



# BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484  
04<sup>th</sup> Floor UNO Business Park, Indore Bypass Road, Oppo. Sahara City,  
Bicholi Mardana, Indore, Madhya Pradesh, India - 452016  
Phone: 91-731-4223000, Fax- 4221222/444  
Email: [info@brandconcepts.in](mailto:info@brandconcepts.in)

Date: 04<sup>th</sup> October, 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**

**Subject: Summary of Proceeding with respect to the meeting of the Equity Shareholders of the Brand Concepts Limited convened pursuant to the order dated on 21<sup>st</sup> August 2024 as amended on 23<sup>rd</sup> August 2024 passed by the Hon'ble National Company Law Tribunal, Indore Bench ("NCLT") in CA(CAA)/4(MP)2024.**

Dear Sir/Mam,

As per the requirement to Regulation 30 of SEBI (LODR) Regulation, 2015, and pursuant to the order dated on 21<sup>st</sup> August 2024 as amended on 23<sup>rd</sup> August 2024 passed by the Hon'ble National Company Law Tribunal, Indore Bench ("NCLT") in CA(CAA)/4(MP)2024 (NCLT Order) find enclosed herewith the proceeding of Shareholder – NCLT Convene Meeting of the members of Brand Concepts Limited held on Friday, October 04<sup>th</sup>, 2024 at 11:00 AM through Video Conferencing (VC)/for approving the 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 to transact the business.

The Summary of the Proceedings of the aforesaid meetings is attached in **Annexure A**.

As per the requirement of the Listing Regulations, the detailed results of voting will be intimated separately.

Further the proceedings of the Meetings are also available on the website of the company [www.brandconcepts.in](http://www.brandconcepts.in).

We hereby request to kindly take the notice of above information on your record.

**Yours Sincerely,  
For Brand Concepts Limited**

**Swati Gupta  
Company Secretary & Compliance Officer  
(Mem No. ACS 33016)**



# BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484

04<sup>th</sup> Floor UNO Business Park, Indore Bypass Road, Oppo. Sahara City,  
Bicholi Mardana, Indore, Madhya Pradesh, India - 452016

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

Email: [info@brandconcepts.in](mailto:info@brandconcepts.in)

---

## Annexure A

### **Summary of Proceeding of the Meeting of the Equity Shareholders of the Brand Concepts Limited held pursuant to the directions Hon'ble National Company Law Tribunal, Indore Bench ("NCLT") on Friday 04<sup>th</sup> October 2024.**

Pursuant to the order dated 21<sup>st</sup> August 2024, amended on 23<sup>rd</sup> August 2024 passed by the Hon'ble National Company Law Tribunal, Indore Bench ("NCLT"), the Meeting of the Equity Shareholders of the Company was held today i.e. 04<sup>th</sup> October 2024 at 11:00 am through Video Conferencing (VC). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM, Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2').

Ms. Swati Gupta, Company Secretary and Compliance Officer, on behalf of the Chairman welcomed all the Members and dignitaries of the Company present in the meeting. She further informed everyone present at the meeting that the meeting was conducted through VC / OAVM in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and the orders of the Hon'ble NCLT in this behalf. She further informed that the Members who attended the meeting through Video Conferencing would be counted as present for the purpose of Quorum.

Thereafter, she introduced **Mr. Jay Kocheta**, Tax Consultant, as the Chairman and Mr. Palash Jain as the Scrutinizer appointed by the Hon'ble NCLT, Ahmedabad Bench for the meeting. The Chairman afterwards chaired the meeting. He further introduced the members of the Board, KMPs, Statutory Auditors and Secretarial Auditors of the Company present in the meeting. Ms. Swati Gupta, Company Secretary and Compliance Officer assisted the Chairman in conducting the meeting.

**Mr. Jay Kocheta**, Tax Consultant, Chairman of the meeting informed that the meeting was convened pursuant to the order of the Hon'ble NCLT in connection with Scheme of Arrangement amongst Brand Concepts Limited (Transferee Co.), and IFF Overseas Private Limited (Transferor Co.) and their respective shareholders and creditors under Sections 230 to 232 read and other applicable laws including rules and regulations made thereunder.

The requisite quorum being present, the Chairman called the Meeting to order.

Ms. Swati Gupta, Company Secretary and Compliance Officer informed that the notice of the Meeting and other accompanying documents have been sent by electronic mode to all shareholders of the Company whose e-mail addresses are registered with the Company or Depositories. These documents have also been made available on the Company's website, Bigshare Services Pvt Ltd website and the website of Stock Exchanges.

With the consent of the Shareholders, the Notice convening the Meeting was taken as read.

She further informed that, the Company had provided the facility to the shareholders to cast vote electronically, to all the persons who were members as on the cut-off date i.e. Friday, September 27, 2024 for voting on the resolution set forth in the Notice through remote e-voting from Monday, September 30 2024 (from 09:00 A.M.) to Thursday, October 03, 2024 (till 05:00 P.M.) or vote electronically at the meeting. The shareholders who



# BRAND CONCEPTS LIMITED

CIN – L51909MP2007PLC066484

04<sup>th</sup> Floor UNO Business Park, Indore Bypass Road, Oppo. Sahara City,  
Bicholi Mardana, Indore, Madhya Pradesh, India - 452016

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

Email: [info@brandconcepts.in](mailto:info@brandconcepts.in)

have not cast their votes electronically earlier through remote e-voting, can cast their votes during the course of meeting through the e-voting system provided by CDSL.

The Chairman informed the Shareholders that the following resolution set out in the Notice convening the meeting was put up to the Shareholders for voting during the Meeting:

## Details of Agenda/Business Transacted

S.No	Business Transacted
<b>Special Business</b>	
1.	<b>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</b>

The above businesses were transacted by passing of Resolution through E-Voting at the Shareholder – NCLT Convene Meeting as required under the companies Act, 2013 and the Listing Regulations.

Mr. Jay Kocheta, Chairman of the meeting authorized Mr. Palash Jain, the Scrutinizer to complete the voting procedure and also authorized him to declare the results of voting after the conclusion of the meeting as per the prescribed timelines.

He further informed that the members who have not cast their votes through remote e-voting, such members may proceed to cast their votes through e-voting during the meeting. E-voting during the meeting was kept opened for another 15 minutes to enable the members to vote.

The Chairman then thanked the Shareholders for attending and participating at the Meeting.

Mr. Palash Jain, the Scrutinizer of the meeting informed that the resolution as set forth in the notice will be deemed to be passed today subject to the requisite number of votes.

Thereafter, the voting process was concluded. The meeting concluded with a vote of thanks. The meeting commenced at 11:00 a.m. and concluded at 11:30 a.m.

Thanking You

Yours Faithfully

**For Brand Concepts Limited**

**Swati Gupta**

**Company Secretary & Compliance Officer**

**(M. No.: ACS 33016)**