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: 01.09.2026

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

Symbol: [**BCONCEPTS**]

To,
BSE Limited
Listing & Compliance Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001 Bandra

Scrip Code: 543442

Sub: Submission Of Notice Convening The 19th Annual General Meeting.

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the **19th Annual General Meeting ('AGM')** of the Company is scheduled to be held on **Thursday, 24th September, 2026 at 11:00 A.M. (IST)** through Video Conference (VC) /Other Audio Visual Means (OAVM), in compliance with relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') as amended from time to time for which purpose the Registered office of the company shall be deemed as the venue for the Meeting.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed Notice convening the 19th AGM which is also available on the Company's website at www.brandconcepts.in and the website of Central Depository Services (India) Limited at www.evotingindia.com. The said Notice forms part of the Annual Report for 2025-26.

You are requested to kindly take the same on record.

Thanking you,
Yours faithfully,

For, **Brand Concepts Limited**

Swati Gupta
Digitally signed by Swati Gupta
Date: 2026.09.01 12:32:28 +05'30'

Swati Gupta
Company Secretary & Compliance Officer
M NO. A33016

Encl: *Notice of Annual General Meeting*

NOTICE OF ANNUAL GENERAL MEETING

Registered Office: - 04th Floor, UNO Business Park, Bypass Road, Opp. Sahara City,
Bicholi Mardana Indore, Madhya Pradesh – 452016
CIN: - L51909MP2007PLC066484; **Phone:** 91-731-4223000
Website: - www.brandconcepts.in **Email:**-info@brandconcepts.in

NOTICE is hereby given that the Nineteenth (19th) Annual General Meeting ("**AGM**") of the members of Brand Concepts Limited ("the Company"), will be held on Thursday, 24th September, 2026 at 11:00 A.M (**IST**) through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") to transact the following businesses:

ORDINARY BUSINESS:

To receive, consider and adopt, the following resolutions as Ordinary Resolutions:

1. **(a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 together with reports of Board of Directors and Auditors thereon; &**

   (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 together with reports of Board of Directors and Auditors thereon.

2. **Re- appointment of Mrs. Annapurna Maheshwari (DIN:00038346) Non- Executive Director, liable to retire by rotation.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, **Mrs. Annapurna Maheshwari (DIN: 00038346)**, Non-Executive Director liable to retire by rotation, and being eligible offers herself for reappointment, be and is hereby re-appointed as a director of the Company.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Govind Shridhar Shrikhande (DIN: 00029419) as Independent Director for a second term of five consecutive years from 23rd March, 2027 to 22nd March, 2032**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Govind Shridhar Shrikhande (DIN: 00029419), who holds office of Independent Director up to 22nd March, 2027 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying intention to propose his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from 23rd March, 2027 to 22nd March, 2032

   RESOLVED FURTHER THAT any of the Director, Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

4. **Approval under Section 185 of the Companies Act, 2013**

   To consider and, if thought fit, to pass the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 185(2) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan, including a loan represented by book debt, and/or to give any guarantee and/or provide any security in connection with any loan to Associate company in which common directors, being a company in which one or more Directors of the Company may be deemed to be interested, for an aggregate outstanding amount not exceeding ₹3,00,00,000 (Rupees Three Crores Only) at any time, on such terms and conditions as the Board may deem fit and appropriate in the best interests of the Company.

   RESOLVED FURTHER THAT the approval accorded by the Members at the Annual General Meeting held on 21 December, 2022 authorizing the Company to advance loans and/or give guarantees and/or provide securities to 7E Wellness India Private Limited up to an aggregate limit of ₹2,00,00,000 (Rupees Two Crores Only), be and is hereby revised and enhanced to ₹3,00,00,000 (Rupees Three Crores Only).

