



BRAND CONCEPTS LIMITED

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

Date: 25/11/2022

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

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

Symbol: [BCONCEPTS]

Scrip Code : 543442

Sub: Outcome of the Board Meeting held on 25th November 2022.

Dear Sir/Mam,

The Board of Directors of the Company at their meeting held on 25th November 2022 at 05:30 pm inter alia transacted the following business.

- Approval of Notice of AGM – Annexure A
- Appointment of Mr. Manish Saksena as Independent Director of the Company for the second tenure. – Annexure B
- Appointment of Mr. Kushagra Toshniwal as Independent Director of the Company for the second tenure. – Annexure C
- Change in Registered office of the Company from one state to another state and consequent alteration in the Memorandum of Association. – Annexure D

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,

For Brand Concepts Limited

Swati Gupta
Company Secretary & Compliance Officer
(M. No.: ACS 33016)

Annexure A

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **15th Annual General Meeting** of the members of Brand Concepts Limited will be held on Wednesday, **21st day of December, 2022 at 11:00 A.M.** through Video Conferencing (VC)/Other Audio-Visual Means ('OAVM) to transact the following business:

ORDINARY BUSINESSES

1. To receive, consider and adopt

- a) the audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and Report of Auditor 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. Appointment of Mr. Manish Saxena as an Independent 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 Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and on the basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Manish Saxena**, (DIN: 08014657), who was appointed as Independent Director of the company w.e.f. 25th May 2021 and confirmed in the AGM held on 30th September 2021 to fill up the intermittent vacancy caused due to Mr. Narendra Kabra (DIN-06851212) to hold office till 8th December 2022 and who had submitted a declaration of meeting the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director, for a second term of five consecutive years commencing from December **9, 2022 till December 8, 2027 and not liable to retire by rotation.**

“RESOLVED FURTHER THAT for the purpose of giving effect this resolution, Mr. Prateek Maheshwari (DIN-00039340), Managing Director or Mr. Abhinav Kumar (DIN-06687880), Whole Time Director of the company be and are individually authorised, on behalf of the company, to sign and execute all such documents and papers as may be required for the purpose and to do all such acts, deeds, matters and things as deem necessary in this regard.”

4. Appointment of Mr. KUSHAGRA PRAVEEN TOSHNIWAL as an Independent 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 Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) considering that Mr. Kushagra Praveen Toshniwal is going to end up his tenure as Non-Executive Independent Director on 14th December 2022, on the basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors Mr. KUSHAGRA PRAVEEN TOSHNIWAL, (DIN: 07117429), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from December 15, 2022 till December 14, 2027;

RESOLVED FURTHER THAT for the purpose of giving effect this resolution, Mr. Prateek Maheshwari (DIN-00039340), Managing Director or Mr. Abhinav Kumar (DIN-06687880), Whole Time Director of the company be and are individually authorised, on behalf of the company, to sign and execute all such documents and papers as may be required for the purpose and to do all such acts, deeds, matters and things as deem necessary in this regard.”

5. Approval under section 185 of the Companies Act, 2013:

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 185 of Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors for making of loan(s) including loan represented by way of Book Debt (the “Loan”), to continue/give any guarantee or continue/provide security in connection with a loan to 7E Wellness India Private Limited, being entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in explanation(b) of sub section 2 of section 185 (a body corporate in which not less than 25% of total voting powers to be exercised are controlled by the company itself) of an aggregate outstanding amount not exceeding Rs. 2 Crores (Rupees Two Crores only) per annum.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

6. Approval for Remuneration to Mr. Prateek Maheshwari under Regulation 17 6(e)(i) of (Listing Obligations & Disclosure Requirement) Regulation 2015 of SEBI

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

“RESOLVED THAT subject to the Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the Companies Act, 2013 (the Act) read with applicable relevant Rules, if any, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, as the annual remuneration, upto Rs. 84 Lakhs per annum, payable to Mr. Prateek Maheshwari, Managing Director exceeds two-and-half (2.5) percent of the net profits of the Company as calculated under Section 198 of the Act in any financial year be and is hereby approved by the members of the Company for the existing tenure of his appointment i.e. upto 08-12-2022.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be required or considered necessary, appropriate, expedient or desirable in regard to the payment of remuneration, as it may in its sole and absolute discretion deem fit to give effect to the aforesaid resolutions.”

