84,256,338
(ii) Total Outstanding Dues of of creditors other than micro and small enterprises		167,368,823	135,632,479
(c) Other current liabilities	10	69,760,861	89,433,797
<b>TOTAL</b>		<b>829,674,639</b>	<b>786,691,967</b>
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant & Equipment	11		
(i) Tangible assets		36,602,165	43,151,276
(ii) Intangible assets		1,175,598	1,756,017
(iii) Capital Work in Progress		1,961,030	-
(b) Deferred tax assets (Net)	12	12,756,888	9,899,809
(c) Long-term loans & advances	13	13,570,711	12,221,911
<b>(2) Current assets</b>			
(a) Inventories	14	263,663,492	200,098,387
(b) Trade receivables	15	417,734,228	461,142,007
(c) Cash & cash equivalents	16	42,265,485	19,155,977
(d) Short-term loans & advances	17	39,945,042	39,266,584
<b>TOTAL</b>		<b>829,674,639</b>	<b>786,691,967</b>
Corporate Information	1		
Summary of Significant Accounting Policies	2		
Other Notes on Financial Statement	25		
<b>The accompanying notes are integral part of the financial statements.</b>			

As per our report of even date attached.

**For Maheshwari & Gupta**

Chartered Accountants

FRN- 006179C

For and on behalf of the Brand Concepts Limited

**Prateek Maheshwari**  
(Managing Director)

DIN (00039340)

**Abhinav Kumar**  
(CFO & Whole  
Time Director)

DIN (06687880)

**Swati Gupta**  
(Company Secretary)

(M.No. A33016)

**CA. Sunil Maheshwari**

Proprietor (M.No. 403346)

Place : Indore

Date : 30th July, 2020

**Brand Concepts Limited (L51909MH2007PLC174702)**  
**Statement of Profit and Loss for the year ended 31-03-2020**

Particulars	Notes	for the year ended 31st March, 2020 Rs.	for the year ended 31st March, 2019 Rs.
<b>Revenue</b>			
(a) Revenue from operations	18	712,836,014	818,057,815
(b) Other income	19	1,929,666	1,551,236
<b>Total Revenue</b>		<b>714,765,680</b>	<b>819,609,051</b>
<b>Expenses:</b>			
(a) Purchases of Stock in Trade		387,091,838	431,921,323
(b) Changes in Inventories of Stock in Trade	20	(63,565,105)	(36,281,034)
(c) Employee benefits expenses	21	140,834,043	125,205,913
(d) Finance cost	22	43,662,680	33,698,384
(e) Depreciation and amortization expenses	23	14,635,751	11,789,901
(f) Other expenses	24	206,046,535	215,512,957
<b>Total Expenses</b>		<b>728,705,742</b>	<b>781,847,444</b>
<b>Profit before exceptional and extraordinary items and tax</b>		(13,940,062)	37,761,608
<b>Tax expenses:</b>			
- Current Tax		-	12,937,943
- Earlier Year Tax		-	648,864
- Deferred Tax		(2,857,079)	(2,505,423)
		(2,857,079)	11,081,384
<b>Profit/(loss) for the period</b>		(11,082,983)	26,680,224
<b>Earnings per equity share:</b>			
(a) Basic		(1.05)	2.52
(b) Diluted		(1.05)	2.52
Corporate Information	1		
Summary of Significant Accounting Policies	2		
Other Notes on Financial Statement	25		
<b>The accompanying notes are integral part of the financial statements.</b>			

As per our report of even date attached.

