



BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484
4th Floor UNO Business Park, Indore Bypass Road, Opposite Sahara City,
Bicholi Mardana, Indore, Madhya Pradesh, India, 452016
Phone: 91-731-4223000, Fax- 4221222/444
Email: info@brandconcepts.in

Date: 31st August, 2024

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 - 400001

Symbol: BCONCEPTS

Scrip Code: 543442

Sub: Notice of the Meeting of the Unsecured creditors of Brand Concepts Limited convened as per directions of Hon'ble National Company Law Tribunal, Indore Bench ("NCLT) in the matter of Scheme of Arrangement between IFF Overseas Private Limited ("Transferor Company"), and Brand Concepts Limited ("Transferee Company") under Sections 230 to 232 and Section 66 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder ("Act") and all other applicable rules and regulations, (hereinafter referred to as the "Scheme")

Ref: Regulations 30 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the Company Application no. CA(CAA) 04 OF 2024 for convening meeting of the Unsecured Creditors of Brand Concepts Limited through Video Conference ("VC")/Other Audio-Visual Means ("OAVM"), please find enclosed herewith the copy of the Notice of NCLT convened meeting of the Unsecured Creditors of Brand Concepts Limited, on Friday, 4th day of October, 2024 at 03:30 p.m. (0330 hours) IST, through VC / OAVM for the purpose of considering, and, if thought fit, approve, with or without modification(s), the arrangement embodied in the Scheme. As per the directions of the NCLT, a Meeting of the Unsecured Creditors of the Company is being convened through VC/OAVM mode, in compliance with the provisions of the Companies Act, 2013 ('Act') and related Rules, read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 and other provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India.

We hereby enclose a copy of the Notice convening the Meeting along with the Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI Listing Regulations and applicable SEBI Circulars (together referred to as 'Notice'). The related Annexures are available on the website of the Company at <https://www.brandconcepts.in/>.



BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484

4th Floor UNO Business Park, Indore Bypass Road, Opposite Sahara City,
Bicholi Mardana, Indore, Madhya Pradesh, India, 452016

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

Email: info@brandconcepts.in


The Notice of the Meeting along with Annexures is being sent to the Unsecured Creditors whose names appears in the record of the Company as on Sunday, March 31st, 2024. In compliance with the provisions of the Companies Act, 2013 read with the relevant rules made there under and SEBI Listing Regulations, the Company is providing e-voting (including remote e-voting and e-voting at the meeting) facility to its Unsecured Creditors, to exercise their right to vote on the resolutions forming part of the Notice of NCLT convened Meeting. The Company has availed the services of Central Depository Service Limited, to provide the facility of casting votes by its Unsecured Creditors using remote e-voting /e-voting system as well as to enable the Unsecured Creditors of the Company to attend and participate in the Meeting through VC/OAVM. In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 read with Regulation 44 of the SEBI Listing Regulations, the Company has scheduled, March 31st, 2024 as the cut-off date to determine the entitlement of the Unsecured Creditors to cast their vote electronically in respect of the businesses to be transacted as per the Notice and to attend the meeting.

The detailed instructions for joining the Meeting through VC/OAVM, manner of casting vote through remote e-voting/e-voting and registration of e-mail address of the Unsecured Creditors for the Meeting are provided in the Notice. A copy of the said Notice is available on the website of the Company at <https://www.brandconcepts.in/> and on the website of Central Depository Services Limited at <https://www.evotingindia.com/>. Additionally, the Notice is also available on the website of the stock exchanges where equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

You are requested to kindly take the above on record.