7. Withdrawal of Remuneration of Mr. Govind S Shrikhande

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

On the revised recommendation of NRC the Chairman suggested the Board that resolution passed in the Board Meeting held on 23-03-2022 and further approved by the shareholders via postal Ballot on 7th May, 2022, the remuneration to Independent Director, **Mr. Govind Shridhar Shrikhande (DIN- 00029419)** should be withdrawn at the request of Mr. Shrikhande. Nevertheless, owing to professional expertise and skills and managerial superintendence of business aspects of the company, he'll be associated with the company in professional capacity as a advisor or consultant for which professional fees in lieu of remuneration of shall be paid to Mr. Shrikhande. The Board took note of the same and passed the following resolution unanimously-

“RESOLVED THAT that in suppression of the resolution passed in Board Meeting held on 23-03-2022 and further approved by the shareholders via postal Ballot on 7th May, 2022 regarding remuneration of Rs 1 Lakh w.e.f 1st April, 2022 to Mr. Govind Shridhar Shrikhande (Independent Director), subject to the approval of the Shareholders in the ensuing general Meeting, be and is hereby withdrawn.”

8. To Consider and approve Shifting of the Registered Office of the Company from one State to another State and consequent alteration in the Memorandum of Association

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

“RESOLVED THAT subject to the provisions of Section 12, 13 read Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or reenactment thereof, for the time being in force) and subject to the approval of the Central Government through the concerned Regional Director and such other approvals, permissions and sanctions as may be required, the

consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra to the state of Madhya Pradesh.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 (4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation of the concerned Regional Director, the Clause II of the Memorandum of Association of the company be and is hereby altered for change in the situation of the registered office of the company from the “State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai ” to the “State of Madhya Pradesh” and that, the Clause II of the Memorandum of Association of the Company be read as follows:

II The Registered Office of the Company will be situated in the state of Madhya Pradesh.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorised to sign the petition, application, affidavits, undertakings, declarations and all such other documents as may be deemed necessary and expedient in relation to the filing of the petition, application, and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company.

RESOLVED FURTHER THAT on confirmation / approval of the Regional Director, the Registered Office of the Company be shifted from “State of Maharashtra” to the “State of Madhya Pradesh”, the Board be and is hereby authorized to take necessary steps to shift the Registered Office in the State of Madhya Pradesh and within the jurisdiction of the Registrar of Companies, Madhya Pradesh and the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that may be passed by the Concerned Regional Director.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to finalize the address of the Registered Office of the Company at Indore, the State of Madhya Pradesh, as they may deem appropriate.

RESOLVED FURTHER THAT the Mr. Abhinav Kumar (DIN-06687880), Whole Time Director & CFO or Ms. Swati Gupta, Company Secretary of the Company be and are hereby severally authorised to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

Dated: 25th November, 2022

By order of the Board of Directors

Place: Indore

Sd/-

Swati Gupta

Company Secretary & Compliance Officer

(ACS: 33016)

Registered Office

Lotus Star, Plot No. D-5, Road No. 20,

Marol MIDC, Andheri East,

Mumbai – 400093 (MH)

CIN: L51909MH2007PLC174702

Website: www.brandconcepts.in

Email: swati.gupta@brandconcepts.in

NOTES:

Important dates for members

ANNUAL GENERAL MEETING: Annual General Meeting will be held on Wednesday, 21st December, 2022 at 11.00 a.m. through Video Conferencing (VC)/Other Audio-Visual Means ('OAVM') to transact the following business.

CUT OFF DATE: Cut Off Date will be 14th December, 2022 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 17th December 2022 to 5.00 p.m. on 20th December, 2022, both days inclusive. Remote e-Voting will be blocked after 5.00 p.m. on 20th December, 2022.

BOOK CLOSURE will be from Tuesday, 14th December, 2022 to Tuesday, 21st December, 2022 (both days inclusive).

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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/EGM. 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 EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include 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. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. 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/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.brandconcepts.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com & Bombay Stock Exchange at www.bseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM 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 OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

(i) The voting period begins on 17th December 2022 and ends on 20th December 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th December 2022; may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobilenumbar and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on

	<p>https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected</p>

Depository Participants (DP)	to e-Voting service provider website for casting your vote during the remote e-Voting period.
-------------------------------------	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Brand Concepts Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to swati.gupta@brandconcepts.in.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon

Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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

In respect of item No.3 & 4

Mr. Manish Saksena was appointed as Independent Director of the Company to fill up the casual vacancy caused due to vacation of office by Mr. Narendra Kabra pursuant to Section 160(1), 161 and 149 of the Companies Act, 2013 (“the Act”) and schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Board Meeting held on 24th May 2021 and the confirmation by Shareholders at the Annual General Meeting held on 30th September, 2021 to hold office upto the remaining tenure of Mr. Narendra Kabra ie. 8th december, 2022 (“first term” as per the explanation to Section 149(10) and 149(11) of the Act.).