**For Maheshwari & Co.**

Chartered Accountants

FRN- 0061792

**CA. Sunil Maheshwari**

Proprietor (M.No. 403346)

Place : Indore

Date : 30th July, 2020

**For and on behalf of the Brand Concepts Limited**

**Prateek Maheshwari**  
(Managing Director)

DIN (00039340)

**Abhinav Kumar**  
(CFO & Whole  
Time Director)

DIN (06687880)

**Swati Gupta**  
(Company Secretary)

(M.No. A33016)

## Brand Concepts Limited (L51909MH2007PLC174702)

Notes forming part of the financial Statements for the period ended 31 March, 2020

**NOTE: 1 CORPORATE INFORMATION**

Brand Concepts Limited was promoted as a Private Limited Company under the provisions of the Companies Act, 1956 and was converted into a public limited company on 08/12/2017. Company is a trading company which deals in branded fashion accessories, travel gear products and works on the basis of specialized marketing concepts, Products are got manufactured from others as per design and specification given by the company.

**NOTE: 2 SUMMARIES OF SIGNIFICANT ACCOUNTING POLICIES****2.1 Basis of Accounting :**

The financial statements are prepared and presented under the historical cost convention, on the accrual basis except wherever otherwise stated, in accordance with the accounting principles generally accepted in India ('Indian GAAP'), and comply with the Accounting Standards prescribed u/s 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The Accounting policies have been consistently applied by the Company.

**2.2 Use of Estimates :**

The preparation of the financial statements in conformity with GAAP requires Management to make estimates and assumptions that effect the reported balances of assets and liabilities and disclosure relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

**2.3 Property, Plant & Equipment :****2.3.1) Tangible Assets:-**

All Property, Plant & Equipment are stated at cost of acquisition less accumulated depreciation. Cost comprises of the purchase price and any other direct attributable costs of bringing the assets to its working conditions for its intended use. The cost of the Property, Plant & Equipment, subsequent expenditure relating to Property, Plant & Equipment is capitalized only if such expenditure results in an increase in the future benefits from such assets beyond its previously assessed standard of performance.

**2.3.2) Intangible Assets:-**

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase cost and any directly attributable expenditure on making the assets ready for its intended use and net of any trade discounts and rebates. Subsequently expenditure on an intangible asset after its purchase / completion is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the cost of the assets.

**2.3.3) Capital Work in Progress:-**

Includes cost of fixed assets that are not ready to use at the balance sheet date. Advance paid for capital assets are not Considered as Capital Work in Progress but classified as Long Tern Advances.

**2.4 Revenue Recognition :**

Revenue recognition in case of sale is done on the following basis:-

- In case of Franchises, Corporate Sales, Distributors, Online and Modern Trade: The sales are recognized as soon as the goods are dispatched from the premises and there is every expectation that delivery will be made, or when all significant risk and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The company collects GST on behalf of the Government and therefore these are not economic benefits flowing to the Company hence they are excluded from the revenue.
- In case of Own showroom retail sales, the sales are recognized when goods are sold to the final customer.
- Interest income is recognized on time proportion basis.
- Any other income is recognized when right to receive is established and there is no uncertainty regarding receipt.

**2.5 Inventory Valuation :**

Inventory has been valued as per FIFO basis at lower of cost or net realizable value after providing the obsolescence and other losses, where considered necessary. Cost comprises all costs including duties and taxes (other than those subsequently recoverable from tax authorities), conversion cost and other cost incurred for bringing goods to their present location as per accounting standard AS2.



**Notes forming part of the financial Statements for the period ended: 31-03-2020****2.6 Employee Benefits :**

Short Term Employee Benefits :All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services.

**Post employment benefits :**

- (i) Defined Contribution Plans: The Employee State Insurance Scheme and Contributory Provident Fund administered by Provident Fund Commissioner are defined contribution plans. The Company's contribution paid/payable under the schemes is recognized as expense in the Statement of Profit and Loss during the period in which the employee renders the related service.
- (ii) Defined Benefit Plans: The present value of the company's obligation towards gratuity payment to employees is determined based on the actuarial valuation, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, are as per actuarial valuation. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

**Retirement Benefits : Provision for Gratuity / Bonus / Provident Fund and other benefits is made on accrual basis.**

**2.7 Depreciation / Amortization :*****Tangible Assets / Intangible Assets:-***

Depreciation on Property, Plant & Equipment acquired / installed has been provided on Written Down Value Method and in the manner prescribed in Schedule II to the Companies Act, 2013 except in respect of assets where useful life is different than those prescribed in Schedule II. Depreciation on assets capitalized / sold during the year is charged on pro rata basis.