Thanking You,
Yours Sincerely,
For Brand Concepts Limited,

**Swati
Gupta**

 Digitally signed by Swati Gupta
Date: 2024.10.03 21:22:31 +05'30'

Swati Gupta
Company Secretary and Compliance Officer
Mem No. A33016

NOTICE – UNSECURED CREDITORS**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF BRAND CONCEPTS LIMITED**

**Before the National Company Law Tribunal
Indore Bench
CA(CAA)/4(MP)2024**

In the matter of the Companies Act, 2013;

And

In the matter of the Provisions of Sections 230-232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of IFF Overseas Private Limited and Brand Concepts Limited;

And

In the matter of the Scheme of Amalgamation of IFF Overseas Private Limited (“Transferor Company”) with Brand Concepts Limited (“Transferee Company”) and their respective shareholders and creditors;

IFF OVERSEAS PRIVATE LIMITED,

(CIN: U51102MP1994PTC008165)

a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Ring Road Square, Musakhedi, Indore, Madhya Pradesh – 452001 IN.

.... Transferor/Applicant Company

BRAND CONCEPTS LIMITED

(CIN: L51909MP2007PLC066484)

a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 4th Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City, Bicholi Mardana, Indore, Madhya Pradesh – 452016 IN.

.... Transferee/Applicant Company

**MEETING OF UNSECURED CREDITORS
OF
BRAND CONCEPTS LIMITED**

(convened pursuant to the Order dated 21st August, 2024 amended on 23rd August, 2024 passed by the National Company Law Tribunal, Bench at Indore)

MEETING:

Day	Friday
Date	4th October 2024
Time	3:30 p.m. (0330 hours) IST
Mode of meeting	Through Video Conferencing / Other Audio -Visual Means
Cut-off date for e-voting	Sunday, 31 st March, 2024
Remote e-voting Start Date and Time	Monday, 30th September, 2024 at 9.00 a.m. (0900 hours) IST
Remote e-voting End Date and Time	Thursday, 3rd October, 2024 at 5.00 p.m. (1700 hours) IST
E-voting through VC facility shall also be available to the unsecured creditors of the Brand Concepts Limited during the meeting.	

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The Notice of the Meeting, Statement under Sections 102, 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable SEBI Circulars and Annexure 1 to Annexure 17 (page nos. 37 to 328) constitute a single and complete set of documents and should be read in conjunction with each other, as they form an integral part of this document

The following documents will be available for inspection by the Unsecured Creditor of BCL at its registered office at 4th Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City, Bicholi Mardana, Indore, Madhya Pradesh – 452016 IN, between 11:00 am to 01:00 pm on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting:.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT INDORE
CA(CAA)/4(MP) 2024**

In the matter of the Companies Act, 2013;

And

In the matter of the Provisions of Sections 230-232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of IFF Overseas Private Limited and Brand Concepts Limited;

And

In the matter of the Scheme of Amalgamation of IFF Overseas Private Limited (“Transferor Company”) with Brand Concepts Limited (“Transferee Company”) and their respective shareholders and creditors;

IFF OVERSEAS PRIVATE LIMITED,

(CIN: U51102MP1994PTC008165)

a Company incorporated under the provisions of the Companies Act, 2013 and having its registered office at Ring Road Square, Musakhedi, Indore, Madhya Pradesh – 452001 IN.

.... TRANSFEROR/APPLICANT COMPANY

BRAND CONCEPTS LIMITED

(CIN: L51909MP2007PLC066484)

a Company incorporated under the provisions of the Companies Act, 2013 and having its registered office at 4th Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City, Bicholi Mardana, Indore, Madhya Pradesh – 452016 IN.

.... TRANSFEREE/APPLICANT COMPANY

Form CAA2

[Pursuant to Section 230(3) and Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF BRAND CONCEPTS LIMITED

