



BRAND CONCEPTS LIMITED

CIN - L51909MP2007PLC066484
140/2/2, Musakhedi Square, Ring Road, Indore 452001 (M.P) INDIA
Phone: 91-731-4223000, Fax- 4221222/444
Email: info@brandconcepts.in

Date: 09th November, 2023

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: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("SEBI LODR Regulations")

Dear Sir/Ma'am,

In pursuance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that, The Board of Directors of the Company at their meeting held on 09th November, 2023 at 01:15 PM inter alia approved the following scheme of arrangement.

- The Board of Directors has approved the Scheme of Amalgamation of IFF Overseas Private Limited ("Transferor Company") with Brand Concepts Limited ("Transferee Company") and their respective shareholders and creditors (hereinafter referred to as "Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments or amendments thereof) and rules made thereunder, with effect from the Appointed Date, subject to receipt of requisite statutory /regulatory approvals including the approval of the jurisdictional Bench of the National Company Law Tribunal ("Tribunal").

Pursuant to Regulation 30 of the Listing Regulations as amended, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, details of the Scheme are enclosed herewith as Annexure A.



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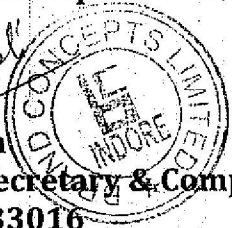
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The Meeting was commenced on 01:15 PM and got concluded on 02:50 PM.

You are requested to take the same on record and disseminate on your website.

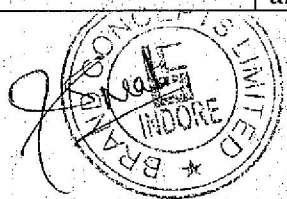
Thanking You,
Yours faithfully
For Brand Concepts Limited,

Swati Gupta
Company Secretary & Compliance Officer
Mem No. A33016



Annexure A

Sr. No.	Particulars	Details									
1.	Name of the entities forming part of the Scheme	Scheme of Amalgamation of IFF Overseas Private Limited (" Transferor Company ") with Brand Concepts Limited (" Transferee Company ") and their respective shareholders and creditors.									
2.	Details in brief such as, size, turnover etc. based on the audited financial statements as on 31.03.2023 of the entities involved in the Scheme are as under:	<p style="text-align: right;">Rs in Lakh</p> <table border="1"> <thead> <tr> <th>Name of the Entity</th> <th>Consolidated Revenue from Operations* (INR in Lakhs)</th> <th>Consolidated Total Assets (INR in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>IFF Overseas Private Limited</td> <td>[4916.44]</td> <td>[3125.59]</td> </tr> <tr> <td>Brand Concepts Limited</td> <td>16,321.63</td> <td>9,489.98</td> </tr> </tbody> </table> <p>(*) excludes other income.</p>	Name of the Entity	Consolidated Revenue from Operations* (INR in Lakhs)	Consolidated Total Assets (INR in Lakhs)	IFF Overseas Private Limited	[4916.44]	[3125.59]	Brand Concepts Limited	16,321.63	9,489.98
Name of the Entity	Consolidated Revenue from Operations* (INR in Lakhs)	Consolidated Total Assets (INR in Lakhs)									
IFF Overseas Private Limited	[4916.44]	[3125.59]									
Brand Concepts Limited	16,321.63	9,489.98									
3.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"?	Yes. Yes.									
4.	Area of business of entity(ies)	The Transferor Company is engaged in the business of The Transferor Company is engaged, <i>inter alia</i> , in the business of designers, stockists, distributors, importers, exporters, spinners, weavers, ginners, pressers, packers, balers, liners, cleaners, processors, doublers, combers, knitters, dyers, bleachers, printers, calenderers, sellers, buyers, mercerisers, barters, shippers of all products, and merchandise, related to all natural and manmade fibres, yards, Fabrics, Filter Systems woven & Nonwoven products, Filters Bags, Air Filters, Water Filters, Filter paper & pads, Chemical Filters, Oil Filters, Filter rods, Cigarette filters, Blankets, Shone inners, Felts, Conveyor being, Endless Beltings, P.V.C. Belting, Floor and other covering and furnishings, Industrial Garments, Readymade Garments, wrapping materials, Canvas & Tarpaulins Hand gloves, Slit tapes, nylon Tapes, woven sacks, Laminated bads, gunny bags, Water Bags, Cotton Waste, Jute Waste, fibre waste, textiles related inputs including cotton, linen, hemp, jute, silk, artificial silk, rayon, nylon man made synthetic									





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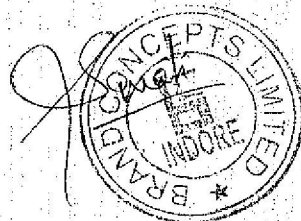
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		<p>fibres, staple synthetic yarn and wool hair for industrial and other uses</p> <p>The Transferee Company is engaged in the business of -</p> <p>To carry on in India and/or in abroad the business of stabilizing, promoting and developing the image of major National & International brands of famous companies of Indian as well as of international origin, to establish their product in the market with new innovative concepts for which to act as their marketing consultants, market researchers, public relations and promotional agency and for which do publicity in the market through all modes, trading, dealing, acting as agents, sub-agents, stockist, distributors in all kinds of their consumer products including garments, apparels, fashion wears, luggage, made-ups and related accessories.</p> <p>To carry on the business of manufacturers, makers, processors, buyers, sellers, distributors, importers, exporters, dealers in all kinds of consumer products including garments, apparels, fashion wears, luggage, ladies' handbags, made-ups, and related accessories</p>
5.	Rationale for the Scheme	The Rationale of the Scheme is attached as Annexure B.
6.	In case of cash consideration - amount or otherwise share exchange ratio	Share Exchange Ratio: 100 (One Hundred) equity shares of Transferee Company of Rs. 10 (Rupees Ten only) each as fully paid-up to be issued and allotted for every 353 (Three Hundred & Fifty Three) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders in the Transferor Company
7.	Brief details of change in shareholding pattern (if any) of listed company	The Number of Shareholding from 1,11,07,800 (One Crore Eleven Lacs Seven Thousand & Eight Hundred) equity shares of face value Rs. 10 each will increase to 1,23,11,879 (One Crore Twenty Three Lacs Eleven Thousand, Eight Hundred & Seventy Nine) equity shares of face value Rs. 10 each of Transferee Company subject to approval from Relevant authorities.





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Annexure B

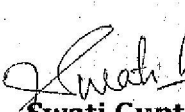
Reference: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation between IFF Overseas Private Limited (Transferor Company) and Brand Concepts Limited (Transferee Company") and their respective shareholders and creditors.

Subject: Rationale of Scheme of Amalgamation.

The rationale of the Scheme of Amalgamation between IFF Overseas Private Limited (Transferor Company) and Brand Concepts Limited (Transferee Company) and their respective shareholders and creditors is as under:

- (i) The proposed amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme would enable all the companies to realize benefits of greater synergies between their businesses. Further it would make available to them - financial resources, technological upgradation, technical resources as well as the managerial, technical, distribution and marketing resources of each other in the interest of maximizing shareholder and stakeholder value as the Transferor Companies and Transferee Company's business activities are similar and complement each other.
- (ii) The amalgamation will result in better integration, financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity and reduction in operational costs and increase operational efficiency.
- (iii) Improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

For Brand Concepts Limited,


Swati Gupta
Company Secretary & Compliance Officer
Mem No. A33016