**2.8 Foreign Currency Transactions and Translations :**

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit & Loss for the year.

Monetary assets and liabilities in foreign currency outstanding as at the end of the year are translated at the closing exchange rate and the resultant exchange rate differences are recognized in the Statement of Profit & Loss.

**2.9 Investments :**

Investments are classified into current and non current investments. Non current investments are carried at cost . Provision for diminution, if any, is made to recognize a decline other than temporary, in th value of the investments. Current investments are stated at lower of cost and fair value.

**2.10 Earning Per Share :**

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year. There are no diluted potential equity share.

**2.11 Provision and Contingencies :**

Provisions for contingencies comprise liabilities of uncertain timing or amount. Provisions are recognized when the company recognizes that it has a present obligation as a result of past events and it is more likely that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Disclosures for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resource. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Loss/ contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Contingent assets are not recognized in the financial statements.

**Notes forming part of the financial Statements for the period ended: 31-03-2020****2.12 Taxes on Income :**

Current Tax being the amount of tax payable on the taxable income for the year is determined in accordance with the provisions of Income Tax Act, 1961. Deferred Tax is recognized between the timing difference being the difference by taxable income and accounting income that originate in one period and are capable for reversal in one or more subsequent year.

**2.13 Impairment :**

Every Year the Company reviews carrying values of tangible and intangible assets for any possible impairment . In case of any indication of impairment then recoverable amount of such assets is estimated and impairment is recognized if the carrying amount of these assets exceeds their recoverable amount. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the statement of profit and loss, except in case of revalued assets.

**2.14 Borrowing Cost :**

Borrowing Costs includes interest , amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the statement of profit and loss over the tenure of the loan. Borrowing Cost allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset is added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying asset is interrupted.

**2.15 Accounting Standards :**

The Company is a Small and Medium Sized Company (SMC) as defined in the General instruction in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the company has complied with the Accounting standards as applicable to a small and Medium sized Company to the extent applicable.

**2.16 Share issue expenses :**

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52(2)(c) of the Companies Act, 2013, to the extent balance is available for utilization in the Securities Premium Account.

**2.17 Insurance claims :**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

As certified by the management the value on realization of loans and advances and current assets in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.

Particulars	As at 31st March, 2020 Rs.	As at 31st March, 2019 Rs.
<b>NOTE: 3 - SHARE CAPITAL</b>		
<b>Authorized Share Capital</b>		
<b>Equity Share Capital</b>		
150,00,000 Equity Shares of Rs. 10/- each	150,000,000	150,000,000
<b>Issued, Subscribed and Paid Up</b>		
<b>Equity Share Capital</b>		
105,82,800, Equity Shares of Rs. 10/- each (Fully paid Up)	105,828,000	105,828,000
<b>(A) Reconciliation of number of shares :</b>		
Balance as at the beginning of the year	10,582,800	10,582,800
Add:- Shares Issued during the Year	-	-
Balance as at the end of the year	10,582,800	10,582,800
<b>(B) Terms/rights attached to Equity Shares</b>		
The Company has only one class of equity shares having a par value of Rs.10 per share.		
Each holder of equity shares is entitled to one vote per share.		
% of Shares held by Holding company / Ultimate holding company / Subsidiary company /		
Associate of holding company / Associate of ultimate holding company.		
<b>(C) Shareholders holding more than 5% paid up Equity share capital</b>		
	Number- %	Number- %
Annapurna Maheshwari	1050000 - 09.92%	1050000 - 09.92%
Prateek Maheshwari	1050000 - 09.92%	1050000 - 09.92%
Pradeep Maheshwari	2525000 - 23.86%	2525000 - 23.86%
IFF Overseas Pvt. Ltd.	588000 - 05.56%	588000 - 05.56%
Pradeep Maheshwari HUF	900000 - 08.50%	900000 - 08.50%
Abhinav Kumar	700000 - 06.61%	700000 - 06.61%