To,
**The Unsecured Creditors of
Brand Concepts Limited (“Transferee Company”)**

NOTICE is hereby given that by an order dated **21st August, 2024 amended on 23rd August, 2024** (the “**Order**”), the Hon’ble National Company Law Tribunal, Bench at Indore (“**NCLT**”) has directed a meeting to be held of the Unsecured Creditors of Brand Concepts Limited, the Transferee Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of IFF Overseas Private Limited with Brand Concepts Limited and their respective shareholders and creditors (“**Scheme**”) pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Unsecured Creditors of the Transferee Company will be held **on Friday, 4th day of October, 2024 at 3:30 p.m. (0330 hours) IST** through Video Conference (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”) (“**Meeting**”) in compliance with the applicable provisions of the Companies Act, 2013 (“**Companies Act**”), General Circular No.14/2020 dated 8th April, 2020, No.17/2020 dated 13 April 2020, No.22/2020 dated 15 June 2020, No.33/2020 dated 28 September 2020, No.39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 08 December 2021 and **No. 03/2022 dated 05 May 2022**, General Circular No.70/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively hereinafter referred to as the ‘**MCA Circulars**’), the Secretarial Standard on General Meetings issued by the institute of Company Secretaries of India (SS-2) and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated **May 13, 2022**, SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other such circulars (collectively hereinafter referred to as the ‘**Circulars issued by SEBI**’) and the said Unsecured Creditors are requested to attend the Meeting. At the Meeting, the following resolution will be considered and if thought fit, be passed with or without modification(s):-

SPECIAL BUSINESS:

1. Approval of Scheme of Amalgamation of IFF Overseas Private Limited (“Transferor Company”) with Brand Concepts Limited (“Transferee Company”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013

The unsecured creditors are requested to consider, and if thought fit, with or without modification(s), pass the following Resolution with requisite majority:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Section 2(1B) of the Income-tax Act, 1961, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), read with the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/POD 2/P/CIR/2023/93 dated June 20, 2023 and duly amendment thereof from time to time and other applicable circulars issued by the Securities and Exchange Board of India from time to time (including any statutory modification or re-enactment thereof for the time being in force), the observation letter/No-objection letter issued by each of the BSE Limited and the National Stock Exchange of India Limited respectively, dated 03rd May, 2024 respectively and subject to the provisions of the Memorandum of Association and Articles of Association of **BRAND CONCEPTS LIMITED** ('Company') and subject to the approval of the Hon'ble National Company Law Tribunal, Indore Bench (hereinafter referred as the 'Hon'ble Tribunal/'NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities or Tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Amalgamation embodied in the Scheme of Amalgamation of IFF Overseas Private Limited with Brand Concepts Limited and their respective shareholders and creditors (“**Scheme**”) as enclosed with this Notice of the NCLT convened Meeting of **the unsecured creditors**, be and is hereby approved.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any Statutory/Regulatory Authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval of the Unsecured Creditors and the Unsecured Creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution and the Board be and is hereby further authorized to execute such further deeds, documents and writings that maybe considered necessary, make necessary filings and carry out any or all activities for the purpose of giving effect to these resolutions and implementation of the Scheme.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from **Unsecured Creditors of the Company.**”

TAKE FURTHER NOTICE that since this Meeting is held, pursuant to the Order passed by the NCLT, through VC/OAVM, physical attendance of the Unsecured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for the present Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, authorized representatives of institutional/corporate Equity Shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such Unsecured Creditors sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/ or to vote through remote e-voting.

TAKE FURTHER NOTICE that each Unsecured Creditors can opt for only one mode of voting i.e., either e-voting at the Meeting or through Remote e-voting. In case of Unsecured Creditors cast votes by Remote e-voting, as aforesaid, the concerned Unsecured Creditors will nevertheless be entitled to attend the Meeting and participate in the discussions in the Meeting but will not be entitled to vote again during the Meeting. In case of Unsecured Creditors exercising their right to vote via both modes, i.e., casting of vote by Remote E-voting and at the Meeting, then vote cast through Remote E-voting shall prevail over voting by the said Unsecured Creditors at the Meeting and the vote cast at the Meeting shall be treated as invalid. Once the vote on a resolution is cast by a Unsecured Creditors, the Unsecured Creditors shall not be allowed to change it subsequently. The instructions for E-voting at the Meeting and Remote e-voting are appended to the notice. In case of Remote E-voting, the votes should be cast in the manner described in the instructions during the Remote E-voting Period.