RESOLVED FURTHER THAT the loans so advanced and/or guarantees given and/or securities provided shall be utilized by 7E Wellness India Private Limited for its principal business activities and for no other purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to finalize the terms and conditions of such loans, guarantees and/or securities and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

5. **Approval for payment of remuneration to Mrs. Annapurna Maheshwari (DIN: 00038346), Non-Executive Non-Independent Director**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and subject to such approvals as may be required, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mrs. Annapurna Maheshwari (DIN: 00038346), Non-Executive Non-Independent Director of the Company, for the financial year 2026-27, notwithstanding that the annual remuneration payable to her may exceed fifty percent (50%) of the total annual remuneration payable to all Non-Executive Directors of the Company during the said financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to determine, revise, vary and pay such remuneration to Mrs. Annapurna Maheshwari within the limits approved by the Members and in accordance with applicable laws and regulations and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

6. **Approval of Professional Fees payable to Mr. Govind Shridhar Shrikhande (DIN: 00029419), Non-Executive Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 17(6)(a) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and based on the recommendation of the Board of Directors, approval of the Members be and is hereby accorded for payment of professional fees of ₹1,00,000/- (Rupees One Lakh only) per month to Mr. Govind Shridhar Shrikhande (DIN: 00029419), Non-Executive Director of the Company, for rendering professional and advisory services to the Company, on such terms and conditions as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to finalize the scope of services, terms of engagement, fees payable and other related matters and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

7. **To Approve Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013 up to ₹150 Crores.**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force), and in accordance with the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to borrow from time to time, any sum or sums of money, by way of loans, credit facilities, external commercial borrowings, debentures, bonds or any other financial assistance from banks, financial institutions, bodies corporate or any other person(s), notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans and cash credit facilities obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of such borrowings outstanding at any point of time shall not exceed ₹150,00,00,000 (Rupees One Hundred Fifty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions relating to such borrowings, including the rate of interest, tenure, security, repayment schedule and all other matters connected therewith, and to execute all deeds, documents, agreements, writings and other instruments and to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors
For **Brand Concepts Limited**

Swati Gupta
Company Secretary & Compliance Officer
Membership No. A33016

Date: 01.09.2026
Place: Indore

Registered Office:
04th Floor, UNO Business Park
Bypass Road, Opp. Sahara City Bicholi Mardana
Indore, Madhya Pradesh – 452016
CIN: L51909MP2007PLC066484

Important dates for members

ANNUAL GENERAL MEETING: Annual General Meeting will be held on Thursday, 24th September, 2026 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 28th August, 2026 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 09:00 a.m. on Monday, 21st September, 2026 to 05:00 p.m. on Wednesday 23rd September, 2026 both days inclusive. Remote e-Voting will be blocked after 5.00 p.m. on Wednesday 23rd September, 2026.

BOOK CLOSURE will be from Thursday 17th September,2026 to Thursday 24th September,2026 (both days inclusive).

1. In terms of Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 followed by Circular No. 03/2025 dated 22nd September, 2025 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 circular SEBI/HO/CFD/CFD PoD-2/P/CIR/2023/167 dated October 07, 2023 followed by SEBI circular no. SEBI/HO/CFD/CFD-PoD 2/P/CIR/2024/133 dated October 03, 2024, Master Circular no. SEBI/HO/CFD/ PoD2/CIR/P/0155 dated November 11, 2024 and followed by SEBI Master circular no Master Circular No. HO/49/14/14(7)2025 CFD-POD2/I/3762/2026 dated January, 30, 2026 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. The 19th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 19th AGM shall be the Registered Office of the Company. Since the AGM will be held through VC/OAVM Facility, the Route Map, proxy form and attendance slip are not annexed to this Notice

2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") and Listing Regulations read with the MCA Circulars and SEBI Circulars, the 19th Annual General Meeting ("AGM"/ "Meeting") of the Company is being conducted through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.

3. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since, this AGM is being held through VC/ OAVM hence, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not available for the AGM and hence, the proxy form and attendance slip are not annexed hereto. However, the Institutional/ Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since, the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is also not annexed hereto.

4. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility to attend the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. The 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. are allowed to attend the AGM without restriction on account of first-come-first-served basis.

5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday 17th September,2026 to Thursday 24th September,2026 (both days inclusive) for the purpose of AGM and determining the name of members eligible for dividend on equity shares, if declared, at the Meeting.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM through VC/OAVM upon log-in to CDSL e-Voting system. All the above documents will also be available electronically for inspection up to the date of AGM. Members seeking to inspect such documents can send an e-mail to swati.gupta@brandconcepts.in.

8. Non-resident Indian shareholders are requested to inform Share Transfer Agent, immediately of:

   (i) the change in the residential status on return to India for permanent settlement; and

(ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

9. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in .

10. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only by e-mail to the members whose e-mail address are registered with the Company/ Depositories. The Notice and Annual Report 2025-26 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 same is also available on the website of CDSL at www.evotingindia.com. However, hard copy of the Annual Report will be sent to members on request. Members, who wish to update or register their e-mail address, in case of demat holding, may please contact their Depository Participant (DP) and register their e-mail address, as per the process advised by their DP and in case of physical holding, may send a request to Big Share Services Private Limited, the Share Transfer Agent of the Company at info@bigshareonline.com.

11. Members seeking any information or clarification regarding the financial statements or any matter to be placed at the AGM are requested to write to the Company, on or before Thursday 17th September,2026 through e-mail on swati.gupta@brandconcepts.in .

12. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from NSDL and CDSL and equity shares of the Company may be held in dematerialised form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is INE977Y01011. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent of the Company.

13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and in compliance with MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. In addition, the facility of voting through e-voting system shall also be made available during the AGM for members of the Company participating in the AGM through VC/OAVM and who have not cast their vote by remote e-voting. 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 agency. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM in case of a member participating in the AGM through VC/ OAVM will be provided by CDSL.

14. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

15. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and will also be displayed on the Company's website, www.brandconcepts.in.

16. Information pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking re-appointment at the AGM is furnished in Annexure, which is annexed to the Notice and forms part of the Notice. The Director has furnished the requisite consent/ declaration for his re-appointment.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step1 : 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 9.00 a.m. on Monday 21st September, 2026 and ends on Wednesday 23rd September, 2026 at 5:00 p.m. During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date Thursday 17th September, 2026 (record date) 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.

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 mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.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 e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form**.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   1. For CDSL: 16 digits beneficiary ID,

   2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   3. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(ix) Click on the EVSN for the relevant **BRAND CONCEPTS LIMITED** on which you choose to vote.

(x) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option **YES** or **NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xii) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.

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

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

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) 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: https://www.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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

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

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

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

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

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

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

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 https://www.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 attending AGM & 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 toll free no. 1800 22 55 33

EXPLANATORY STATEMENT

Pursuant to section 102 of the Companies Act 2013, in respect of item no 3, 4,5,6 & 7 forming part of the notice

ITEM NO.3

The Members had approved appointment of Mr. Govind Shridhar Shrikhande (DIN: 00029419) as an Independent Director of the Company at the AGM held on Thursday 24th September, 2026 for a term of five consecutive years from 23rd March, 2027. The term of Mr. Govind Shridhar Shrikhande as an Independent Director of the Company will conclude on 22nd March, 2032.

The Board of Directors of the Company at its meeting held on 01.09.2026, based on the recommendation of the Nomination and Remuneration Committee after review of performance evaluation and subject to the approval of the Members through Special Resolution, re-appointed Mr. Govind Shridhar Shrikhande as an Independent Director, for a second term of five consecutive years commencing from 23rd March, 2027.

Mr. Govind Shridhar Shrikhande is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act 2013 ("Act") and has consented to act as Director of the Company in terms of Section 152 of the Act. The Company has also received following declarations from him (i) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; (ii) declaration that he meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); (iii) declaration towards inclusion of his name in the data bank maintained for Independent Directors; and (iv) In terms of Regulation 25(8) of Listing Regulations, a confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Govind Shridhar Shrikhande has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited, pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. In the opinion of the Board, Mr. Govind Shridhar Shrikhande fulfills the conditions specified in the Act and the rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director and is independent of the Management. The Company has received a notice in writing from a Member under the provisions of Section 160(1) of the Act proposing the candidature of Mr. Govind Shridhar Shrikhande for the office of the Director.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at Code of Conduct and Policies – Brand Concepts Limited. A brief profile of Mr. Govind Shridhar Shrikhande is provided in the notes to the Notice of the AGM. The Board of Directors is of the opinion that knowledge and experience, as provided in note Annexure II of the Notice of this AGM, of Mr. Govind Shridhar Shrikhande will be of immense value to the Company. The Board, therefore, recommends the approval of the Special Resolution set out at item no. 3 of this Notice. Except Mr. Govind Shridhar Shrikhande, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

ITEM NO.4

The Members of the Company had, at their Annual General Meeting held on December 21, 2022, approved the advancement of loans, giving of guarantees and/or provision of securities to 7E Wellness India Private Limited up to an aggregate outstanding limit of ₹2,00,00,000 (Rupees Two Crores Only).