## Notes forming part of the financial Statements for the period ended 31 March, 2020

Particulars	As at 31st March, 2020 Rs.	As at 31st March, 2019 Rs.
<b>NOTE: 4 RESERVES AND SURPLUS</b>		
Securities Premium	154,274,500	154,274,500
Surplus In Statement of Profit & Loss		
Balance As Per Previous Year	1,301,269	(25,378,955)
Add:- Profit (Loss) For the Year	(11,082,983)	26,680,224
	<b>144,492,786</b>	<b>155,575,769</b>
<b>NOTE: 5 LONG TERM BORROWINGS</b>		
Secured Term Loans	1,881,006	4,067,381
(secured by hypothecation of specified furniture & fixture and specified vehicles)		
Unsecured Loans		
Intercompany Deposits	25,712,142	17,202,200
From Shareholders	663,201	-
From Financial Institutions	30,466,998	19,392,693
	<b>58,723,347</b>	<b>40,662,274</b>
<b>NOTE : 6 LONG-TERM PROVISIONS</b>		
Provision for Gratuity	6,919,711	5,408,990
	<b>6,919,711</b>	<b>5,408,990</b>
<b>NOTE : 7 Other Long Term Liabilities</b>		
Store Deposits	6,036,000	2,751,000
	<b>6,036,000</b>	<b>2,751,000</b>
<b>NOTE: 8 SHORT TERM BORROWINGS</b>		
Loans repayable on demand	151,055,324	147,143,321
Working Capital Limits from Axis Bank Limited (previous year Yes Bank Ltd.) is secured by hypothecation of all Current Assets, Company's stock and book debts, present and future, and Personal Guarantee of directors of the Company and others with Equitable Mortgage on the property of another company. Creation of Charge in favor of Axis Bank Ltd. has been completed, however registration of mortgage was pending due to lockdown which has been completed later on. Repayable on demand. No default in payment of interest.		
Unsecured Loans		
Acepro Finance Pvt. Ltd.	-	10,000,000
(Secured by pledging company's equity shares held by one of the Director and his personal guarantee)		
Intercompany Deposits	10,000,000	10,000,000
	<b>161,055,324</b>	<b>167,143,321</b>

## Notes forming part of the financial Statements for the period ended 31 March, 2020

Particulars	As at 31st March, 2020 Rs.	As at 31st March, 2019 Rs.
<b>NOTE : 9 TRADE PAYABLES</b>		
Sundry Creditors		
(a) Dues of micro enterprises and small enterprises	109,489,787	84,256,338
(b) Dues of creditors other than micro and small enterprises	167,368,823	135,632,479
	<b>276,858,610</b>	<b>219,888,817</b>
<b>Note:</b>		
Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" ("the Act") is based on the information available with the company regarding the status of registration of such vendors under the Act, as per the intimation received from them on request made by the company		
The principal amount remaining unpaid to supplier as at the end of the accounting year.	109,489,787	84,256,338
2) The interest due thereon remaining unpaid to supplier as at the end of the accounting year.	-	-
3) The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year.	-	-
4) The amount of interest due and payable for the year.	-	-
5) The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
6) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid.	-	-
<b>NOTE : 10 OTHER CURRENT LIABILITIES</b>		
Current maturities of long-term debts:- *		
Secured Term Loans	2,186,376	3,581,997
Unsecured Loans	15,983,002	23,179,912
Outstanding Expenses	19,191,035	21,014,022
Provision For Income Tax	-	11,894,033
Statutory Dues	30,242,310	27,610,685
Payable to Customers	1,508,138	2,153,148
Other Current Liabilities	650,000	-
	<b>69,760,861</b>	<b>89,433,797</b>
<b>NOTE : 12 DEFFERED TAX ASSETS (NET)</b>		
Deferred Tax Assets/(Liability) for difference in written down value of Fixed Assets as per Companies Act and Income Tax Act	9,899,809	7,394,386
Provided During the year	2,857,079	2,505,423
Deferred Tax Assets/(Liability)	<b>12,756,888</b>	<b>9,899,809</b>
<b>NOTE : 13 LONG-TERM LOANS AND ADVANCES</b>		
(Unsecured Considered Good)		
Security Deposits	13,570,711	12,221,911
	<b>13,570,711</b>	<b>12,221,911</b>
<b>NOTE : 14 INVENTORIES</b>		
Stock -in -trade	263,663,492	200,098,387