Also Mr. Kushagra Praveen Toshniwal was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 15th December, 2017 to hold office upto 14th December, 2022(“first term” as per the explanation to Section 149(10) and 149(11) of the Act.)

The Nomination & Remuneration Committee at its Meeting held on 06th September, 2022 after taking into account the performance evaluation of these Independent Directors, during their first term and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended that pre approval to be accorded for re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from their respective appointment dates and not liable to retire by rotation.

Except Mr. Manish Saksena & Mr. Kushagra Toshniwal, no other director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

In respect of item No.5

M/s 7E Wellness India Private Limited is a group company in which the company (BCL) are interested and having more than 25% voting powers to be exercised or controlled. Accordingly it is an entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017 w.e.f. 7-5-2018) for giving loan, if required, continuing/giving of guarantee(s), and/ and or continuing/providing of security(ies) in connection with any Loan taken/ to be taken by BCL of an aggregate outstanding amount not exceeding Rs. 2 Crores (Rupees Two crores only) per annum on the terms as decided by the Board as necessary delegation of authority to the Board for this purpose. Your directors recommend the resolution to be passed as a special resolution by the members.

The Company has provided Loans and Advance to M/s 7E Wellness India Private Limited, a company in which your company is the member. The aggregate outstanding amount shall not exceed Rs. 2 Crores (Rupees Two

crores only) per annum on the terms as decided by the Board as necessary delegation of authority to the Board for this purpose The loan if provided will be only for its principal business activities. The Board accordingly recommends the Special Resolution as mentioned in the notice for your approval.

Pursuant to applicable provisions of the Companies Act, 2013, the company (BCL) is the shareholder in 7E Wellness India Private Limited holding 49% shares and Mr. Prateek Maheshwari (Managing Director), & Mr. Abhinav Kumar (Whole Time Director) of BCL is a director in this company. Accordingly all the directors and their relatives can be considered as interested or concerned in the resolution.

None of the other Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

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	Manish Saxena	Kushagra Toshniwal
Date of birth	31/10/1955	02/10/1971	20/10/1981
Date of Appointment	15/01/2015	24/05/2021	14/12/2017
Educational Qualification	Qualified Graduate in Bachelor of Home Science from DAVV University Indore.	Master of Business Administration (MBA)	B.E. in Instrumentation and Control
Expertise in functional areas	She is having vast experience of 38 years in Group Companies. Joined on the Board of Directors of IFF Group in 1994 (Group companies) with her core strengths being Designing and Production.	“A Lifestyle Specialist with 23 years of experience in Design, Product Management, Marketing, Store Design, Visual Merchandising and backed in Retail Industry. He has been instrumental in creating landmark changes in the Lifestyle Industry in India through his experience in new and different formats of retail. With strong roots in St. Stephen College, New Delhi and London School of Fashion, he has worked in different genres and scope of Madhura Garments as Creative	He is having about 16 years of rich experience in Marketing and Sales. He has been actively involved in his own family business of engaged in manufacturing and distributing measuring instruments. Besides this he is also active Director in Nivo Instruments Private Limited and Toshbro Controls Private Limited. He has been very instrumental in growing his family business by adding various new products and foreign partnership under his leadership. His broad business experience will add to the strength and increase

		Director, with Landmark Group as Head of Buying and successfully launched the first organised ethnic wear brand W. Teaching at NIFT and imparting knowledge gained from the industry to the GenNext has been his passion and purpose alongside.”	current potential of our business.
Details of shares held in the Company	9.92%	-	-
List of Companies in which outside directorship held	1) Industrial Filters & Fabrics Pvt Ltd. 2) IFF Overseas Pvt Ltd.	NIL	1) NIVO HOLDINGS PRIVATE LIMITED 2) TOSHBRO CONTROLS PRIVATE LIMITED
Member/Chairman of Committees of other Companies on which she/he is a director*	No	No	No
Relationship with any Director(s) of the Company	Mother of Mr. Prateek Maheshwari (Managing Director)	No	No
Number of board meeting attended during the year	2	3	5
Terms and condition of appointment / re-appointment	Liable to retire by rotation	As per resolution	As per resolution
Remuneration to be paid	Director Sitting Fees	Director Sitting Fees	Director Sitting Fees
Last drawn remuneration	Nil	Nil	Nil
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.	There are no inter-se relationship between other board members.