TAKE FURTHER NOTICE that

- a) In compliance with the provisions of (i) MCA Circulars; (ii) Sections 108 and 230 of the Companies Act read with the rules framed thereunder; (iii) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and (iv) Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Company has provided the facility of voting by remote e-voting and e-voting at the Meeting (Insta Poll) so as to enable the Unsecured Creditors, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by the Unsecured Creditors of the Transferee Company to the Scheme shall be carried out only through remote e-voting and e-voting at the Meeting (Insta Poll);
- b) In compliance with the aforesaid MCA Circulars, Circulars issued by Securities and Exchange Board of India and the Order passed by NCLT, (i) the aforesaid Notice, (ii) the Scheme, (iii) the explanatory statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read

with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the rules made thereunder, and (iv) the enclosures as indicated in the Index (collectively referred to as "Particulars"), are being sent (A) through electronic mode to those Unsecured Creditors whose e-mail IDs are registered with the Transferee Company in compliance with the MCA Circular and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023. and (B) through registered post or speed post or courier, physically, to those Unsecured Creditors who have not registered their e-mail IDs with the Transferee Company.

The aforesaid Particulars are being sent to all the Unsecured Creditors whose names appear in the book of the Company as on the cut-off Date i.e. Sunday, March 31, 2024;

- c) the Unsecured Creditors may note that the aforesaid Particulars will be available on the Transferee Company's website www.brandconcepts.in, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of CDSL at www.evotingindia.com ;
- d) copies of the aforesaid Particulars can be obtained free of charge, between 10.30 a.m. to 12.30 p.m. on all working days, at the registered office of the Transferee Company, up to the date of the Meeting, at 4th Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City, Bicholi Mardana, Indore, Madhya Pradesh – 452016 IN or from the office of authorised PCS Ms. Manju Mundra at 122, Brajeshwari Extension, Behind Kalyan Marbles, Near World Cup Square, Indore-452016;
- e) the Transferee Company has extended the remote e-voting facility for its Unsecured Creditors to enable them to cast their votes electronically. The instructions for remote e-voting and e-voting at the Meeting (Insta Poll) are appended to the Notice. The Unsecured Creditors opting to cast their votes by remote e-voting and e-voting during the Meeting (Insta Poll) through VC/ OAVM are requested to read the instructions in the Notes below carefully. In case of remote e-voting, the votes should be cast in the manner described in the instructions from Monday 30th, September, 2024 at 9.00 a.m. IST (0900 hours) to Thursday 3rd October, 2024 at 5.00 p.m. IST (1700 hours);
- f) the NCLT has appointed **Mr. Jay Kocheta**, Tax Consultant and in his absence **Mr. Aditya Kumar Gupta**, practising Chartered Accountant having membership no. 422218 to be the Chairman of the Meeting including for any adjournment or adjournments thereof;
- g) One independent director of the Transferee Company and the auditor (or his authorized representative who is qualified to be an auditor) of the Transferee Company shall be attending the Meeting through VC/OAVM;
- h) **CS Palash Jain** (Membership No. A50724 C.P. No. 18542) a Practising Company Secretary has been appointed as the **Scrutinizer** to scrutinize the e-voting during the Meeting (Insta Poll) and remote e-voting process in a fair and transparent manner;

the Scrutinizer shall after the conclusion of e-voting at the Meeting (Insta Poll), first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit his combined report to the Chairman of the Meeting. The scrutinizer's decision on the validity of the votes shall be final. The results of the votes cast through remote e-voting and e-voting during the Meeting (Insta Poll) will be announced not later than two working days from the conclusion of the meeting. The results, together with the scrutinizer's report, will be displayed at the registered office of the Transferee Company, on the website of the Transferee Company www.brandconcepts.in and on the website of CDSL at www.evotingindia.com, besides being communicated to BSE Limited and the National Stock Exchange of India Limited simultaneously;

- i) Subject to the receipt of requisite number of votes as mentioned above, the Resolutions forming part of the Meeting Notice shall be deemed to be passed on the date of the Meeting i.e. Friday, 4th October, 2024.