## Notes forming part of the financial Statements for the period ended 31 March, 2020

Particulars	As at 31st March, 2020 Rs.	As at 31st March, 2019 Rs.
<b>NOTE : 15 TRADE RECEIVABLES</b>		
Secured, Considered Good	-	-
Unsecured, Considered Good	416,216,966	460,188,571
Trade Receivables Which have Significant increase in Credit Risk	1,343,267	779,441
Trade Receivables - credit impaired	173,995	173,995
	<b>417,734,228</b>	<b>461,142,007</b>
<b>NOTE : 16 CASH AND BANK BALANCES</b>		
Cash and cash Equivalents		
Balance with Schedule banks in Current Accounts	6,213,079	1,323,862
Fixed Deposit in margin money against Letter of Credit having Maturity up to twelve months.	31,000,763	14,096,728
Fixed Deposit in margin money against Loan From NBFC	4,708,644	3,582,936
Cash in Hand	343,000	152,451
	<b>42,265,485</b>	<b>19,155,977</b>
<b>NOTE : 17 SHORT TERM LOANS AND ADVANCES</b>		
Advance For Goods or Services	24,389,156	28,392,975
Balances With Revenue Authorities	9,892,040	5,221,852
Staff Loans / Advances	1,612,437	1,877,852
Insurance Claim	-	1,760,693
Other Current Assets	4,051,410	2,013,212
	<b>39,945,042</b>	<b>39,266,584</b>
<b>NOTE : 18 REVENUE FROM OPERATIONS</b>		
Sale of Products	712,836,014	818,057,815
	<b>712,836,014</b>	<b>818,057,815</b>
<b>NOTE : 19 OTHER INCOME</b>		
Interest	1,907,945	492,833
Miscellaneous Income	20,406	152,974
Gain on Sale of Laptop	1,315	-
Credit Balance Written off	-	905,430
	<b>1,929,666</b>	<b>1,551,236</b>
<b>NOTE : 20 CHANGES IN INVENTORIES</b>		
Traded Goods as at the beginning of year	200,098,387	163,817,353
Traded Goods at the end of the year	263,663,492	200,098,387
[Increase/(Decrease) in Inventory]	63,565,105	36,281,034

## Notes forming part of the financial Statements for the period ended 31 March, 2020

**NOTE : 21 EMPLOYEE BENEFIT EXPENSES**

Salaries & Other Employee's Benefits	113,574,315	98,534,689
Directors' Remuneration	16,700,000	16,699,980
Contribution to Provident & Other Funds	8,646,317	7,627,675
Staff Welfare Expenses	1,913,411	2,343,569
	<b>140,834,043</b>	<b>125,205,913</b>

**NOTE : 22 FINANCE COST**

Interest	37,741,848	30,324,410
Bank Charges and Other Borrowing Cost	5,920,832	3,373,974
	<b>43,662,680</b>	<b>33,698,384</b>