7E Wellness India Private Limited is engaged in the business of distribution and sale of wellness and fitness products and is an important business associate of the Company. In order to support its business operations, working capital requirements, expansion plans and other principal business activities, it may be necessary for the Company to provide financial assistance to 7E Wellness India Private Limited from time to time by way of loans, guarantees and/or securities.

Considering the present and future funding requirements of 7E Wellness India Private Limited, the Board of Directors at its meeting held on 01.09.2026 approved, subject to the approval of the Members, enhancement of the existing limit from ₹2,00,00,000 (Rupees Two Crores Only) to ₹3,00,00,000 (Rupees Three Crores Only).

Pursuant to the provisions of Section 185(2) of the Companies Act, 2013, a company may advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the company is interested, subject to the approval of the Members by way of a Special Resolution and subject to such loans being utilized by the borrowing company for its principal business activities.

The proposed loans, guarantees and/or securities shall be utilized by 7E Wellness India Private Limited solely for its principal business activities.

The Board is of the opinion that the proposed transaction is in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No.4 of the Notice for approval of the Members.

Except to the extent of their shareholding interest and/or interest by virtue of their directorship in 7E Wellness India Private Limited, if any, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution.

ITEM NO. 5

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that approval of the shareholders by way of a special resolution shall be obtained every financial year in which the annual remuneration payable to a single Non-Executive Director exceeds fifty percent (50%) of the total annual remuneration payable to all Non-Executive Directors of the listed entity.

The Company proposes to pay remuneration to Mrs. Annapurna Maheshwari, Non-Executive Non-Independent Director of the Company, during the financial year 2026-27. As the remuneration payable to Mrs. Annapurna Maheshwari is expected to exceed fifty percent (50%) of the aggregate annual remuneration payable to all Non-Executive Directors of the Company during the said financial year, approval of the Members is being sought by way of a Special Resolution in compliance with Regulation 17(6)(ca) of the SEBI Listing Regulations.

The details of remuneration proposed to be paid are as under:

Particulars	Details
Name of Director	Mrs. Annapurna Maheshwari
Category	Non-Executive Non-Independent Director
DIN	00038346
Proposed remuneration for FY 2026-27	Rs. 2.5 Lakhs p.m
Percentage of total remuneration payable to all Non-Executive Directors	Expected to exceed 50%

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that the proposed remuneration is commensurate with the role, responsibilities, experience and contribution of Mrs. Annapurna Maheshwari towards the growth and governance of the Company. Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Except Mrs. Annapurna Maheshwari and her relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO.6

Mr. Govind Shridhar Shrikhande (DIN: 00029419) is a Non-Executive Director of the Company and possesses extensive experience and expertise in the retail, consumer and business management sectors. In view of his specialized knowledge, industry experience and strategic insights, the Company has availed/proposes to avail professional and advisory services from him in addition to his role as a Non-Executive Director.

The professional fees paid/payable to Mr. Govind Shridhar Shrikhande are for services rendered in a professional capacity and are distinct from any remuneration payable to him as a Non-Executive Director of the Company. The Board of Directors is of the view that the professional services rendered by him are beneficial to the business operations and growth of the Company.

Pursuant to Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015, and Section 188 of the Companies Act, 2013, read with the applicable rules made thereunder, all fees or compensation payable to a Non-Executive Director for professional or other services rendered by him require the approval of the Members, as applicable. Accordingly, approval of the Members is being sought for payment of professional fees of ₹1,00,000/- (Rupees One Lakh only) per month to Mr. Govind Shridhar Shrikhande (DIN: 00029419), Non-Executive Director, for the professional and advisory services rendered/to be rendered by him to the Company, on such terms and conditions as may be determined by the Board of Directors from time to time.

Except Mr. Govind Shridhar Shrikhande and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 for approval of the Members.

ITEM NO.7

The Company may, from time to time, require additional financial resources to meet its working capital requirements, capital expenditure, expansion plans, business operations and other general corporate purposes. Accordingly, the Company may avail various credit facilities and borrowings from banks, financial institutions, bodies corporate and other lenders.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot borrow monies where the amount to be borrowed, together with the monies already borrowed by the Company (excluding temporary loans and cash credit facilities obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the Company's paid-up share capital, free reserves and securities premium, without the consent of the Members by way of a Special Resolution. The special resolution must also specify the maximum borrowing limit.