- j) the Scheme, if approved at the Meeting by Unsecured Creditors, will be subject to the subsequent approval of NCLT; and
- k) a copy of the explanatory statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed herewith.

Encl: As above

Sd/-
Jay Kocheta
Chairman appointed for the meeting of
Unsecured Creditors of Brand Concepts Limited

Dated this 29th day of August, 2024

Place - Indore

Registered Office:

4th Floor, UNO Business Park,
Indore Bypass Road, Opposite Sahara City,
Bicholi Mardana, Indore-452016 M.P.

NOTES:

1. General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting

- 1) Pursuant to the Order passed by the Hon'ble NCLT, Indore Bench Meeting of the Unsecured Creditors of the Transferee Company will be held through VC/ OAVM following the operating procedures (with appropriate modifications if required) set out in the MCA Circulars, SS-2, SEBI Listing Regulations, read with other applicable SEBI Circulars.
- 2) Since, the Meeting is being held pursuant to Order passed by the NCLT through VC/OAVM, **physical attendance of the Unsecured Creditors** has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for the Meeting. However, in pursuance of Section 113 of the Companies Act, authorized representatives of institutional/corporate Unsecured Creditors may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such Unsecured Creditors sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting (Insta Poll) and/or to vote through remote e-voting, on its behalf.
- 3) The proceedings of this Meeting would be deemed to have been conducted at the registered office of the Transferee Company located at 4th Floor, UNO Business Park, Indore Bypass Road, Opposite Sahara City, Bicholi Mardana, Indore, Madhya Pradesh – 452016 IN
- 4) In terms of the Order, the quorum of the Meeting of the unsecured creditor of the Transferee Company must be such numbers of creditors representing at least 50% in value of the unsecured creditors as on cut-off date. The unsecured creditors attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

Further in terms of the Order, in case, the quorum is not present within half an hour from the time appointed for holding the meeting, then the Chairman shall adjourn the meeting to the same day in the next week at the same time and place. The intimation about the adjourned meeting should be given to each unsecured creditor through e-mail or by any other mode. If the quorum is still not present on such adjournment date, then the Chairman may furnish a report to that effect to NCLT within seven days thereafter.

- 5) The aforesaid Particulars are being sent (i) through electronic mode to those Unsecured Creditors whose e-mail IDs are registered with the Transferee Company; and (ii) through registered post or speed post or courier, physically, to those Unsecured Creditors who have not registered their e-mail IDs with the Transferee Company. The aforesaid Particulars are being sent to the Unsecured Creditors whose names appear in the books of the Company on Sunday, March 31, 2024.
- 6) Only a person, whose name is recorded in the books of the Company on the cut-off date i.e. Sunday, March 31, 2024 shall be entitled to exercise his/her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. The voting rights of the Unsecured Creditors shall be in proportion to their value of debts in the Company as on close of business hours on the Cut-off date.
- 7) If you have any queries or issues regarding attending Meeting & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- 8) CDSL will provide the facility for e-voting by the Unsecured Creditors through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting during the Meeting. The voting period for remote e-voting (prior to the Meeting) shall commence on and from Monday, 30th September, 2024 at 9:00 a.m. IST (0900 hours) to Thursday, 3rd October, 2024 at 05:00 p.m. IST (1700 hours). The remote e-voting module shall be disabled by CDSL thereafter. The Company is additionally providing the facility of e-voting during the Meeting.
- 9) It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle Unsecured Creditors from attending the Meeting. However, after exercising right to vote through remote e-voting prior to the Meeting, an Unsecured Creditor shall not be allowed to vote again at the Meeting. In case the Unsecured Creditors cast their vote via both the modes i.e. remote e-voting prior to the Meeting as well as during the Meeting, then voting done through remote e-voting before the Meeting shall prevail once the vote on a resolution is cast by the Unsecured Creditor, whether partially or otherwise. The Unsecured Creditor shall not be allowed to change it subsequently.
- 10) All the documents referred to in the accompanying explanatory statement, shall be available for inspection through electronic mode during the proceedings of the Meeting. Unsecured Creditors seeking to inspect copies of the said documents may send an email at swati.gupta@brandconcepts.in Further, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the Unsecured Creditors at the registered office of the Transferee Company or the office of the Counsel at 122, Brijeshwari Extension, Behind Kalyan Marble, Near World Cup Square, Indore-452016 between 10.30 a.m. to 12.30 p.m. on all working days up to the date of the Meeting. A recorded transcript of the Meeting shall also be made available in electronic form on the website of the Transferee Company.
- 11) The Notice convening the Meeting will be published through advertisement in (i) Free Press in English language; and (ii) translation thereof in Chautha Sansar in Hindi language, both Indore Edition.
- 12) Since the Meeting will be held through VC/OAVM in accordance with the Order passed by NCLT and the operating procedures (with appropriate modifications if required) set out in the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- 13) In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the meeting 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. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the meeting) i.e. www.evotingindia.com.