**NOTE : 23 DEPRECIATION and AMORTIZATION EXPENSES**

Depreciation	14,635,751	11,789,901
	<b>14,635,751</b>	<b>11,789,901</b>

**NOTE : 24 OTHER EXPENSES**

Audit Fees	180,000	180,000
Brand License Fees	73,136,982	80,885,491
Business Development Expenses	18,642,663	32,347,272
Conveyance Expenses	1,870,795	2,450,091
Electricity Expenses	2,845,015	2,316,822
Freight & Cartage	28,549,223	24,042,028
Insurance	1,311,422	670,147
Legal & Professional Fees	5,952,267	4,802,591
Office Expenses	771,784	1,049,594
Packing & Forwarding	5,483,960	6,761,915
Postage & Courier Expenses	667,054	1,070,604
Rent	43,041,815	32,467,244
Rates & Taxes	2,514,977	5,926,613
Repairs & Maintenance	1,425,931	1,791,443
Stationery Printing	355,080	249,380
Shortage & Pilferage	1,974,469	402,212
Telephone Expenses	1,352,933	1,092,548
Travelling Expenses	11,030,361	12,650,095
Bad debts	527,849	492,695
Loss on Disposal of Asset	-	376,634
Commission & Brokerage	887,435	4,356
Other Expenses	3,524,519	3,483,183
	<b>206,046,535</b>	<b>215,512,957</b>

Notes forming part of the financial Statements for the period ended: 31-03-2020

## NOTE : 11 PROPERTY, PLANT &amp; EQUIPMENT

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS ON 01.04.2019	ADDITION	DELETION	AS ON 31.03.2020	AS ON 01.04.2019	DURING THE YEAR	WRITTEN BACK	AS ON 31.03.2020	AS ON 31.03.2020	AS ON 31.03.2019
Tangible Assets										
Office Equipments	7,301,059	756,062		8,057,120	4,058,052	1,609,296		5,667,348	2,389,772	3,243,006
Computers	4,241,654	315,523	17,012	4,540,165	3,426,107	546,594	3,227	3,969,474	570,692	815,547
Furniture & Fixtures	91,878,906	5,734,333		97,613,239	57,090,302	9,873,903		66,964,205	30,649,033	34,788,604
Vehicle	8,714,203			8,714,203	4,410,406	1,311,419		5,721,825	2,992,378	4,303,796
Cycle	5,820	-	-	5,820	5,497	32		5,529	291	323
	112,141,641	6,805,918	17,012	118,930,547	68,990,365	13,341,244	3,227	82,328,382	36,602,165	43,151,276
Intangible Assets										
Computer Software	2,993,643	714,088	-	3,707,731	1,237,626	1,294,507		2,532,133	1,175,598	1,756,017
TOTAL	115,135,284	7,520,005	17,012	122,638,278	70,227,991	14,635,751	3,227	84,860,515	37,777,763	44,907,293
Previous Year	101,278,087	17,124,503	3,267,306	115,135,284	61,328,766	11,789,901	2,890,676	70,227,991	44,907,293	39,949,321