In view of the Company's present and future funding requirements, it is proposed to authorise the Board of Directors to borrow monies from time to time up to an aggregate outstanding limit of ₹150 Crores (Rupees One Hundred Fifty Crores Only), exclusive of temporary loans obtained from the Company's bankers in the ordinary course of business.

The proposed borrowing limit is considered appropriate to provide adequate financial flexibility to the Company for meeting its business requirements without the need to seek Members' approval on each occasion.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 7 for approval of the Members.

By order of the Board of Directors

For **Brand Concepts Limited**

Swati Gupta

Company Secretary & Compliance Officer

Membership No. A33016

Date: 01.09.2026

Place: Indore

Registered Office:
04th Floor, UNO Business Park
Bypass Road, Opp. Sahara City Bicholi Mardana
Indore, Madhya Pradesh – 452016
CIN: L51909MP2007PLC066484

"ANNEXURE -I"

Details of Directors seeking appointment/ re-appointment at the AGM

(Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India.)

Name of Director	Mrs. Annapurna Maheshwari
Date of birth & Age	31/10/1955 (69 years)
Date of first appointment on Board	15/01/2015
Educational Qualification	Qualified Graduate in Bachelor of Home Science from DAVV University Indore.
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.
Details of shares held in the Company	9. 55%
List of Companies in which outside directorship held	1. Industrial Filters & Fabrics Pvt Ltd.
Member/Chairman of Committees of other Companies on which he is a director*	No
Relationship with any Director(s) of the Company	Mother of Mr. Prateek Maheshwari (Managing Director)
Number of board meeting attended during the year	1
Terms and condition of appointment / re-appointment	Liable to retire by rotation
Remuneration to be paid	2.5 Lakhs p.m
Last drawn remuneration	NIL
Relationship	There are no inter-se relationship between other board members apart from mentioned above.

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

By order of the Board of Directors
For **Brand Concepts Limited**

Swati Gupta
Company Secretary & Compliance Officer
Membership No. A33016

Date: 01.09.2026
Place: Indore

Registered Office:
04th Floor, UNO Business Park
Bypass Road, Opp. Sahara City Bicholi Mardana
Indore, Madhya Pradesh – 452016
CIN: L51909MP2007PLC066484

“ANNEXURE -II”

Details of Directors seeking appointment/ re-appointment at the AGM

(Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India.)

Name of Director	Mr. Govind S Shrikhande
Date of birth & Age	07/09/1960 (65 years)
Date of first appointment on Board	23/03/2022
Educational Qualification	Retail professional with a Degree in Textile Technology (B. Text) from VJTI, Mumbai and Masters in Marketing (MBA) from Symbiosis Institute of Management, Pune.
Expertise in functional areas	Mr. Shrikhande is rich in experience of over 34 years in entire chain of fabrics to apparel to multi format retailing. He is advisor to various companies and startups. He has also served as Managing Director of Shopper stop and the Company tripled their stores during his tenure
Details of shares held in the Company	0. 072%
List of Companies in which outside directorship held	1. V-Mart Retail Limited 2. India Retails & Hospitality Private Limited 3. Arvind Fashions Limited 4. Radiance Areo Hospitality Services Private Limited
Member/Chairman of Committees of other Companies on which he is a director*	1. V-Mart Retail Limited • Chairman- Audit committee • Member – Risk Management Committee • Member: Nomination and Remuneration Committee 2. Arvind Fashions Limited • Member: Stakeholder Relationship Committee
Relationship with any Director(s) of the Company	No
Number of board meeting attended during the year	7 (Seven)
Terms and condition of appointment / re-appointment	Not liable to retire by rotation
Remuneration to be paid	Nil
Last drawn remuneration	Nil

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

By order of the Board of Directors
For **Brand Concepts Limited**

Swati Gupta
Company Secretary & Compliance Officer
Membership No. A33016

Date: 01.09.2026
Place: Indore

Registered Office:
04th Floor, UNO Business Park
Bypass Road, Opp. Sahara City Bicholi Mardana
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