INSTRUCTIONS FOR UNSECURED CREDITORS (THE CREDITORS) ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. The Creditors will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-Voting system. Creditors may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under login by using the remote evoting credentials. The login Id and password for VC/OAVM will be sent to the Creditors to their available email Id with the company, login where the EVSN of Company will be displayed.
2. Facility of joining the meeting through VC/OAVM shall open 30 minutes before the meeting time.
3. The Creditors are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further Creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Creditors who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **10** days prior to meeting mentioning their name, email id, mobile number at swati.gupta@brandconcepts.in. The Creditors who do not wish to speak during the Meeting but have queries may send their queries in advance **10** days prior to meeting mentioning their name, email id, mobile number at swati.gupta@brandconcepts.in. These queries will be replied to by the company suitably by email.
7. The result of e-voting will be announced within 48 hours after the close/end of the Meeting and will be available at bseindia.com and Company website at <https://www.brandconcepts.in/>
8. Those Creditors who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INTRUCTIONS FOR UNSECURED CREDITORS (THE CREDITORS) FOR REMOTE E-VOTING ARE AS UNDER

- i. The e-voting period begins on Monday 30th September 2024 (09:00 am) and ends on Thursday 3rd October, 2024 (05:00 pm). The E-voting module shall be disabled and thereafter, E-voting facility shall be automatically stalled.
- ii. The Members should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders/ Members.
- iv. Enter your User ID as: **XXXXXXXXX will be provided by CDSL directly**
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. Enter your password as: **XXXXXXXXX will be provided by CDSL directly**
- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Select the EVSN of "BRAND CONCEPTS LIMITED "on which you choose to vote.
- ix. 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.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on "Click here to

print” option on the Votingpage.

INSTRUCTIONS FOR UNSECURED CREDITORS (THE CREDITORS) FOR E-VOTING DURING THE MEETING ARE AS UNDER:-

- 1.The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for Remote e-voting.
2. Only those Creditors, who are present in the Meeting 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 Meeting.
3. If any Votes are cast by the Creditors (s)through the e-voting available during the Meeting and if the same Creditors have not participated in the meeting through VC/OAVM facility, then the votes cast by such Creditors shall be considered invalid as the facility of e-voting during the meeting is available only to the Creditors attending the meeting.
4. Creditors who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

If you have any queries or issues regarding attending Meeting & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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, 25thFloor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Encl: As above

Sd/-
Jay Kocheta
Chairman appointed for the meeting of
Unsecured Creditors of Brand Concepts Limited

Dated this 29th day of August, 2024

Place - Indore

Registered Office:

4th Floor, UNO Business Park,
Indore Bypass Road,
Opposite Sahara City,
Bicholi Mardana, Indore,
Madhya Pradesh – 452016 IN