## Notes forming part of the financial Statements for the period ended 31 March, 2020

Particulars	March, 2020	March, 2019
<b>NOTE : 25 OTHER NOTES ON FINANCIAL STATEMENTS</b>		
<b>25.1 Contingent liabilities and commitments (to the extent not provided for)</b>		
<b>(i) Contingent Liabilities</b>	NIL	NIL
(a) Claims against the company not acknowledged as debt	NIL	NIL
(b) Guarantees issued by bank (Letter of Credit)	79293964	58870945
(c) Other money for which the company is contingently liable Sales Tax Demand in Appeal/ (Amount Paid)	19977442	7588148
	(3142678)	(3857997)
<b>(ii) Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for and (Advances paid)	1,961,030	1762120
(b) Other Commitments	NIL	NIL
<b>25.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006</b>		
Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006 certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Management confirm that Credit from Major suppliers is 60-90 Days . So There is outstanding to the tune of Rs. 81129928/- which is for more than 45 days.		
<b>25.3</b>	In Accordance with the Accounting Standards (AS) –11 “The effects of changes in foreign exchange rates” issued by the Institute of Chartered Accountants of India (ICAI) and notified under the Companies Accounting Standards Rules, 2006, the receivables at the balance sheet date are treated as monetary items and are therefore reported using the closing rates.	
<b>25.4 Segment Reporting :</b>	In accordance with Accounting Standard 17 “Segmental Reporting”, the Company has determined its business segment as Trading of Travel Bags and accessories. Since more than 90% of business is from Trading of Travel Bags and accessories, there are no other primary reportable segments. Thus, the segment revenue, total carrying amount of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, total amount of charge of depreciation and amortization during the year are all as is reflected in the financial statements as at and for the year ended March 31, 2020. The Company is primarily operating in domestic market and hence there are no reportable geographical segments.	
<b>25.5 Earning in Foreign Currency</b>	5310291	NIL
<b>25.6 Expenditure in Foreign Currency</b>		
Travelling Expenses	1,539,774	1,432,738
Royalty in Foreign Currency	475,767	1,957,987
Value of Import on C.I.F. basis	107114261	136758348
<b>25.7 Payment to Auditors</b>		
Audit Fees	180,000	180,000
Other Services & Certification	-	-
	180,000	180,000
<b>25.8 Directors' Remuneration</b>	16,700,000	16,699,980
<b>25.9 Earning Per Share (AS-20)</b>		
Net Profit / (Loss) available to Equity Shareholders	(11082983)	26680224
Weighted Number of Equity Shares	10,582,800	10,582,800
Earning Per Share (Basic) in Rupees	(1.05)	2.52
Earning Per Share (Diluted) in Rupees	(1.05)	2.52
Face value of share in Rupees	10.00	10.00

## Notes forming part of the financial Statements for the period ended 31 March, 2020

Particulars	March, 2020	March, 2019
<b>Note : 25.10</b>		
(i) General description of defined benefit plan:		
Gratuity plan		
The company operates gratuity plan where is entitled to benefits equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death whichever is earlier. The benefits vests after five continuous service. Gratuity benefits valued were in accordance with the payment of Gratuity Act, 1972.		
(ii) The changes in the present value of obligation representing reconciliation of opening and closing balance there of are as follows:		
Particulars	Tuesday, March 31, 2020	Sunday, March 31, 2019
Present value of obligation as at the beginning of the year	5408990	3427431
Interest cost	367811	263912
Current service cost	782252	610267
Benefits paid	(683084)	(162865)
Actuarial Losses (gain) on obligation	1043742	1270245
Present value of obligation as at the end of year	6919711	5408990
(iii) The amount recognized in balance sheet are as follow:		
Particulars	Tuesday, March 31, 2020	Sunday, March 31, 2019
Present value of obligation as at the end of the year	6919711	5408990
Less: Fair value of plan assets as at the end of the year	-	-
Net liability recognized in balance sheet	6919711	5408990
(iv) The amounts recognized in statement of Profit and Loss are as follows:		
Particulars	Tuesday, March 31, 2020	Sunday, March 31, 2019
Current service cost	782252	610267
Interest cost	367811	263912
Expected return on plan assets	-	-
Net actuarial gain recognized in the year	1043742	1270245
Expenses recognized in the Statement of Profit and Loss	2193805	2144424
(v) Principal actuarial assumption the balance sheet date are as follows		
Particulars	Tuesday, March 31, 2020	Sunday, March 31, 2019
Discount rate	6.80%	7.70%
Salary growth rate	7.00%	7.00%
Particulars	Tuesday, March 31, 2020	Sunday, March 31, 2019
Retirement age	60 Years	60 Years
IAL IAL		
Mortality	2012-14	2006-08



## Notes forming part of the financial Statements for the period ended 31 March, 2020

## (vi) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the prevailing market yield of government bonds as at the balance Sheet date for the estimates of future salary increase considered taking into account the inflation, seniority, promotion and other relevant factors.