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

In respect of item No.6

Mr. Prateek Maheshwari (DIN 00039340) Managing Director of the Company who also belongs to the promoter group is drawing the annual remuneration more than 2.5% of the net profit of the Company. So in pursuant to the provisions of Regulation 17 6(e)(i) of (Listing Obligations & Disclosure Requirement) Regulation 2015 of SEBI and other applicable rules, regulations in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, the consent of the Members of the Company is required for the fees or compensation payable to executive directors who are promoters or members of the promoter group, if the annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5% of the net profits of the Listed Entity, whichever is higher.

As the remuneration exceeds 2.5% of the net profit of the company calculated as per section 198 of the companies Act, 2013, approval of the members is required for the same. The Board recommends the resolution to be passed as special resolution.

Except Prateek Maheshwari, no other director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

In respect of item No.7

To Mr. Govind Shridhar Shrikhande on his expertise, skills, rich experience, knowledge and also on the revised recommendation of NRC the Chairman suggested the Board that resolution passed in the Board Meeting held on 23-03-2022 and further approved by the shareholders via postal Ballot on 7th May, 2022, to pay remuneration of Rs. 100000 (One Lac) monthly w.e.f 01st of April 2022 to Independent Director, **Mr. Govind Shridhar Shrikhande (DIN- 00029419)**. But on the request of Mr. Shrikhande the same has been withdrawn and approved in the Board Meeting held on 25th May 2022.

But owing to professional expertise and skills and managerial superintendence of business aspects of the company, he'll be associated with the company in professional capacity as a advisor or consultant for which professional fees in lieu of remuneration of Rs. 100000 (One Lac) shall be paid to Mr. Shrikhande and subject to the approval of the Shareholders in the ensuing general Meeting, be and is hereby withdrawn

Accordingly, the consent of the members of the Company is being sought for approval of withdrawal of remuneration to **Mr. Govind S Shrikande**, Non-Executive Independent Directors.

Item 8.

As per provisions of Section 12 of the Companies Act, 2013 shifting of registered office of a company outside the local limits of any state, city, town or village required approval of shareholders by way of Special Resolution.

At present the registered office of the Company is situated at Lotus Star, Plot No. D-5, Road No.2, Marol MIDC, Andheri East, Mumbai 400093 (MH). It is proposed to shift the registered office from the State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai to the State of Madhya Pradesh with a view to operational convenience and ease and most of the shareholders are also based in Indore.

The shifting of registered office of the company will not be prejudicial to the interest of any employees, shareholders, creditors or other stakeholders.

Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the shifting of registered office from one state to another and consequent alteration of the memorandum of association requires the approval of the members by way of special resolution and approval of the Central Government. The existing memorandum as well as the draft memorandum with the proposed amendments is available for inspection and such documents shall be available for inspection at the Registered Office and Corporate Office of the Company between 11.00 a.m. to 5.00 p.m. on all days except Saturday and Sunday and other government holidays and copies thereof shall be available at the meeting.

Accordingly, the Board recommends the resolution set forth in the notice for approval by the shareholders as a special resolution

None of the Directors or Key Managerial Personnel is concerned or interested financially or otherwise in the resolution.

Additional information in reference to the issuance of shares pursuant to ESOP-2020 Scheme.

The Company had implemented the Employee Stock Option Plan 2020 with a view to attract, retain, incentivize and motivate employees of the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Plans were originally approved vide shareholder' resolutions on 29th September 2020 in due compliance of the provisions of the then applicable laws and rules framed thereunder. However, thereafter, there have been significant regulatory changes namely introduction of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. So company made the significant changes and approved vide Postal Ballot on 07th May 2022 for appending certain terms of the ESOP Policy in a better and clear manner as per concerned SEBI regulations. Accordingly, the consent of the members of the Company is being sought to pass the special resolution on the Contents of the Explanatory statement which was not covered under previous approvals in this regard.

The broad features of ESOP -2020 are:

S.no.	Particulars	
a)	maximum quantum of benefits to be provided per employee under a scheme	The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market price of the shares as on the date of the sale of shares arising out of exercise of options.
b)	whether the scheme(s) is to be implemented and administered directly by the company or through a trust	The Scheme shall be administrated by the Company and not through a trust.
c)	whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The scheme only involves new issue of shares by the Company.
d)	the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	This is not applicable under the present scheme.

e)	maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	This is not applicable under the present scheme
f)	a statement to the effect that the company shall conform to the accounting policies specified in regulation 15	The Company shall comply with the disclosures and the accounting policies as prescribed from time to time.
g)	the method which the company shall use to value its options or SARs	Fair Value will be determined and approved by the Nomination & Remuneration Committee in accordance with SEBI Regulations.
h)	the following statement, if applicable: 'In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'	'In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report.
i)	Terms & conditions for buyback, if any, of specified securities covered under these regulations	This is not applicable under the present scheme.