## 25.11 Related Party Disclosures

S. No.	Name of the Related Party	Nature of Relationship	Nature of Transaction	Transaction during 2019-20	Outstanding Balance as at 31.03.2020 Receivable/ (Payable)	Transaction during 2018-19	Outstanding Balance as at 31.03.2019 Receivable/ (Payable)
1	Shri Prateek Maheshwari	Director	Director Remuneration	8300000	900970	8300000	(18143)
			Interest Paid	601473	541325	1712	-
			Loan Received	13800000	110000	500000	-
2	Smt. Annapurna Maheshwari	Director	Interest Paid	13194	11875	-	-
			Loan Received	800000	-	1000000	-
3	Shri Abhinav Kumar	Director	Director Remuneration	8400000	-	8400000	(180211)
			Interest Paid	-	-	67512	-
			Loan Received	-	-	1700000	-
5	Ara Designs Prop. Purva Kumar	Director's Relative	Designing Fees	-	-	950000	-
6	IFF Overseas Pvt. Ltd.	Associates	Purchase (Inc GST)	20492462	(19568275)	64955240	(25536924)
			Rent (Inc GST)	1770000	(1882482)	1770000	(810000)

Notes forming part of the financial Statements for the period ended 31 March, 2020

**25.12 Cash Flow Statement**

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and extraordinary items	(13,940,062)	37,761,608
Adjustments for:		
Depreciation & Misc. expenditure written off	14,635,751	11,789,901
Interest and other charges	43,662,680	33,698,384
Interest Income	(1,907,945)	(492,833)
Operating profit before working capital changes	<b>42,450,424</b>	<b>82,757,059</b>
Adjustments for:		
Trade and other receivables	41,380,520	(89,094,462)
Inventories	(63,565,105)	(36,281,034)
Trade & other Payables	42,092,579	100,276,552
Cash generated from operations	<b>62,358,418</b>	<b>57,658,116</b>
Direct taxes	-	(13,586,807)
Net Cash from operating activities	<b>62,358,418</b>	<b>44,071,309</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(9,467,250)	(16,747,872)
Deposits		
Interest Received	1,907,945	492,833
Net Cash from/ (used) in investment activities	<b>(7,559,306)</b>	<b>(16,255,040)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long / short term borrowings (Net)	11,973,075	10,431,903
Interest and other charges paid	(43,662,680)	(33,698,384)
Dividend including Dividend Distribution Tax paid		
Net Cash (used) / from financing activities	<b>(31,689,604)</b>	<b>(23,266,481)</b>
<b>D. Net increase / (decrease) in cash and cash equivalents</b>	23,109,508	4,549,789
Opening balance of Cash and cash equivalents	19,155,977	14,606,188
Closing balance of Cash and cash equivalents	<b>42,265,485</b>	<b>19,155,977</b>
<b>25.13</b> Management certify that the value on realisation of loans and advances and current assets have the value, in the ordinary course of business, not less than the value at which they are stated in the Balance Sheet.		
<b>25.14</b> Previous years figures have been re-grouped and re-arranged wherever considered necessary.		

As per our report of even date attached.

**For Maheshwari & Co.**

Chartered Accountants

FRN- 0061792

**For and on behalf of the Brand Concepts Limited****Prateek Maheshwari**  
(Managing Director)

DIN (00039340)

**Abhinav Kumar**  
(CFO & Whole  
Time Director)

DIN (06687880)

**Swati Gupta**  
(Company Secretary)

(M.No. A33016)

**CA. Sunil Maheshwari**

Proprietor (M.No. 403346)

Place : Indore

Date : 30th July, 2020

UDIN : 20403346AAAAET9986

## **BRAND CONCEPTS LIMITED**

### **REGISTERED OFFICE**

Lotus Star, Plot No. D- 5, Road No. 20, Marol MIDC,  
Andheri East Mumbai - 400093 - Maharashtra

### **CORPORATE OFFICE**

140/2/2, Musakhedi Square, Ring Road, Indore - 452010 (MP)