Dated: 25th November 2022

Place: Indore

By order of the Board of Directors

Sd/-

Swati Gupta

Company Secretary & Compliance Officer

(ACS: 33016)

Registered Office

Lotus Star, Plot No. D-5, Road No. 20,

Marol MIDC, Andheri East,

Mumbai – 400093 (MH)

CIN: L51909MH2007PLC174702

Website: www.brandconcepts.in

Email: swati.gupta@brandconcepts.in

Annexure B

Additional Details as required under Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Appointment of Mr. Manish Saksena (DIN: 08014657) as an Independent Director of the Company .

S.No	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment (Second Term of Five years)
2	Date of Appointment	09 th December 2022
3	Brief Profile (In case of Appointment)	<p>“A Lifestyle specialist with 22 years of experience in Design, Product, Management, Marketing, Store Design, Visual Merchandising and backed in Retail Industry. He has been instrumental in creating landmark changes in the Lifestyle Industry in India through his experience in new and different formats of retail. As varied as being a part of the entry of International Brands to creating successful homegrown brands, from Flagship Retailing in metros to Tier 2 emergence and expansion, Manish brings with him a wealth of core consumer experience.</p> <p>With Strong roots in St. Stephen College, New Delhi and London School of Fashion, he has worked in different genres and scope with Madura Garments as Creative Director, with Landmark Group as Head of Buying and successfully launched the first organized ethnic wear brand W. Teaching at NIFT and imparting knowledge gained from the Industry to the GenNext has been his passion and purpose alongside”.</p>
4	Disclosure of relationship between Directors (in case of appointment of director)	Mr. Manish Saksena is not related to any of the Directors of the Company.
5	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June, 20, 2018 issued by NSE respectively.	Mr. Manish Saksena is not debarred from holding office of a director by virtue of any SEBI Order or any other such authority.

Annexure C

Additional Details as required under Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Appointment of Mr. Kushagra Toshniwal (DIN: 07117429) as an Independent Director of the Company .

S.No	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment (Second Term of Five years)
2	Date of Appointment	15 th December 2022
3	Brief Profile (In case of Appointment)	He is having about 15 years of rich experience in Marketing and Sales. He has been actively involved in his own family business of engaged in manufacturing and distributing measuring instruments. Besides this he is also active Director in Nivo Instruments Private Limited and Toshbro Controls Private Limited. He has been very instrumental in growing his family business by adding various new products and foreign partnership under his leadership. His broad business experience will add to the strength and increase current potential of our business.
4	Disclosure of relationship between Directors (in case of appointment of director)	Mr. Kushagra Toshniwal is not related to any of the Directors of the Company.
5	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June, 20, 2018 issued by NSE respectively.	Mr. Kushagra Toshniwal is not debarred from holding office of a director by virtue of any SEBI Order or any other such authority.

Annexure D

Shifting of the Registered Office of the Company from one State to another State and consequent alteration in the Memorandum of Association

Subject to the provisions of Section 12, 13 read Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government through the concerned Regional Director and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra to the state of Madhya Pradesh.

Pursuant to the provisions of Section 13 (4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation of the concerned Regional Director, the Clause II of the Memorandum of Association of the company be and is hereby altered for change in the situation of the registered office of the company from the “State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai ” to the “State of Madhya Pradesh” and that, the Clause II of the Memorandum of Association of the Company be read as follows:

II The Registered Office of the Company will be situated in the state of Madhya Pradesh.

The Board of Directors be and is hereby severally authorised to sign the petition, application, affidavits, undertakings, declarations and all such other documents as may be deemed necessary and expedient in relation to the filing of the petition, application, and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company.

On confirmation / approval of the Regional Director, the Registered Office of the Company be shifted from “State of Maharashtra” to the “State of Madhya Pradesh”, the Board be and is hereby authorized to take necessary steps to shift the Registered Office in the State of Madhya Pradesh and within the jurisdiction of the Registrar of Companies, Madhya Pradesh and the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that may be passed by the Concerned Regional Director.

The Board of Directors be and hereby authorised to finalize the address of the Registered Office of the Company at Indore, the State of Madhya Pradesh, as they may deem appropriate.